

GENESCO INC  
Form S-8  
March 29, 2012

As Filed With the Securities and Exchange Commission On March 29, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**GENESCO INC.**

(Exact name of registrant as specified in its charter)

Tennessee  
(State or other jurisdiction of  
incorporation or organization)

62-0211340  
(I.R.S. Employer  
Identification No.)

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1415 Murfreesboro Road

Nashville, Tennessee 37217-2895

(Address of Principal Executive Offices)

**AMENDED AND RESTATED**

**GENESCO INC. 2009 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Roger G. Sisson**

**Senior Vice President, Secretary and General Counsel**

**Genesco Inc.**

**1415 Murfreesboro Road**

**Nashville, Tennessee 37217-2895**

**(615) 367-7000**

(Name, Address, and Telephone Number of Registrant's agent for service)

*Copy to:*

**Jennifer H. Noonan**

**Bass, Berry & Sims PLC**

**150 Third Avenue South, Suite 2800**

**Nashville, Tennessee 37201**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>(1)(2)</sup>	Proposed maximum offering price per share <sup>(3)</sup>	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$1.00 par value, and associated rights to purchase Series 6 Subordinated Serial Preferred Stock	1,284,698	\$72.52	\$93,166,299	\$10,676.86

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), includes an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) The maximum number of shares of Common Stock with respect to which awards may be granted under the Amended and Restated Genesco Inc. 2009 Equity Incentive Plan will be 2,500,000.
- (3) Pursuant to Rule 457(h)(1) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange on March 23, 2012.

**Explanatory Note**

On June 30, 2009, we filed with the Securities and Exchange Commission ( SEC ) a Form S-8, Registration Statement No. 333-160339, pertaining to our Genesco Inc. 2009 Equity Incentive Plan. This Form S-8 is being filed to effectuate the shareholder approved increase of the number of shares reserved for issuance under the 2009 Plan to an aggregate total of 2,500,000 shares, subject to adjustment.

In accordance with General Instruction E to Form S-8, the contents of the Registration Statement No. 333-160339 are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items required by Form S-8 which contain new information not previously contained in the Registration Statement No. 333-160339 are presented herein.

**PART II**

**Information Required in the Registration Statement**

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC, pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act ), are hereby incorporated by reference and shall be deemed to be a part hereof from the date of filing of such document:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended January 28, 2012; and
- (2) The description of the Registrant's Common Stock, \$1.00 par value, and the associated rights to purchase Series 6 Subordinated Serial Preferred Stock, contained in the Registrant's Registration Statement on Form 8-A/A, filed with the SEC on May 1, 2003, and including all other amendments and reports filed for the purpose of updating such description, including the amendment filed on June 18, 2007. All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or replaces such statement. Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part hereof.

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits, is not incorporated by reference in this Registration Statement or the related prospectus.

Item 8. Exhibits.

- 4.1 Restated Charter of Genesco Inc., as amended (filed as Exhibit 1 to the Registrant's Registration Statement on Form 8-A/A with the SEC on May 1, 2003 and incorporated herein by reference)
- 4.2 Amended and Restated Bylaws of Genesco Inc. (filed as Exhibit 3.1 to the current report on Form 8-K filed December 19, 2007 and incorporated herein by reference)
- 4.3 Form of Certificate for the Common Stock (filed as Exhibit 3 to the Registrant's Registration Statement on Form 8-A/A filed with the SEC on May 1, 2003 and incorporated herein by reference)

- 4.4 Second Amended and Restated Shareholder Rights Agreement, dated as of April 8, 2010 (filed as Exhibit 4.1 to the current report on Form 8-K filed with the SEC on April 9, 2010 and incorporated herein by reference)
  
- 5 Opinion of Registrant's General Counsel
  
  
- 10 Amended and Restated Genesco Inc. 2009 Equity Incentive Plan (filed as Exhibit A to the Registrant's definitive proxy statement filed with the SEC on May 13, 2011)
  
  
- 23.1 Consent of Registrant's General Counsel (included in Exhibit 5)
  
  
- 23.2 Consent of Ernst & Young LLP, independent registered public accounting firm
  
  
- 24 Power of Attorney (included on the signature page to this Registration Statement)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on this 29th day of March, 2012.

## GENESCO INC.

By: /s/ Robert J. Dennis  
Robert J. Dennis  
Chairman

**KNOW ALL MEN BY THESE PRESENTS**, each person whose signature appears below hereby constitutes and appoints James S. Gulmi and Roger G. Sisson and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ Robert J. Dennis Robert J. Dennis	Chairman, President and Chief Executive Officer (Principal Executive Officer)	March 29, 2012
/s/ James S. Gulmi James S. Gulmi	Senior Vice President Finance, Chief Financial Officer and Treasurer (Principal Financial Officer)	March 29, 2012
/s/ Paul D. Williams Paul D. Williams	Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 29, 2012
/s/ James S. Beard James S. Beard	Director	March 29, 2012
/s/ Leonard L. Berry, Ph.D. Leonard L. Berry, Ph.D.	Director	March 29, 2012
/s/ William F. Blaufuss, Jr. William F. Blaufuss, Jr.	Director	March 29, 2012
James W. Bradford	Director	March , 2012
Robert V. Dale	Director	March , 2012
/s/ Matthew C. Diamond Matthew C. Diamond	Director	March 29, 2012



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/s/ Marty G. Dickens Marty G. Dickens	Director	March 29, 2012
Ben T. Harris	Director	March , 2012
/s/ Thurgood Marshall, Jr. Thurgood Marshall, Jr.	Director	March 29, 2012
/s/ Kathleen Mason Kathleen Mason	Director	March 29, 2012

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