

GENESCO INC
Form 8-K
July 02, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): July 2, 2012 (June 27, 2012)

GENESCO INC.

(Exact Name of Registrant as Specified in Charter)

Tennessee
(State or Other Jurisdiction

of Incorporation)

1-3083
(Commission

File Number)

62-0211340
(I.R.S. Employer

Identification No.)

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1415 Murfreesboro Road

Nashville, Tennessee
(Address of Principal Executive Offices)

(615) 367-7000

37217-2895
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.07. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS.

The Annual Shareholders Meeting of Genesco Inc. (the Company) was held on June 27, 2012, at the Company's corporate headquarters in Genesco Park, Nashville, Tennessee. Shares representing a total of 24,610,033 votes were outstanding and entitled to vote. At that meeting, the Company's shareholders voted on the matters set forth below.

Election of Directors

The Company's shareholders elected all nine persons nominated for election as directors until the next annual meeting of the shareholders and until their successors are elected and qualified as set forth in the Company's proxy statement dated May 14, 2012. The following table sets forth the vote of the shareholders at the meeting with respect to the election of directors:

| Nominee | For | Withheld | Broker Non-Votes |
|--------------------------|------------|-----------|------------------|
| James S. Beard | 20,259,266 | 1,058,449 | 1,551,896 |
| Leonard L. Berry | 19,842,088 | 1,475,627 | 1,551,896 |
| William F. Blaufuss, Jr. | 20,266,142 | 1,051,573 | 1,551,896 |
| James W. Bradford | 19,988,141 | 1,329,574 | 1,551,896 |
| Robert J. Dennis | 20,071,430 | 1,246,285 | 1,551,896 |
| Matthew C. Diamond | 20,070,755 | 1,246,960 | 1,551,896 |
| Marty G. Dickens | 20,087,266 | 1,230,449 | 1,551,896 |
| Thurgood Marshall, Jr. | 21,115,300 | 202,415 | 1,551,896 |
| Kathleen Mason | 19,849,004 | 1,468,711 | 1,551,896 |

Non-Binding, Advisory Vote on the Company's Executive Compensation

The Company's shareholders voted upon a non-binding, advisory proposal to approve the compensation of the Company's named executive officers as disclosed in the proxy statement for the Annual Shareholders meeting. The votes on this proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 19,892,775 | 1,405,096 | 19,845 | 1,551,896 |

Ratification of Independent Accountants

The Company's shareholders voted upon and approved the ratification of the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the current fiscal year. The votes on this proposal were as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 21,917,701 | 935,170 | 16,741 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENESCO INC.

Date: July 2, 2012

By: /s Roger G. Sisson
Name: Roger G. Sisson
Title: Senior Vice President, Secretary and General Counsel