

GENESCO INC  
Form 10-K/A  
April 27, 2009

**Securities and Exchange Commission  
Washington, D.C. 20549  
Form 10-K/A  
(Amendment No. 1)**

(Mark One)

**Annual Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Fiscal Year Ended January 31, 2009**

**Transition Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934  
Commission File No. 1-3083**

**Genesco Inc.**  
A Tennessee Corporation  
I.R.S. No. 62-0211340  
Genesco Park  
1415 Murfreesboro Road  
Nashville, Tennessee 37217-2895  
Telephone 615/367-7000

**Securities Registered Pursuant to Section 12(b) of the Act**

| <b>Title</b>                    | <b>Exchanges on which Registered</b> |
|---------------------------------|--------------------------------------|
| Common Stock, \$1.00 par value  | New York and Chicago                 |
| Preferred Share Purchase Rights | New York and Chicago                 |

**Securities Registered Pursuant to Section 12(g) of the Act**

Subordinated Serial Preferred Stock, Series 1  
Employees Subordinated Convertible Preferred Stock

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (check one):

|   |  |  |   |
|---|--|--|---|
| Large accelerated<br>filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/><br>(Do not check if a smaller reporting<br>company) | Smaller reporting<br>company <input type="checkbox"/> |
|---|--|--|---|

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act.) Yes  No

**Documents Incorporated by Reference**

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Portion of Genesco's Annual Report to Shareholders for the fiscal year ended January 31, 2009 are incorporated into Part II by reference.

Portions of the proxy statement for the June 24, 2009 annual meeting of shareholders are incorporated into Part III by reference.

Common Shares Outstanding March 20, 2009 19,202,593

The aggregate market value of common stock held by nonaffiliates of the registrant as of August 2, 2008, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$572,000,000. The market value calculation was determined using a per share price of \$29.74, the price at which the common stock was last sold on the New York Stock Exchange on such date. For purposes of this calculation, shares held by nonaffiliates excludes only those shares beneficially owned by officers, directors, and shareholders owning 10% or more of the outstanding common stock (and, in each case, their immediate family members and affiliates).

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**Explanatory Note**

This Amendment No. 1 on Form 10-K/A amends the Company's Annual Report on Form 10-K (the Original Filing), for the fiscal year ended January 31, 2009, as filed with the Securities and Exchange Commission on April 1, 2009, and is filed solely to correct the Company's previous notation that at the time of the filing of the Annual Report on Form 10-K that it was a well-known seasoned issuer as defined in Rule 405 of the Securities Act of 1933.

This Amendment to the Original Filing is solely for the purpose described above. The Company has not revised, modified or updated any other disclosures that were presented in the Original Filing, unless such revisions, modification or updates were expressly set forth herein. This Amendment does not reflect any events that may have occurred subsequent to the Original Filing. All other information not affected by this Amendment remains unchanged and reflects the disclosure made at the time of the filing of the Original Filing.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GENESCO INC.

By: /s/James S. Gulmi

James S. Gulmi  
Senior Vice President Finance,  
Chief Financial Officer and Treasurer

Date: April 27, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 27th day of April, 2009.

/s/Hal N. Pennington

Chairman

Hal N. Pennington

/s/Robert J. Dennis

President, Chief Executive Officer and a Director

Robert J. Dennis

/s/James S. Gulmi

Senior Vice President Finance,  
Chief Financial Officer and Treasurer  
(Principal Financial Officer)

James S. Gulmi

/s/Paul D. Williams

Vice President and Chief Accounting Officer

Paul D. Williams

Directors:

James S. Beard\*

Matthew C. Diamond \*

Leonard L. Berry \*

Marty G. Dickens \*

William F. Blaufuss, Jr.\*

Ben T. Harris \*

James W. Bradford\*

Kathleen Mason \*

Robert V. Dale \*

\*By /s/Roger G. Sisson

Roger G. Sisson  
Attorney-In-Fact

**Exhibit Index**

| Exhibit Number | Description of Document  |
|----------------|--|
| 31.3           | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.4           | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |