

GENESCO INC
Form DEFA14A
June 20, 2007

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

GENESCO INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

EXPLANATORY NOTE

This DEFA14A submission is filed solely for the purpose of including the Schedule 14A cover page which was inadvertently omitted from the original filing by the Registrant's filing agent.

**Questions and Answers
about the Genesco and The Finish Line Announcement**

General/Transaction Q&A

1. What is the strategic rationale for this transaction for Genesco?

Following a review of our strategic alternatives, our Board of Directors believes that this transaction is in the best interests of our shareholders.

The two businesses are highly complementary, and there is a strong cultural fit.

The combined company will have a strong competitive position across multiple footwear and apparel categories, including athletic, sport casual, lifestyle, brown shoe and headwear.

2. What are the terms of the transaction?

The Finish Line will acquire all of the outstanding common shares of Genesco for \$54.50 per share in cash, for a total transaction value of approximately \$1.5 billion.

The offer price represents a premium of 37.7% over the average price of Genesco's stock for the three months ended March 9, 2007, the date before we believe the stock price began to reflect reports of possible takeover interest in the company.

3. How will Finish Line finance the transaction?

The Finish Line has stated that it expects the transaction to be funded primarily with up to \$1.6 billion in financing arranged by UBS Securities LLC, consisting of a Revolving Credit Facility, a Senior Secured Term Loan and a Senior Bridge Facility.

Following the transaction, The Finish Line believes its strong cash flow from operations will allow it to reduce its net debt and fully fund its growth initiatives.

4. What are the conditions to close? What regulatory and anti-trust approvals are necessary?

The transaction is subject to approval by Genesco shareholders and the satisfaction of customary closing conditions and regulatory approvals, including expiration or termination of the applicable waiting period under the Hart-Scott