Image2StyleGAN++: How to Edit the Embedded Images?

Rameen Abdal  
KAUST  
rameen.abdal@kaust.edu.sa

Yipeng Qin  
Cardiff University  
qiny16@cardiff.ac.uk

Peter Wonka  
KAUST  
pwonka@gmail.com

Figure 1: (a) and (b): input images; (c): the “two-face” generated by naively copying the left half from (a) and the right half from (b); (d): the “two-face” generated by our Image2StyleGAN++ framework.

Abstract

We propose Image2StyleGAN++, a flexible image editing framework with many applications. Our framework extends the recent Image2StyleGAN [1] in three ways. First, we introduce noise optimization as a complement to the $W^+$ latent space embedding. Our noise optimization can restore high frequency features in images and thus significantly improves the quality of reconstructed images, e.g., a big increase of PSNR from 20 dB to 45 dB. Second, we extend the global $W^+$ latent space embedding to enable local embeddings. Third, we combine embedding with activation tensor manipulation to perform high quality local edits along with global semantic edits on images. Such edits motivate various high quality image editing applications, e.g., image reconstruction, image inpainting, image crossover, local style transfer, image editing using scribbles, and attribute level feature transfer. Examples of the edited images are shown across the paper for visual inspection.

1. Introduction

Recent GANs [19, 6] demonstrated that synthetic images can be generated with very high quality. This motivates research into embedding algorithms that embed a given photograph into a GAN latent space. Such embedding algorithms can be used to analyze the limitations of GANs [5], do image inpainting [8, 39, 38, 36], local image editing [40, 17], global image transformations such as image morphing and expression transfer [1], and few-shot video generation [35, 34].

In this paper, we propose to extend a very recent embedding algorithm, Image2StyleGAN [1]. In particular, we would like to improve this previous algorithm in three aspects. First, we noticed that the embedding quality can be further improved by including Noise space optimization into the embedding framework. The key insight here is that stable Noise space optimization can only be conducted if the optimization is done sequentially with $W^+$ space and not jointly. Second, we would like to improve the capabilities of the embedding algorithm to increase the local control over the embedding. One way to improve local control is to include masks in the embedding algorithm with undefined content. The goal of the embedding algorithm should be to find a plausible embedding for everything outside the mask, while filling in reasonable semantic content in the masked pixels. Similarly, we would like to provide the option of approximate embeddings, where the specified pixel colors are only a guide for the embedding. In this way, we aim to achieve high quality embeddings that can be controlled by user scribbles. In the third technical part of the paper, we investigate the combination of embedding algorithm and di-

8296
rect manipulations of the activation maps (called activation tensors in our paper).

Our main contributions are:

1. We propose Noise space optimization to restore the high frequency features in an image that cannot be reproduced by other latent space optimization of GANs. The resulting images are very faithful reconstructions of up to 45 dB compared to about 20 dB (PSNR) for the previously best results.

2. We propose an extended embedding algorithm into the $W^+$ space of StyleGAN that allows for local modifications such as missing regions and locally approximate embeddings.

3. We investigate the combination of embedding and activation tensor manipulation to perform high quality local edits along with global semantic edits on images.

4. We apply our novel framework to multiple image editing and manipulation applications. The results show that the method can be successfully used to develop a state-of-the-art image editing software.

2. Related Work

Generative Adversarial Networks (GANs) [14, 29] are one of the most popular generative models that have been successfully applied to many computer vision applications, e.g. object detection [23], texture synthesis [22, 37, 31], image-to-image translation [16, 42, 28, 25] and video generation [33, 32, 35, 34]. Backing these applications are the massive improvements on GANs in terms of architecture [19, 6, 28, 16], loss function design [26, 2], and regularization [27, 15]. On the bright side, such improvements significantly boost the quality of the synthesized images. To date, the two highest quality GANs are StyleGAN [19] and BigGAN [6]. Between them, StyleGAN produces excellent results for unconditional image synthesis tasks, especially on face images; BigGAN produces the best results for conditional image synthesis tasks (e.g. ImageNet [9]). While on the dark side, these improvements make the training of GANs more and more expensive that nowadays it is almost a privilege of wealthy institutions to compete for the best performance. As a result, methods built on pre-trained generators start to attract attention very recently. In the following, we would like to discuss previous work of two such approaches: embedding images into a GAN latent space and the manipulation of GAN activation tensors.

Latent Space Embedding. The embedding of an image into the latent space is a longstanding topic in both machine learning and computer vision. In general, the embedding can be implemented in two ways: i) passing the input image through an encoder neural network (e.g. the Variational Auto-Encoder [21]); ii) optimizing a random initial latent code to match the input image [41, 7]. Between them, the first approach dominated for a long time. Although it has an inherent problem to generalize beyond the training dataset, it produces higher quality results than the naive latent code optimization methods [41, 7]. While recently, Abdal et al. [1] obtained excellent embedding results by optimizing the latent codes in an enhanced $W^+$ latent space instead of the initial $Z$ latent space. Their method suggests a new direction for various image editing applications and makes the second approach interesting again.

Activation Tensor Manipulation. With fixed neural network weights, the expression power of a generator can be fully utilized by manipulating its activation tensors. Based on this observation, Bau [4] et al. investigated what a GAN can and cannot generate by locating and manipulating relevant neurons in the activation tensors [4, 5]. Built on the understanding of how an object is “drawn” by the generator, they further designed a semantic image editing system that can add, remove or change the appearance of an object in an input image [3]. Concurrently, Fröhstück et al. [11] investigated the potential of activation tensor manipulation in image blending. Observing that boundary artifacts can be eliminated by by cropping and combining activation tensors at early layers of a generator, they proposed an algorithm to create large-scale texture maps of hundreds of megapixels by combining outputs of GANs trained on a lower resolution.

3. Overview

Our paper is structured as follows. First, we describe an extended version of the Image2StyleGAN [1] embedding algorithm (See Sec. 4). We propose two novel modifications: 1) to enable local edits, we integrate various spatial masks into the optimization framework. Spatial masks enable embeddings of incomplete images with missing values and embeddings of images with approximate color values such as user scribbles. In addition to spatial masks, we explore layer masks that restrict the embedding into a set of selected layers. The early layers of StyleGAN [19] encode content and the later layers control the style of the image. By restricting embeddings into a subset of layers we can better control what attributes of a given image are extracted. 2) to further improve the embedding quality, we optimize for an additional group of variables $n$ that control additive noise maps. These noise maps encode high frequency details and enable embedding with very high reconstruction quality.

Second, we explore multiple operations to directly manipulate activation tensors (See Sec. 5). We mainly explore...
4. An Extended Embedding Algorithm

We implement our embedding algorithm as a gradient-based optimization that iteratively updates an image starting from some initial latent code. The embedding is performed into two spaces using two groups of variables: the semantically meaningful $W^+$ space and a Noise space $N_s$ encoding high frequency details. The corresponding groups of variables we optimize for are $w \in W^+$ and $n \in N_s$. The inputs to the embedding algorithm are target RGB images $x$ and $y$ (they can also be the same image), and up to three spatial masks ($M_s$, $M_m$, and $M_p$).

Algorithm 1 is the generic embedding algorithm used in the paper.

4.1. Objective Function

Our objective function consists of three different types of loss terms, *i.e.*, the pixel-wise MSE loss, the perceptual loss $[18, 10]$, and the style loss $[12]$.\[ L = \lambda_s L_{style}(M_s, G(w, n), y) + \lambda_{\text{mse}} \frac{1}{N} \| M_m \odot (G(w, n) - x) \|^2 \]

where $M_s$, $M_m$, $M_p$ denote the spatial masks, $\odot$ denotes the Hadamard product, $G$ is the StyleGAN generator, $n$ are the Noise space variables, $w$ are the $W^+$ space variables, $L_{style}$ denotes style loss from ‘conv3	imes3’ layer of an ImageNet pretrained VGG-16 network $[30]$, $L_{\text{percept}}$ is the
perceptual loss defined in Image2StyleGAN [1]. Here, we use layers ‘conv1_1’, ‘conv1_2’, ‘conv2_2’ and ‘conv3_3’ of VGG-16 for the perceptual loss. Note that the perceptual loss is computed for four layers of the VGG network. Therefore, $M_p$ needs to be downsampled to match the resolutions of the corresponding VGG-16 layers in the computation of the loss function.

### 4.2. Optimization Strategies

Optimization of the variables $w \in W^+$ and $n \in N_s$ is not a trivial task. Since only $w \in W^+$ encodes semantically meaningful information, we need to ensure that as much information as possible is encoded in $w$ and only high frequency details in the Noise space.

The first possible approach is the joint optimization of both groups of variables $w$ and $n$. Fig. 2 (b) shows the result using the perceptual and the pixel-wise MSE loss. We can observe that many details are lost and were replaced with high frequency image artifacts. This is due to the fact that the perceptual loss is incompatible with optimizing noise maps. Therefore, a second approach is to use pixel-wise MSE loss only (see Fig. 2 (c)). Although the reconstruction is almost perfect, the representation $(w, n)$ is not suitable for image editing tasks. In Fig. 2 (d), we show that too much of the image information is stored in the noise layer, by resampling the noise variables $n$. We would expect to obtain another very good, but slightly noisy embedding. Instead, we obtain a very low quality embedding. Also, we show the result of jointly optimizing the variables and using perceptual and pixel-wise MSE loss for $w$ variables and pixel-wise MSE loss for the noise variable. Fig. 2 (e) shows the reconstructed image is not of high perceptual quality. The PSNR score decreases to 33.3 dB. We also tested these optimizations on other images. Based on our results, we do not recommend using joint optimization.

The second strategy is an alternating optimization of the variables $w$ and $n$. In Fig. 3, we show the result of optimizing $w$ while keeping $n$ fixed and subsequently optimizing $n$ while keeping $w$ fixed. In this way, most of the information is encoded in $w$ which leads to a semantically meaningful embedding. Performing another iteration of optimizing $w$ (Fig. 3 (d)) reveals a smoothing effect on the image and the PSNR reduces from 39.5 dB to 20 dB. Subsequent Noise space optimization does not improve PSNR of the images. Hence, repetitive alternating optimization does not improve the quality of the image further. In summary, we recommend to use alternating optimization, but each set of variables is only optimized once. First we optimize $w$, then $n$.

### 5. Activation Tensor Manipulations

Due to the progressive architecture of StyleGAN, one can perform meaningful tensor operations at different layers of the network [11, 4]. We consider the following editing operations: spatial copying, averaging, and channel-wise copying. We define activation tensor $A_l^I$ as the output of the $l$-th layer in the network initialized with variables $(w, n)$ of the embedded image $I$. They are stored as tensors $A_l^I \in \mathbb{R}^{W_l \times H_l \times C_l}$. Given two such tensors $A_l^I$ and

---

**Algorithm 1: Semantic and Spatial component embedding in StyleGAN**

```
Input: images $x, y \in \mathbb{R}^{n \times m \times 3}$, masks $M_s, M_m, M_p$; a pre-trained generator $G(\cdot, \cdot)$; gradient-based optimizer $F$.

Output: the embedded code $(w, n)$

1. Initialize() the code $(w, n) = (w', n')$;
2. while not converged do
   3. $\text{Loss} \leftarrow L(x, y, M_s, M_m, M_p)$;
   4. $(w, n) \leftarrow (w, n) - \eta F'(\nabla_{w, n} L, w, n)$;
5. end
```
B_1^l$, copying replaces high-dimensional pixels $\in R^{1 \times 1 \times C_l}$ in $A_1^l$ by copying from $B_1^l$. Averaging forms a linear combination $\lambda A_1^l + (1 - \lambda) B_1^l$. Channel-wise copying creates a new tensor by copying selected channels from $A_1^l$ and the remaining channels from $B_1^l$. In our tests we found that spatial copying works a bit better than averaging and channel-wise copying.

