

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): March 10, 2017 (March 10, 2017)

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.)

1415 Murfreesboro Road
Nashville, Tennessee

(Address of Principal Executive Offices)

37217-2895

(Zip Code)

(615) 367-7000

(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))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On March 10, 2017, Genesco Inc. issued a press release announcing results of operations for the fiscal fourth quarter and fiscal year ended January 28, 2017. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On March 10, 2017, Genesco Inc. also posted on its website, www.genesco.com, commentary by its chief financial officer on the quarterly and annual results. A copy of the commentary is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

In addition to disclosing financial results calculated in accordance with United States generally accepted accounting principles (GAAP), the press release and commentary furnished herewith contain non-GAAP financial measures, including adjusted selling, general and administrative expense, operating earnings, pretax earnings, earnings from continuing operations and earnings per share from continuing operations, as discussed in the text of the release and commentary and as detailed on the reconciliation schedule attached to the press release and commentary. For consistency and ease of comparison with Fiscal 2017's previously announced earnings expectations and the adjusted results for the prior period announced last year, the Company believes that disclosure of the non-GAAP measures will be useful to investors.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit Number	Description
99.1	Press Release dated March 10, 2017, issued by Genesco Inc.
99.2	Genesco Inc. Fourth Fiscal Quarter Ended January 28, 2017 Chief Financial Officer's Commentary

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: March 10, 2017

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

EXHIBIT INDEX

<u>No.</u>	<u>Exhibit</u>
99.1	Press Release dated March 10, 2017
99.2	Genesco Inc. Fourth Fiscal Quarter Ended January 28, 2017 Chief Financial Officer's Commentary

Financial Contact: *Mimi E. Vaughn (615) 367-7386*

Media Contact: *Claire S. McCall (615) 367-8283*

GENESCO REPORTS FOURTH QUARTER FISCAL 2017 RESULTS

NASHVILLE, Tenn., March 10, 2017 --- Genesco Inc. (NYSE:GCO) today reported earnings from continuing operations for the fourth quarter ended January 28, 2017, of \$46.8 million, or \$2.40 per diluted share, compared to earnings from continuing operations of \$45.0 million, or \$2.07 per diluted share, for the fourth quarter ended January 30, 2016. Fiscal 2017 fourth quarter results reflect a pretax gain of \$9.2 million, or \$0.25 per diluted share after tax, including a gain on the sale of SureGrip Footwear of \$12.3 million and a gain of \$0.8 million on other legal matters, partially offset by \$3.9 million of asset impairment charges, pension settlement expenses and other items. Fiscal 2016 fourth quarter results reflect a pretax gain of \$0.8 million, or a \$0.04 loss per diluted share after tax, including a gain on the sale of Lids Team Sports of \$4.7 million, partially offset by \$3.9 million of asset impairment charges, asset write-downs and network intrusion expenses.

Adjusted for the items described above in both periods, earnings from continuing operations were \$41.8 million, or \$2.15 per diluted share, for the fourth quarter of Fiscal 2017, compared to earnings from continuing operations of \$45.8 million, or \$2.11 per diluted share, for the fourth quarter of Fiscal 2016. For consistency with Fiscal 2017's previously announced earnings expectations and with previously reported adjusted results for the prior year period, the Company believes that the disclosure of the results from continuing operations adjusted for these items will be useful to investors. A reconciliation of earnings and earnings per share from continuing operations in accordance with U.S. Generally Accepted Accounting Principles with the adjusted earnings and earnings per share numbers presented in this paragraph is set forth on Schedule B to this press release.

Net sales for the fourth quarter of Fiscal 2017 decreased 5% to \$883 million from \$932 million in the fourth quarter of Fiscal 2016, reflecting the sale of the Lids Team Sports business in the fourth quarter of last year and a decrease of approximately 2% in sales from the remaining businesses. Consolidated fourth quarter 2017 comparable sales, including same store sales and comparable e-commerce and catalog sales were flat with an 8% increase in the Lids Sports Group, a 6% decrease in the Journeys Group, a 2% increase in the Schuh Group, and a 1% decrease in the Johnston & Murphy Group. Comparable sales for the Company reflected a 2% decrease in same store sales and a 12% increase in e-commerce sales.

The Company also reported net sales for the year ended January 28, 2017, of \$2.9 billion, a decrease of 5% from net sales of \$3.0 billion for the year ended January 30, 2016 reflecting the sale of the Lids Team Sports business in the fourth quarter of last year and a decrease of less than 1% in sales from the remaining businesses. Earnings from continuing operations for Fiscal 2017 were \$97.9 million, or \$4.85 per diluted share, compared to earnings from continuing operations of \$95.4 million, or \$4.15 per diluted share, for Fiscal 2016. Fiscal 2017 earnings reflect an after-tax gain of \$0.52 per diluted share, including a \$14.7 million gain on the sale of SureGrip Footwear and Lids Team Sports, an \$8.9 million gain on network intrusion expenses as a result of a litigation settlement, and a \$0.8 million gain on other legal matters, partially offset by \$8.9 million in asset impairments and pension settlement expenses. Fiscal 2016 earnings reflect after-tax charges of \$0.14 per diluted share, including \$9.4 million in asset impairments, asset write-downs, network intrusion expenses, compensation expense associated with the

Schuh deferred purchase price, and other legal matters, partially offset by a \$4.7 million gain on the sale of Lids Team Sports.

Adjusted for the listed items in both years, earnings from continuing operations were \$87.2 million, or \$4.33 per diluted share, for Fiscal 2017, compared to earnings from continuing operations of \$98.6 million, or \$4.29 per diluted share, for Fiscal 2016. For consistency with previously announced earnings expectations, which did not reflect the listed items, the Company believes that disclosure of earnings from continuing operations adjusted for those items will be useful to investors. A reconciliation of the adjusted financial measures to their corresponding measures as reported pursuant to U.S. Generally Accepted Accounting Principles is included in Schedule B to this press release.

The Company repurchased a total of 2.2 million shares of common stock in Fiscal 2017 at a total cost of \$133 million and an average price of \$61.81 per share. The Company did not repurchase any shares in the fourth quarter of Fiscal 2017. Through the end of fiscal February 2018, the Company had repurchased 138,900 shares at a total cost of \$8 million and an average price of \$59.49.

Robert J. Dennis, chairman, president and chief executive officer of Genesco, said, "Fourth quarter EPS came in above last year's levels and above expectations fueled in large part by better holiday selling than anticipated for most of our businesses. The strong gross margin and operating income recovery experienced at Lids and Schuh offset some impact of the significant fashion rotation at Journeys. January markdown and other assumptions proved to be conservative and we benefitted from a number of year-end items that contributed to the EPS beat as well. Year-over-year operating income was down, but EPS improved due to share buybacks and a lower tax rate.

"While Journeys has made good progress adjusting its assortment to better reflect current consumer demand, until its anniversaries the negative comps from last summer, we will continue to face headwinds. In addition, Fiscal 2018 is off to a sluggish start, as expected, with the delayed income tax refunds clouding visibility into our sales trends early in the year. This plus some uncertainty with the direction of the overall retail economy causes us to be cautious about the current year. We expect adjusted diluted earnings per share for the year in the range of \$4.40 to \$4.55." These expectations do not include expected non-cash asset impairments and other charges, estimated in the range of \$5.8 million to \$6.8 million pretax, or \$0.22 to \$0.26 per share after tax, for the full fiscal year. This guidance assumes comparable sales increases in the 2% to 3% range for the full year. A reconciliation of the adjusted financial measures cited in the guidance to their corresponding measures as reported pursuant to U.S. Generally Accepted Accounting Principles is included in Schedule B to this press release.

Dennis concluded, "While the current retail operating environment remains challenging, we continue to be optimistic about our long-term prospects for growth and margin recovery due to the solid strategic positioning of our businesses and the strength of our disciplined operating teams."

Conference Call and Management Commentary

The Company has posted detailed financial commentary in writing on its website, www.genesco.com, in the investor relations section. The Company's live conference call on March 10, 2017 at 7:30 a.m. (Central time), may be accessed through the Company's internet website, www.genesco.com. To listen live, please go to the website at least 15 minutes early to register, download and install any necessary software.

Cautionary Note Concerning Forward-Looking Statements

This release contains forward-looking statements, including those regarding the performance outlook for the Company and its individual businesses (including, without limitation, sales, expenses, margins and earnings) and all other statements not addressing solely historical facts or present conditions. Actual results could vary materially from the expectations reflected in these statements. A number of factors could cause differences. These include adjustments to estimates and projections reflected in forward-looking statements, including the level and timing of promotional activity necessary to maintain inventories at appropriate levels; the timing and amount of non-cash asset impairments related to retail store fixed assets and intangible assets of acquired businesses; the effectiveness of the Company's omnichannel initiatives; costs associated with changes in minimum wage and overtime requirements; the level of chargebacks from credit card users for fraudulent purchases or other reasons; weakness in the consumer economy and retail industry; competition in the Company's markets; fashion trends that affect the sales or product margins of the Company's retail product offerings; weakness in shopping mall traffic and challenges to the viability of malls where the Company operates stores, related to planned closings of department stores or other factors; the imposition of tariffs on imported products or the disallowance of tax deductions on imported products; changes in buying patterns by significant wholesale customers; bankruptcies or deterioration in financial condition of significant wholesale customers or the inability of wholesale customers or consumers to obtain credit; disruptions in product supply or distribution; unfavorable trends in fuel costs, foreign exchange rates, foreign labor and material costs, and other factors affecting the cost of products; the effects of the British decision to exit the European Union, including potential effects on consumer demand, currency exchange rates, and the supply chain; the Company's ability to continue to complete and integrate acquisitions, expand its business and diversify its product base; changes in the timing of holidays or in the onset of seasonal weather affecting period-to-period sales comparisons; and the performance of athletic teams, the participants in major sporting events such as the Super Bowl and World Series, developments with respect to certain individual athletes, and other sports-related events or changes that may affect period-to-period comparisons in the Company's Lids Sports Group retail businesses. Additional factors that could affect the Company's prospects and cause differences from expectations include the ability to build, open, staff and support additional retail stores and to renew leases in existing stores and control occupancy costs, and to conduct required remodeling or refurbishment on schedule and at expected expense levels; deterioration in the performance of individual businesses or of the Company's market value relative to its book value, resulting in impairments of fixed assets or intangible assets or other adverse financial consequences; unexpected changes to the market for the Company's shares; variations from expected pension-related charges caused by conditions in the financial markets; disruptions in the Company's information technology systems either by security breaches and incidents or by potential problems associated with the implementation of new or upgraded systems; and the cost and outcome of litigation, investigations and environmental matters involving the Company. Additional factors are cited in the "Risk Factors," "Legal Proceedings" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of, and elsewhere in, our SEC filings, copies of which may be obtained from the SEC website, www.sec.gov, or by contacting the investor relations department of Genesco via our website, www.genesco.com. Many of the factors that will determine the outcome of the subject matter of this release are beyond Genesco's ability to control or predict. Genesco undertakes no obligation to release publicly the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Forward-looking statements reflect the expectations of the Company at the time they are made. The Company disclaims any obligation to update such statements.

About Genesco Inc.

Genesco Inc., a Nashville-based specialty retailer, sells footwear, headwear, sports apparel and accessories in more than 2,775 retail stores and leased departments throughout the U.S., Canada, the United Kingdom, the Republic of Ireland and Germany, principally under the names Journeys, Journeys Kidz, Shi by Journeys, Schuh, Schuh Kids, Little Burgundy, Lids, Locker Room by Lids, Lids Clubhouse, Johnston & Murphy, and on internet websites www.journeys.com, www.journeyskidz.com, www.journeys.ca, www.shibyjournays.com, www.schuh.co.uk, www.littleburgundyshoes.com, www.johnstonmurphy.com, www.lids.com, www.lids.ca, www.lidslockerroom.com, www.lidsclubhouse.com, www.neweracap.com, www.trask.com, and www.dockersshoes.com. The Company's Lids Sports Group division operates the Lids headwear stores, the Locker Room by Lids and other team sports fan shops and single team clubhouse stores. In addition, Genesco sells wholesale footwear under its Johnston & Murphy brand, the Trask brand, the licensed Dockers brand, G.H. Bass & Co., and other brands. For more information on Genesco and its operating divisions, please visit www.genesco.com.