6. Frequently Used Building Blocks

We identify four fundamental building blocks that are used in multiple applications described in Sec. 7. While terms of the loss function can be controlled by spatial masks $(M_s, M_m, M_p)$, we also use binary masks $w_m$ and $n_m$ to indicate what subset of variables should be optimized during an optimization process. For example, we might set $w_m$ to only update the $w$ variables corresponding to the first $k$ layers. In general, $w_m$ and $n_m$ contain 1s for variables that should be updated and 0s for variables that should remain constant. In addition to the listed parameters, all building blocks need initial variable values $w_{ini}$ and $n_{ini}$. For all experiments, we use a 32GB Nvidia V100 GPU.

**Masked $W^+$ optimization (W_l):** This function optimizes $w \in W^+$, leaving $n$ constant. We use the following parameters in the loss function (L) Eq. 1: $\lambda_s = 0$, $\lambda_{mse_1} = 10^{-5}$, $\lambda_{mse_2} = 0$, $\lambda_p = 10^{-5}$. We denote the function as:

$$W_l(M_p, M_m, w_m, n_{ini}, w_{ini}, x) = \arg \min_{w_m} \lambda_{percept}(M_p, G(w, n), x) + \frac{\lambda_{mse_1}}{N} \| M_m \circ (G(w, n) - x) \|_2^2$$

where $w_m$ is a mask for $W^+$ space. We either use Adam [20] with learning rate 0.01 or gradient descent with learning rate 0.8, depending on the application. Some common settings for Adam are: $\beta_1 = 0.9$, $\beta_2 = 0.999$, and $\epsilon = 1e^{-8}$. In Sec. 7, we use Adam unless specified.

**Masked Noise Optimization ($Mk_n$):** This function optimizes $n \in N_s$, leaving $w$ constant. The Noise space $N_s$ has dimensions $\{ \mathbb{R}^{4 \times 4}, \ldots, \mathbb{R}^{1024 \times 1024} \}$. In total there are 18 noise maps, two for each resolution. We set following parameters in the loss function (L) Eq. 1: $\lambda_s = 0$, $\lambda_{mse_1} = 10^{-5}$, $\lambda_{mse_2} = 10^{-5}$, $\lambda_p = 0$. We denote the function as:

$$Mk_n(M, w_{ini}, n_{ini}, x, y) = \arg \min_{n} \frac{\lambda_{mse}}{N} \| M_m \circ (G(w, n) - x) \|_2^2 + \frac{\lambda_m}{N} \| (1 - M_m) \circ (G(w, n) - y) \|_2^2$$

For this optimization, we use Adam with learning rate 5, $\beta_1 = 0.9$, $\beta_2 = 0.999$, and $\epsilon = 1e^{-8}$. Note that the learning rate is very high.

**Masked Style Transfer ($Mst$):** This function optimizes $w$ to achieve a given target style defined by style image $y$. We set following parameters in the loss function (L) Eq. 1: $\lambda_s = 5 \times 10^{-7}$, $\lambda_{mse_1} = 0$, $\lambda_{mse_2} = 0$, $\lambda_p = 0$. We denote the function as:

$$Mst(M_s, w_{ini}, n_{ini}, y) = \arg \min_{w} \lambda_s L_{st}(M_s, G(w, n), y)$$

where $w$ is the whole $W^+$ space. For this optimization, we use Adam with learning rate 0.01, $\beta_1 = 0.9$, $\beta_2 = 0.999$, and $\epsilon = 1e^{-8}$.

**Masked activation tensor operation ($I_{att}$):** This function describes an activation tensor operation. Here, we represent the generator $G(w, n, t)$ as a function of $W^+$ space variable $w$, Noise space variable $n$, and input tensor $t$. The operation is represented by:

$$I_{att}(M_1, M_2, w, n_{ini}, t) = G(w, n, M_1 \circ (A_1^{l1}) + (1 - M_2) \circ (B_1^{l2}))$$

where $A_1^{l1}$ and $B_1^{l2}$ are the activations corresponding to images $I_1$ and $I_2$ at layer $l$, and $M_1$ and $M_2$ are the masks downsampled using nearest neighbour interpolation to match the $H_1 \times W_l$ resolution of the activation tensors.