GENESCO INC.
Consolidated Earnings Summary

In Thousands	Fourth Quarter		Fiscal Year Ended	
	Jan. 28, 2017	Jan. 30, 2016	Jan. 28, 2017	Jan. 30, 2016
Net sales	\$ 883,169	\$ 932,214	\$ 2,868,341	\$ 3,022,234
Cost of sales	465,712	509,058	1,450,815	1,578,768
Selling and administrative expenses*	350,765	348,782	1,276,368	1,284,322
Asset impairments and other, net	2,997	3,923	(802)	7,893
Earnings from operations	63,695	70,451	141,960	151,251
Gain on sale of SureGrip Footwear	(12,297)	—	(12,297)	—
Gain on sale of Lids Team Sports	81	(4,685)	(2,404)	(4,685)
Interest expense, net	1,316	1,500	5,247	4,403
Earnings from continuing operations before income taxes	74,595	73,636	151,414	151,533
Income tax expense	27,752	28,648	53,555	56,152
Earnings from continuing operations	46,843	44,988	97,859	95,381
Provision for discontinued operations	(295)	(324)	(428)	(812)
Net Earnings	\$ 46,548	\$ 44,664	\$ 97,431	\$ 94,569

*Includes \$1.5 million in deferred payments related to the Schuh acquisition for the fiscal year ended January 30, 2016.

Earnings Per Share Information

In Thousands (except per share amounts)	Fourth Quarter		Fiscal Year Ended	
	Jan. 28, 2017	Jan. 30, 2016	Jan. 28, 2017	Jan. 30, 2016
Average common shares - Basic EPS	19,383	21,595	20,076	22,880
Basic earnings per share:				
From continuing operations	\$ 2.42	\$ 2.08	\$ 4.87	\$ 4.17
Net earnings	\$ 2.40	\$ 2.07	\$ 4.85	\$ 4.13
Average common and common equivalent shares - Diluted EPS	19,493	21,693	20,172	23,000
Diluted earnings per share:				
From continuing operations	\$ 2.40	\$ 2.07	\$ 4.85	\$ 4.15
Net earnings	\$ 2.39	\$ 2.06	\$ 4.83	\$ 4.11

GENESCO INC.

Consolidated Earnings Summary

In Thousands	Fourth Quarter		Fiscal Year Ended	
	Jan. 28, 2017	Jan. 30, 2016	Jan. 28, 2017	Jan. 30, 2016
Sales:				
Journeys Group	\$ 391,132	\$ 403,832	\$ 1,251,646	\$ 1,251,637
Schuh Group	110,155	122,264	372,872	405,674
Lids Sports Group	278,943	299,990	847,510	975,504
Johnston & Murphy Group	82,083	81,081	289,324	278,681
Licensed Brands	20,748	24,708	106,372	109,826
Corporate and Other	108	339	617	912
Net Sales	\$ 883,169	\$ 932,214	\$ 2,868,341	\$ 3,022,234
Operating Income (Loss):				
Journeys Group	\$ 36,118	\$ 53,654	\$ 85,875	\$ 126,248
Schuh Group (1)	10,883	8,244	20,530	19,124
Lids Sports Group	20,221	10,140	41,563	17,040
Johnston & Murphy Group	7,663	8,301	19,682	17,761
Licensed Brands	(210)	1,710	4,566	9,236
Corporate and Other (2)	(10,980)	(11,598)	(30,256)	(38,158)
Earnings from operations	63,695	70,451	141,960	151,251
Gain on sale of SureGrip Footwear	(12,297)	—	(12,297)	—
Gain on sale of Lids Team Sports	81	(4,685)	(2,404)	(4,685)
Interest, net	1,316	1,500	5,247	4,403
Earnings from continuing operations				
before income taxes	74,595	73,636	151,414	151,533
Income tax expense	27,752	28,648	53,555	56,152
Earnings from continuing operations	46,843	44,988	97,859	95,381
Provision for discontinued operations	(295)	(324)	(428)	(812)
Net Earnings	\$ 46,548	\$ 44,664	\$ 97,431	\$ 94,569

(1)Includes \$1.5 million in deferred payments related to the Schuh acquisition for the fiscal year ended January 30, 2016.

(2)Includes a \$3.0 million charge in the fourth quarter of Fiscal 2017 which includes \$2.5 million pension settlement expense and \$1.4 million for asset impairments, partially offset by a \$0.9 million gain for other legal matters. Includes a \$0.8 million gain for Fiscal 2017 which includes an \$8.9 million gain for network intrusion expenses as a result of a litigation settlement and a \$0.8 million gain for other legal matters, partially offset by \$6.4 million for asset impairments and a \$2.5 million pension settlement expense.

Includes a \$3.9 million charge in the fourth quarter of Fiscal 2016 which includes \$2.5 million for asset write-downs, \$1.3 million for asset impairments and \$0.1 million for network intrusion expenses. Includes a \$7.9 million charge for Fiscal 2016 which includes \$3.1 million for asset impairments, \$2.5 million for asset write-downs, \$2.2 million for network intrusion expenses and \$0.1 million for other legal matters.

GENESCO INC.
Consolidated Balance Sheet

In Thousands	Jan. 28, 2017	Jan. 30, 2016
Assets		
Cash and cash equivalents	\$ 48,301	\$ 133,288
Accounts receivable	43,525	47,265
Inventories	563,677	529,758
Other current assets	82,664	89,775
Total current assets	738,167	800,086
Property and equipment	330,611	323,328
Goodwill and other intangibles	357,941	371,694
Other non-current assets	22,187	46,082
Total Assets	\$ 1,448,906	\$ 1,541,190
Liabilities and Equity		
Accounts payable	\$ 170,751	\$ 154,241
Current portion long-term debt	9,175	14,182
Other current liabilities	129,460	155,194
Total current liabilities	309,386	323,617
Long-term debt	73,730	97,583
Pension liability	6,265	9,957
Deferred rent and other long-term liabilities	137,004	153,250
Equity	922,521	956,783
Total Liabilities and Equity	\$ 1,448,906	\$ 1,541,190

GENESCO INC.

Retail Units Operated - Twelve Months Ended January 28, 2017

	Balance 1/31/2015	Acquisi- tions	Open	Close	Balance 1/30/2016	Open	Close	Balance 1/28/2017
Journeys Group	1,182	37	29	26	1,222	51	24	1,249
Journeys	834	—	13	5	842	18	11	849
Underground by Journeys	110	—	—	12	98	—	3	95
Journeys Kidz	189	—	16	5	200	33	3	230
Shi by Journeys	49	—	—	3	46	—	7	39
Little Burgundy	—	37	—	1	36	—	—	36
Schuh Group	108	—	17	—	125	7	4	128
Lids Sports Group*	1,364	—	27	59	1,332	15	107	1,240
Johnston & Murphy Group	170	—	8	5	173	8	4	177
Shops	105	—	3	5	103	5	2	106
Factory Outlets	65	—	5	—	70	3	2	71
Total Retail Units	2,824	37	81	90	2,852	81	139	2,794

Retail Units Operated - Three Months Ended January 28, 2017

	Balance 10/29/2016	Open	Close	Balance 1/28/2017
Journeys Group	1,237	19	7	1,249
Journeys	847	5	3	849
Underground by Journeys	96	—	1	95
Journeys Kidz	218	14	2	230
Shi by Journeys	40	—	1	39
Little Burgundy	36	—	—	36
Schuh Group	126	2	—	128
Lids Sports Group*	1,267	2	29	1,240
Johnston & Murphy Group	176	2	1	177
Shops	105	1	—	106
Factory Outlets	71	1	1	71
Total Retail Units	2,806	25	37	2,794

*Includes 151 Locker Room by Lids in Macy's stores as of January 28, 2017.

Genesco Inc.

Comparable Sales (including same store and comparable direct sales)

	Fourth Quarter Ended		Fiscal Year Ended	
	Jan. 28, 2017	Jan. 30, 2016	Jan. 28, 2017	Jan. 30, 2016
Journeys Group	(6)%	5 %	(4)%	5%
Schuh Group	2 %	(2)%	(1)%	3%
Lids Sports Group	8 %	3 %	3 %	6%
Johnston & Murphy Group	(1)%	6 %	2 %	6%
Total Comparable Sales	— %	4 %	(1)%	5%

Schedule B

Genesco Inc.
Adjustments to Reported Earnings from Continuing Operations
Three Months Ended January 28, 2017 and January 30, 2016

In Thousands (except per share amounts)	Three Months ended							
	January 28, 2017			January 30, 2016				
	Pretax	Net of Tax	Per Share Amounts	Pretax	Net of Tax	Per Share Amounts		
Earnings from continuing operations, as reported	\$	46,843	\$	2.40	\$	44,988	\$	2.07
Pretax adjustments:								
Impairment charges	\$	1,377	871	0.05	\$	1,346	846	0.04
Gain on sale of SureGrip Footwear	(12,297)	(7,912)	(0.40)	—	—	—	—	—
Gain on sale of Lids Team Sports	81	55	—	(4,685)	(2,961)	(0.13)	—	—
Pension settlement expense	2,456	1,580	0.08	—	—	—	—	—
Asset write-down	—	—	—	2,475	1,564	0.07	—	—
Other legal matters	(836)	(537)	(0.03)	—	—	—	—	—
Network intrusion expenses	—	—	—	102	59	—	—	—
Total adjustments	\$	(9,219)	(5,943)	(0.30)	\$	(762)	(492)	(0.02)
Resolution of income tax matters and other items		926	0.05		1,290	0.06		
Adjusted earnings from continuing operations (1) and (2)	\$	41,826	\$	2.15	\$	45,786	\$	2.11

(1) The adjusted tax rate for the fourth quarter of Fiscal 2017 is 36.0% excluding a FIN 48 discrete item of less than \$0.1 million. The adjusted tax rate for the fourth quarter of Fiscal 2016 is 37.1% excluding a FIN 48 discrete item of less than \$0.1 million.

(2) EPS reflects 19.5 and 21.7 million share count for Fiscal 2017 and 2016, which includes common stock equivalents in both years.

The Company believes that disclosure of earnings and earnings per share from continuing operations adjusted for the items not reflected in the previously announced expectations will be meaningful to investors, especially in light of the impact of such items on the results.

Genesco Inc.
Adjustments to Reported Operating Income
Three Months Ended January 28, 2017

	Three Months ended January 28, 2017		
In Thousands	Operating Income	Other Adj	Adj Operating Income
Journeys Group	\$ 36,118	\$ —	\$ 36,118
Schuh Group	10,883	—	10,883
Lids Sports Group	20,221	—	20,221
Johnston & Murphy Group	7,663	—	7,663
Licensed Brands	(210)	—	(210)
Corporate and Other	(10,980)	2,997	(7,983)
Total Operating Income	\$ 63,695	\$ 2,997	\$ 66,692

Genesco Inc.
Adjustments to Reported Operating Income
Three Months Ended January 30, 2016

	Three Months ended January 30, 2016		
In Thousands	Operating Income	Other Adj	Adj Operating Income
Journeys Group	\$ 53,654	\$ —	\$ 53,654
Schuh Group	8,244	—	8,244
Lids Sports Group	10,140	—	10,140
Johnston & Murphy Group	8,301	—	8,301
Licensed Brands	1,710	—	1,710
Corporate and Other	(11,598)	3,923	(7,675)
Total Operating Income	\$ 70,451	\$ 3,923	\$ 74,374

Schedule B

Genesco Inc.
Adjustments to Reported Earnings from Continuing Operations
Twelve Months Ended January 28, 2017 and January 30, 2016

In Thousands (except per share amounts)	Twelve Months ended					
	January 28, 2017			January 30, 2016		
	Pretax	Net of Tax	Per Share Amounts	Pretax	Net of Tax	Per Share Amounts
Earnings from continuing operations, as reported	\$ 97,859		\$ 4.85	\$ 95,381		\$ 4.15
Pretax adjustments:						
Impairment charges	\$ 6,409	4,124	0.20	\$ 3,125	1,975	0.09
Gain on sale of SureGrip Footwear	(12,297)	(7,912)	(0.39)	—	—	—
Gain on sale of Lids Team Sports	(2,404)	(1,547)	(0.08)	(4,685)	(2,961)	(0.13)
Pension settlement expense	2,456	1,580	0.08	—	—	—
Deferred payment - Schuh acquisition	—	—	—	1,490	1,490	0.06
Asset write-down	—	—	—	2,475	1,564	0.07
Other legal matters	(746)	(480)	(0.02)	118	75	—
Network intrusion expenses	(8,921)	(5,740)	(0.28)	2,175	1,375	0.06
Total adjustments	\$ (15,503)	(9,975)	(0.49)	\$ 4,698	3,518	0.15
Resolution of income tax matters and other items		(639)	(0.03)		(271)	(0.01)
Adjusted earnings from continuing operations (1) and (2)	\$ 87,245		\$ 4.33	\$ 98,628		\$ 4.29

(1) The adjusted tax rate for Fiscal 2017 is 35.7% excluding a FIN 48 discrete item of \$0.2 million. The adjusted tax rate for Fiscal 2016 is 36.8% excluding a FIN 48 discrete item of \$0.1 million.

(2) EPS reflects 20.2 and 23.0 million share count for Fiscal 2017 and 2016, which includes common stock equivalents in both years.

The Company believes that disclosure of earnings and earnings per share from continuing operations adjusted for the items not reflected in the previously announced expectations will be meaningful to investors, especially in light of the impact of such items on the results.

Schedule B

Genesco Inc.
Adjustments to Reported Operating Income
Twelve Months Ended January 28, 2017

In Thousands	Twelve Months ended January 28, 2017		
	Operating Income	Other Adj	Adj Operating Income
Journeys Group	\$ 85,875	\$ —	\$ 85,875
Schuh Group	20,530	—	20,530
Lids Sports Group	41,563	—	41,563
Johnston & Murphy Group	19,682	—	19,682
Licensed Brands	4,566	—	4,566
Corporate and Other	(30,256)	(802)	(31,058)
Total Operating Income	\$ 141,960	\$ (802)	\$ 141,158

Genesco Inc.
Adjustments to Reported Operating Income
Twelve Months Ended January 30, 2016

In Thousands	Twelve Months ended January 30, 2016		
	Operating Income	Other Adj	Adj Operating Income
Journeys Group	\$ 126,248	\$ —	\$ 126,248
Schuh Group*	19,124	1,490	20,614
Lids Sports Group	17,040	—	17,040
Johnston & Murphy Group	17,761	—	17,761
Licensed Brands	9,236	—	9,236
Corporate and Other	(38,158)	7,893	(30,265)
Total Operating Income	\$ 151,251	\$ 9,383	\$ 160,634

*Schuh Group adjustments include \$1.5 million in deferred purchase price payments.

Genesco Inc.
Adjustments to Forecasted Earnings from Continuing Operations
Fiscal Year Ending February 3, 2018

In Thousands (except per share amounts)	High Guidance Fiscal 2018		Low Guidance Fiscal 2018	
Forecasted earnings from continuing operations	\$ 84,146	\$ 4.33	\$ 80,511	\$ 4.14
Adjustments: (1)				
Asset impairment and other charges	3,736	0.19	4,380	0.23
Tax impact for share-based awards	587	0.03	587	0.03
Adjusted forecasted earnings from continuing operations (2)	\$ 88,469	\$ 4.55	\$ 85,478	\$ 4.40

(1) All adjustments are net of tax where applicable. The forecasted tax rate for Fiscal 2018 is approximately 35.6%.

(2) EPS reflects 19.4 million share count for Fiscal 2018 which includes common stock equivalents.

This reconciliation reflects estimates and current expectations of future results. Actual results may vary materially from these expectations and estimates, for reasons including those included in the discussion of forward-looking statements elsewhere in this release. The Company disclaims any obligation to update such expectations and estimates.

GENESCO INC.
CHIEF FINANCIAL OFFICER'S COMMENTARY
FISCAL YEAR 2017
FOURTH QUARTER ENDED JANUARY 28, 2017

Consolidated Results

Fourth Quarter

Sales

Fourth quarter net sales decreased 5.3% to \$883 million in Fiscal 2017 from \$932 million in Fiscal 2016 reflecting the sale of the Lids Team sports business in the fourth quarter of last year and a decrease of approximately 2% in sales from the remaining businesses. Comparable sales for Genesco and each of its business segments, including both same store sales and comparable sales from the Company's direct (e-commerce and catalog) businesses for the quarter and fiscal year, were as follows:

Comparable Sales

Same Store and Comparable Direct Sales:	4th Qtr	4th Qtr	12 mos	12 mos
	FY17	FY16	FY17	FY16
Jouneys Group	(6)%	5%	(4)%	5%
Schuh Group	2%	(2)%	(1)%	3%
Lids Sports Group	8%	3%	3%	6%
Johnston & Murphy Group	(1)%	6%	2%	6%
Total Genesco	0%	4%	(1)%	5%

The Company's same store sales decreased 2% and comparable direct sales increased 12% for the fourth quarter of Fiscal 2017 compared to a 2% increase and 21% increase, respectively, in the same period last year. The Company's same store sales decreased 2% and comparable direct sales increased 6% for Fiscal 2017 compared to a 4% increase and 24% increase, respectively, in Fiscal 2016.

Gross Margin

Fourth quarter gross margin was 47.3% for Fiscal 2017 compared with 45.4% last year, primarily due to higher gross margin in Lids Sports Group, reflecting a lower level of promotions in the retail business and the sale of Lids Team Sports, higher gross margin in Schuh Group, and to a lesser extent in Johnston & Murphy Group, partially offset by decreased gross margin in the other businesses.

SG&A

Selling and administrative expense for the fourth quarter this year was 39.7% of sales compared to 37.4% last year. The increase in expenses as a percentage of sales reflects increased expenses in all of the Company's business segments and flat expenses in the Corporate segment. In addition, last year's fourth quarter expenses included Lids Team Sports which operated at a lower level of expense than the retail businesses.

Asset Impairment and Other Items

The asset impairment and other charge of \$3.0 million for the fourth quarter of Fiscal 2017 included \$2.5 million in pension settlement expense and \$1.4 million for asset impairments, partially offset by a \$0.9 million gain for other legal matters. The previous year's fourth quarter asset impairment and other charge of \$3.9 million included an asset write-off of \$2.5 million, asset impairments of \$1.3 million and network intrusion expenses of \$0.1 million. The asset impairment and other charge are referred to as "Excluded Items" in the discussion below.

Operating Income

Genesco's operating income for the fourth quarter was \$63.7 million in Fiscal 2017 compared with \$70.5 million last year. Adjusted for the Excluded Items in both periods, operating income for the fourth quarter was \$66.7 million in Fiscal 2017 compared with \$74.4 million last year. Adjusted operating margin was 7.6% of sales in the fourth quarter of Fiscal 2017 and 8.0% last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Interest Expense

Net interest expense for the quarter was \$1.3 million, compared with \$1.5 million for the same period last year. Net interest expense decreased 12.3% in the fourth quarter of Fiscal 2017 primarily due to decreased borrowings in the UK compared to the previous year resulting from repayments on loans.

Pretax Earnings

Pretax earnings for the quarter were \$74.6 million in Fiscal 2017 and \$73.6 million last year. Included in Fiscal 2017's pretax earnings is a gain on the sale of SureGrip Footwear of \$12.3 million and Fiscal 2016's pretax earnings include a gain on the sale of the Lids Team Sports business of \$4.7 million. Adjusted for the Excluded Items in both years and for the gain on the sale of SureGrip Footwear this year and Lids Team Sports last year, pretax earnings for the quarter were \$65.4 million in Fiscal 2017 compared to \$72.9 million last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Taxes

The effective tax rate for the quarter was 37.2% in Fiscal 2017 compared to 38.9% last year. The adjusted tax rate, reflecting the exclusion of the Excluded Items and the gain on the sale of SureGrip Footwear and Lids Team Sports, was 36.0% in Fiscal 2017 and 37.1% last year. The year-over-year decrease in tax rates was primarily due to changes in the mix of U.S. and foreign earnings and the work opportunity tax credit.

Earnings From Continuing Operations After Taxes

Earnings from continuing operations were \$46.8 million, or \$2.40 per diluted share, in the fourth quarter of Fiscal 2017, compared to earnings of \$45.0 million, or \$2.07 per diluted share, in the fourth quarter last year. Adjusted for the Excluded Items in both periods and the gain on the sale of SureGrip Footwear in Fiscal 2017 and the gain on sale of Lids Team Sports in Fiscal 2016, fourth quarter earnings from continuing operations were \$41.8 million, or \$2.15 per diluted share in Fiscal 2017, compared with \$45.8 million, or \$2.11 per diluted share, last year. A reconciliation of non-GAAP financial measures to the

most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Fiscal Year 2017

Consolidated net sales decreased 5.1% for Fiscal 2017 reflecting the sale of the Lids Team sports business in the fourth quarter of last year and a decrease of less than 1% in sales from the remaining businesses.

Same store sales for the year decreased 2% and comparable direct sales increased 6%. Comparable sales, including both same store sales and comparable direct sales, decreased 1%.

For the full year, operating income was \$142.0 million compared to \$151.3 million the previous year. Adjusting for the Excluded Items in both periods and the gain on the sale of SureGrip Footwear in Fiscal 2017, the gain on the sale of Lids Team Sports in both periods and \$1.5 million in Fiscal 2016 of deferred purchase price expense associated with acquisition of the Schuh business, adjusted operating income was \$141.2 million for Fiscal 2017, compared to \$160.6 million the previous year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Diluted earnings per share from continuing operations for Fiscal 2017 increased to \$4.85 from \$4.15 for Fiscal 2016. Adjusted for the Excluded Items, the gains on the sale of the SureGrip and Lids Team Sports Businesses, and the Schuh deferred purchase price expenses, adjusted earnings per share were \$4.33 in Fiscal 2017 compared with \$4.29 in Fiscal 2016. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Segment Results

Lids Sports Group

Lids Sports Group's sales for the fourth quarter of Fiscal 2017 decreased 7.0% to \$279 million from \$300 million last year. All of the decline in sales is due to the sale of the Lids Team sports business in the fourth quarter of last year, while sales of the remaining retail businesses operated during both periods increased approximately 5%. Comparable sales, including both same store and comparable direct sales, increased 8% in Fiscal 2017 compared to 3% last year.

The Group's gross margin as a percent of sales increased 680 basis points with just over one-third of the improvement due to the sale of Lids Team Sports which had lower margins. The remaining improvement was due primarily to decreased promotional activity, and to a lesser extent decreased shipping and warehouse expense. SG&A expense as a percent of sales increased 280 basis points due in part to the sale of Lids Team Sports, which had lower SG&A expense. The remaining retail businesses in the Group were not able to leverage SG&A expense, primarily due to increased selling salaries and bonus expense.

The Group's fourth quarter operating income was \$20.2 million, or 7.2% of sales, up from \$10.1 million, or 3.4% of sales, in Fiscal 2016.

For Fiscal 2017, the Group's sales decreased 13.1% to \$848 million from \$976 million last year. Operating income was \$41.6 million, or 4.9% of sales, up from \$17.0 million, or 1.7% of sales, last year.

Journeys Group

Journeys Group's sales for the fourth quarter of Fiscal 2017 decreased 3.1% to \$391 million from \$404 million last year. Combined comparable sales decreased 6% compared to a 5% increase last year.

Gross margin for the Journeys Group decreased 190 basis points in the quarter due primarily to higher markdowns and lower initial margin due to changes in product mix. The Group's SG&A expense increased 220 basis points as a percent of sales for the fourth quarter, reflecting increased store-related expenses, primarily increases in rent and advertising expenses and higher credit card charges.

The Journeys Group's operating income for the quarter was \$36.1 million, or 9.2% of sales, compared to \$53.7 million, or 13.3% of sales, last year.

For Fiscal 2017, the Group's sales were flat at \$1.3 billion. Operating income was \$85.9 million, or 6.9% sales, compared to \$126.2 million, or 10.1% of sales, last year.

Schuh Group

Schuh Group's sales in the fourth quarter of Fiscal 2017 were \$110 million, compared to \$122 million last year, a decrease of 9.9%. Schuh Group sales were impacted by changes in exchange rates which reduced sales by \$19.9 million in the fourth quarter of Fiscal 2017 compared to the same period last year and accounted for more than the entire decline in sales. Total comparable sales increased 2% compared to a 2% decrease last year.

Schuh Group's gross margin increased 380 basis points in the quarter due primarily to less promotional activity and changes in sales mix and improved margins in certain product categories. Schuh Group's SG&A expense increased 70 basis points primarily due to increased bonus expense.

Schuh Group's operating income for the fourth quarter of Fiscal 2017 was \$10.9 million, or 9.9% of sales, compared with \$8.2 million, or 6.7% of sales, last year. The Group's operating income was negatively impacted by \$2.2 million due to changes in foreign exchange rates.

For Fiscal 2017, the Group's sales decreased 8.1% to \$373 million compared to \$406 million for Fiscal 2016. In addition to a 1% decrease in comparable sales for the year, Schuh Group's sales were negatively impacted by \$49.3 million for the year by exchange rates. Adjusted operating income was \$20.5 million, or 5.5% of sales, compared to \$20.6 million, or 5.1% of sales, in Fiscal 2016. The Group's operating income was negatively impacted by \$4.1 million due to changes in foreign exchange rates. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Johnston & Murphy Group

Johnston & Murphy Group's fourth quarter sales in Fiscal 2017 increased 1.2%, to \$82 million, compared to \$81 million in the fourth quarter of last year. Combined comparable sales decreased 1% compared to a 6% increase last year.

Gross margin for the Group increased 20 basis points in the quarter primarily due to lower freight costs. SG&A expense as a percent of sales increased 100 basis points, due to increased store-related expenses, primarily occupancy costs and selling salaries. The Group's operating income was \$7.7 million or 9.3% of sales, compared to operating income of \$8.3 million, or 10.2% of sales in the fourth quarter of last year.

For Fiscal 2017, the Group's sales increased 3.8% to \$289 million compared to \$279 million for Fiscal 2016. Operating income was \$19.7 million, or 6.8% of sales, compared to \$17.8 million, or 6.4% of sales, last year.

Licensed Brands

The Licensed Brands Group's sales decreased 16.0% to \$21 million in the fourth quarter of Fiscal 2017, compared to \$25 million in the fourth quarter of Fiscal 2016. The Company sold SureGrip Footwear, included in the Licensed Brands segment, in January 2017. Gross margin decreased 160 basis points due to lower initial margins and increased closeouts.

SG&A expense as a percent of sales was up 630 basis points, primarily due to increased shipping and warehouse expense, royalty expense, advertising expense and bad debt expense.

The Group's operating loss for the fourth quarter of Fiscal 2017 was (\$0.2) million or (1.0%) of sales, compared with operating income of \$1.7 million, or 6.9% of sales, for the same quarter last year.

For Fiscal 2017, Licensed Brands' sales decreased 3.1% to \$106 million compared to \$110 million for the same period last year. Operating income was \$4.6 million, or 4.3% of sales, compared to \$9.2 million, or 8.4% of sales, for Fiscal 2016.

Corporate

Corporate expenses were \$11.0 million or 1.2% of sales in the fourth quarter of Fiscal 2017, compared with \$11.6 million or 1.2% of sales in the same quarter last year. Adjusted for the applicable Excluded Items, corporate expenses were \$8.0 million for the quarter compared to \$7.7 million last year, primarily due to increased bonus expense, partially offset by life insurance proceeds and decreased professional fees. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Balance Sheet

Cash

Cash at the end of the fourth quarter was \$48 million compared with \$133 million at the end of last year. We ended the quarter with \$33 million in U.K. debt, compared with \$54 million in U.K. debt last year. Domestic revolver borrowings were \$50 million at the end of Fiscal 2017 compared to \$58 million at the end of last year. The domestic revolver borrowings included \$20 million related to Genesco (UK) Limited and \$30 million related to GCO Canada. There were no U.S. revolver borrowings at the end of Fiscal 2017.

We did not repurchase any shares in the fourth quarter of Fiscal 2017. During Fiscal 2017, we repurchased 2.2 million shares at a cost of about \$133 million, or \$61.81 per share. Through fiscal February 2018, we have repurchased 138,900 shares at a cost of approximately \$8 million, or \$59.49 per share. As of the end of fiscal February 2018, we had about \$32 million remaining under the most recent buyback authorization.

Inventory

Inventories increased 6% on a year-over-year basis. Retail inventory per square foot increased 7%.

Capital Expenditures and Store Count

For the fourth quarter, capital expenditures were \$28 million and depreciation and amortization was \$19 million. During the quarter, we opened 25 new stores and closed 37 stores. Excluding Locker Room by Lids in Macy's stores, we ended the quarter with 2,643 stores compared with 2,667 stores at the end of the fourth quarter of last year, or a decrease of 1%. Square footage was flat on a year-over-year basis, both including the Macy's locations and excluding them. The store count as of January 28, 2017 included:

Lids stores (including 112 stores in Canada)	882
Lids Locker Room Stores (including 35 stores in Canada)	181
Lids Clubhouse stores	26
Journeys stores (including 44 stores in Canada)	849
Little Burgundy stores	36
Journeys Kidz stores	230
Shī by Journeys stores	39
Underground by Journeys stores	95
Schuh Stores	128
Johnston & Murphy Stores and Factory stores (including 7 stores in Canada)	<u>177</u>
Total Stores	2,643
Locker Room by Lids in Macy's stores	<u>151</u>
Total Stores and Macy's Locations	<u><u>2,794</u></u>

For Fiscal 2018, we are forecasting capital expenditures of approximately \$135 to \$145 million and depreciation and amortization of about \$77 million. Projected square footage is expected to be down approximately 1% for Fiscal 2018. Our current store openings and closing plans by chain are as follows:

	Actual Jan 2017	Projected New	Projected Closings	Projected Jan 2018
Journeys Group	1,249	60	(50)	1,259
Journeys stores (U.S.)	900	15	(25)	890
Journeys stores (Canada)	44	5	0	49
Little Burgundy stores	36	5	0	41
Journeys Kidz stores	230	35	(3)	262
Shi by Journeys	39	0	(22)	17
Johnston & Murphy Group	177	9	(5)	181
Schuh Group	128	10	(3)	135
Lids Sports Group	1,240	22	(75)	1,187
Lids hat stores (U.S.)	770	14	(20)	764
Lids hat stores (Canada)	112	6	(2)	116
Locker Room stores (U.S.)	146	0	(19)	127
Locker Room stores (Canada)	35	0	(4)	31
Clubhouse stores	26	2	(3)	25
Locker Room by Lids (Macy's)	151	0	(27)	124
Total Stores	2,794	101	(133)	2,762

Comparable Sales Assumptions in Fiscal 2018 Guidance

Our guidance for Fiscal 2018 assumes comparable sales (including both same store sales and comparable direct sales) for each retail segment by quarter as follows:

	Guidance	Guidance	Guidance	Guidance	
	Q1	Q2	Q3	Q4	FY18
Journeys Group	(3) - (2)%	3 - 4%	4 - 5%	4 - 5%	3 - 4%
Lids Sports Group	1 - 2%	2 - 3%	2 - 3%	(2) - (1)%	1 - 2%
Schuh Group	2 - 3%	2 - 3%	1 - 2%	1 - 2%	2 - 3%
Johnston & Murphy Group	0 - 1%	2 - 3%	3 - 4%	3 - 4%	2 - 3%
Total Genesco	(1) - 0%	2 - 3%	3 - 4%	2 - 3%	2 - 3%

Cautionary Note Concerning Forward-Looking Statements

This presentation contains forward-looking statements, including those regarding the performance outlook for the Company and its individual businesses (including, without limitation, sales, expenses, margins and earnings) and all other statements not addressing solely historical facts or present conditions. Actual results could vary materially from the expectations reflected in these statements. A number of factors could cause differences. These include adjustments to estimates and projections reflected in forward-looking statements, including the level and timing of promotional activity necessary to maintain inventories at appropriate levels; the timing and amount of non-cash asset impairments related to retail store fixed assets and intangible assets of acquired businesses; the effectiveness of the Company's omnichannel initiatives; costs associated with changes in minimum wage and overtime requirements; the level of chargebacks from credit card issuers for fraudulent purchases or other reasons; weakness in the consumer economy and retail industry; competition in the Company's markets; fashion trends that affect the sales or product margins of the Company's retail product offerings; weakness in shopping mall traffic and challenges to the viability of malls where the Company operates stores, related to planned closings of department stores or other factors; the imposition of tariffs on imported products or the disallowance of tax deductions on imported products; changes in buying patterns by significant wholesale customers; bankruptcies or deterioration in financial condition of significant wholesale customers or the inability of wholesale customers or consumers to obtain credit; disruptions in product supply or distribution; unfavorable trends in fuel costs, foreign exchange rates, foreign labor and material costs, and other factors affecting the cost of products; the effects of the British decision to exit the European Union, including potential effects on consumer demand, currency exchange rates and the supply chain; the Company's ability to continue to complete and integrate acquisitions, expand its business and diversify its product base; changes in the timing of holidays or in the onset of seasonal weather affecting period-to-period sales comparisons; and the performance of athletic teams, the participants in major sporting events such as the Super Bowl and World Series, developments with respect to certain individual athletes, and other sports-related events or changes that may affect period-to-period comparisons in the Company's Lids Sports Group retail businesses. Additional factors that could affect the Company's prospects and cause differences from expectations include the ability to build, open, staff and support additional retail stores and to renew leases in existing stores and control occupancy costs, and to conduct required remodeling or refurbishment on schedule and at expected expense levels; deterioration in the performance of individual businesses or of the Company's market value relative to its book value, resulting in impairments of fixed assets or intangible assets or other adverse financial consequences; unexpected changes to the market for the Company's shares; variations from expected pension-related charges caused by conditions in the financial markets; disruptions in the Company's information technology systems either by security breaches and incidents or by potential problems associated with the implementation of new or upgraded systems; and the cost and outcome of litigation, investigations and environmental matters involving the Company. Additional factors are cited in the "Risk Factors," "Legal Proceedings" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of, and elsewhere in, our SEC filings, copies of which may be obtained from the SEC website, www.sec.gov, or by contacting the investor relations department of Genesco via our website, www.genesco.com. Many of the factors that will determine the outcome of the subject matter of this presentation are beyond Genesco's ability to control or predict. Genesco undertakes no obligation to release publicly the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Forward-looking statements reflect the expectations of the Company at the time they are made. The Company disclaims any obligation to update such statements.