7. Applications

In the following we describe various applications enabled by our framework.
Algorithm 2: Improved Image Reconstruction

**Input:** image $I_m \in \mathbb{R}^{n \times m \times 3}$

**Output:** the embedded code $(w_{out}, n_{out})$

1. $(w_{ini}, n_{ini}) \leftarrow \text{initialize}()$;
2. $w_{out} = W_l(1, 1, w_{ini}, n_{ini}, I_m)$;
3. $n_{out} = Mk_n(1, w_{out}, n_{ini}, I_m, 0)$;

![Figure 6: First column: original image; Second column: defective image; Third column: inpainted image via partial convolutions [24]; Fourth column: inpainted image using our method.](image)

7.1. Improved Image Reconstruction

As shown in Fig. 4, any image can be embedded by optimizing for variables $w \in W^+$ and $n \in N_s$. Here we describe the details of this embedding (See Alg. 2). First, we initialize: $w_{ini}$ is a mean face latent code [19] or random code sampled from $U[-1, 1]$ depending on whether the embedding image is a face or a non-face, and $n_{ini}$ is sampled from a standard normal distribution $N(0, I)$ [19]. Second, we apply masked $W^+$ optimization ($W_l$) without using spatial masks or masking variables. That means all masks are set to 1. $I_m$ is the target image we try to reconstruct. Third, we perform masked noise optimization ($Mk_n$), again without making use of masks. The images reconstructed are of high fidelity. The PNSR score range of 39 to 45 dB provides an insight of how expressive the Noise space in StyleGAN is. Unlike the $W^+$ space, the Noise space is used for spatial reconstruction of high frequency features. We use 5000 iterations of $W_l$ and 3000 iterations of $Mk_n$ to get PSNR scores of 44 to 45 dB. Additional iterations did not improve the results in our tests.

Algorithm 3: Image Crossover

**Input:** images $I_1, I_2 \in \mathbb{R}^{n \times m \times 3}$; mask $M_{blur}$

**Output:** the embedded code $(w_{out}, n_{out})$

1. $(w^*, n_{ini}) \leftarrow \text{initialize}()$;
2. $w_{out} = W_l(M_{blur}, M_{blur}, 1, w^*, n_{ini}, I_1)$
   \[+ W_l(1 - M_{blur}, 1 - M_{blur}, 1, w^*, n_{ini}, I_2);\]
3. $n_{out} = Mk_n(M_{blur}, w_{out}, n_{ini}, I_1, I_2)$;

7.2. Image Crossover

We define the image crossover operation as copying parts from a source image $y$ into a target image $x$ and blending the boundaries. As initialization, we embed the target image $x$ to obtain the $W^+$ code $w^*$. We then perform masked $W^+$ optimization ($W_l$) with blurred masks $M_{blur}$ to embed the regions in $x$ and $y$ that contribute to the final image. Blurred masks are obtained by convolution of the binary mask with a Gaussian filter of suitable size. Then, we perform noise optimization. Details are provided in Alg. 3.

Other notations are the same as described in Sec 7.1. Fig. 5 and Fig. 1 show example results. We deduce that the reconstruction quality of the images is quite high. For the experiments, we use 1000 iterations in the function masked $W^+$ optimization and 1000 iterations in $Mk_n$.

Algorithm 4: Image Inpainting

**Input:** image $I_{def} \in \mathbb{R}^{n \times m \times 3}$; masks $M, M_{blur}$

**Output:** the embedded code $(w_{out}, n_{out})$

1. $(w_{ini}, n_{ini}) \leftarrow \text{initialize}()$;
2. $w_{out} = W_l(1 - M, 1 - M, w_{ini}, n_{ini}, I_{def})$;
3. $n_{out} = Mk_n(1 - M_{blur}, w_{out}, n_{ini}, I_{def}, G(w_{out}))$;

Figure 7: Inpainting using different initializations $w_{ini}$.

In order to perform a semantically meaningful inpainting, we embed into the early layers of the $W^+$ space to predict the missing content and in the later layers to main-
tain color consistency. We define the image $x$ as a defective image ($I_{\text{def}}$). Also, we use the mask $w_m$ where the value is 1 corresponding to the first 9 (1 to 9), 17th and 18th layer of $W^+$. As an initialization, we set $w_{\text{ini}}$ to the mean face latent code [19]. We consider $M$ as the mask describing the defective region. Using these parameters, we perform the masked $W^+$ optimization $W_l$. Then we perform the masked noise optimization $Mk_n$ using $M_{\text{blur}}$ which is the slightly larger blurred mask used for blending. Here $\lambda_{\text{mse}}$ is taken to be $10^{-4}$. Other notations are the same as described in Sec 7.1. Alg. 4 shows the details of the algorithm. We perform 200 steps of gradient descent optimizer for masked $W^+$ optimization $W_l$ and 1000 iterations of masked noise optimization $Mk_n$. Fig.6 shows example inpainting results. The results are comparable with the current state of the art, partial convolution [24]. The partial convolution method frequently suffers from regular artifacts (see Fig.6 (third column)). These artifacts are not present in our method. In Fig.7 we show different inpainting solutions for the same image achieved by using different initializations of $w_{\text{ini}}$, which is an offset to mean face latent code sampled independently from a uniform distribution $U[-0.4, 0.4]$. The initialization mainly affects layers 10 to 16 that are not altered during optimization. Multiple inpainting solutions cannot be computed with existing state-of-the-art methods.

7.4. Local Edits using Scribbles

Another application is performing semantic local edits guided by user scribbles. We show that simple scribbles can be converted to photo-realistic edits by embedding into the first 4 to 6 layers of $W^+$ (See Fig.8). This enables us to do local edits without training a network. We define an image $x$ as a scribble image ($I_{\text{scr}}$). Here, we also use the mask $w_m$ where the value is 1 corresponding to the first 4, 5 or 6 layers of the $W^+$ space. As initialization, we set the $w_{\text{ini}}$ to $w^*$.
shows the details of the algorithm. We perform 1000 steps to obtain of $W_i$ along with $M_{st}$ and then perform 1000 iterations of $M_{kn}$.

7.6. Attribute level feature transfer

We extend our work to another application using tensor operations on the images embedded in $W^+$ space. In this application we perform the tensor manipulation corresponding to the tensors at the output of the 4th layer of StyleGAN. We feed the generator with the latent codes ($w$, $n$) of two images $I_1$ and $I_2$ and store the output of the fourth layer as intermediate activation tensors $A_4^{st}$ and $B_4^{st}$. A mask $M_n$ specifies which values to copy from $A_4^{st}$ and which to copy from $B_4^{st}$. The operation can be denoted by $I_{att}(M_n, M_s, w, n_{ini}, 4)$. In Fig. 10, we show results of the operation. A design parameter of this application is what style code to use for the remaining layers. In the shown example, the first image is chosen to provide the style. Notice, in column 2 of Fig.10, in spite of the different alignment of the two faces and objects, the images are blended well. We also show results of blending for the LSUN-car and LSUN-bedroom datasets. Hence, unlike global edits like image morphing, style transfer, and expression transfer [1], here different parts of the image can be edited independently and the edits are localized. Moreover, along with other edits, we show a video in the supplementary material that further shows that other semantic edits e.g. masked image morphing can be performed on such images by linear interpolation of $W^+$ code of one image at a time.

8. Conclusion

We proposed Image2StyleGAN++, a powerful image editing framework built on the recent Image2StyleGAN. Our framework is motivated by three key insights: first, high frequency image features are captured by the additive noise maps used in StyleGAN, which helps to improve the quality of reconstructed images; second, local edits are enabled by including masks in the embedding algorithm, which greatly increases the capability of the proposed framework; third, a variety of applications can be created by combining embedding with activation tensor manipulation. From the high quality results presented in this paper, it can be concluded that our Image2StyleGAN++ is a promising framework for general image editing. For future work, in addition to static images, we aim to extend our framework to process and edit videos.

Acknowledgement This work was supported by the KAUST Office of Sponsored Research (OSR) under Award No. OSR-CRG2018-3730.
References


8304


