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

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 4)1

Genesco Inc.
(Name of Issuer)

Common Stock, \$1.00 par value per share
(Title of Class of Securities)

371532102 (CUSIP Number)

CHRISTOPHER S. KIPER
LEGION PARTNERS ASSET MANAGEMENT, LLC
9401 Wilshire Blvd, Suite 705
Beverly Hills, CA 90212
(310) 729-8588

STEVEN E. LITT 4010 CAPITAL, LLC 48 Brookridge Drive Greenwich, CT 06830 646-863-8024

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 16, 2018 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \Box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORT	TING PERSON	
	Legion Partner		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □		
			(b) □
3	SEC USE ONLY		
3	SEC USE ONLI		
4	SOURCE OF FUND	S	
	WC		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENCUID OD D	LACE OF ORGANIZATION	-
0	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH		700.007	
REPORTING PERSON WITH	0	732,087 SOLE DISPOSITIVE POWER	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		-0-	
	10	SHARED DISPOSITIVE POWER	
		732,087	
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	722.007		
12	732,087	TE A CODEC ATTE A MOUNTE IN POLIT (44) EVOLUDES CEDITA IN CVA 200	
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	3.68%		
14	TYPE OF REPORTI	NG PERSON	
	PN		

1	NAME OF REPORTI	NG PERSON	
	Legion Partners	, L.P. II	
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS	3	
	WC		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR PI	ACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		29,620	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
	10		
11	ACCDECATE AMO	29,620 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGATE AMO	UNI DENEFICIALLI OWNED DI EACH REPORTING PERSON	
	29,620		
12	CHECK BOX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORTIN	NG PERSON	
	DM		

1	NAME OF REPORT	ING PERSON	
	Legion Partner	s Special Opportunities, L.P. VIII	
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
2	CHECK THE MITK	OF MATE BOATE AT MEMBER OF A GROOT	(a) □ (b) □
			(6) 🗀
3	SEC USE ONLY		
3	020 002 01.21		
4	SOURCE OF FUNDS	S	
	WC		
5	CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)	•	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		268,427	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		000 407	
- 11	A CODECATE AND	268,427	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	268,427		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK DUA IF I H	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	Ш
13	DERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
13	LENGENT OF CLAS	DO KEI KESEKITED DI ANIOONI IN KOW (II)	
	1.35%		
14	TYPE OF REPORTII	NG PERSON	
17	I I I I I I I I I I I I I I I I I I I	TO LEGOT	
	PN		

1	NAME OF REPORT	ING PERSON	
	Legion Partners	s, LLC	
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗆
3	SEC USE ONLY		
	COLIDGE OF FUND		
4	SOURCE OF FUNDS		
	00		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
NUMBER OF	Delaware 7	SOLE VOTING POWER	
SHARES	/	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		1,030,134	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		1,030,134	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,030,134		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
			_
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	5.17%		
14	TYPE OF REPORTI	NG PERSON	
	00		

1	NAME OF REPORT	TING PERSON		
		s Asset Management, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) □			
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUND	S		
	00			
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	Delaware			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING PERSON WITH	9	1,030,134 SOLE DISPOSITIVE POWER		
TEROOT WITH		SOLE BISI GOTTIVE TO WER		
	10	- 0 -		
	10	SHARED DISPOSITIVE POWER		
		1,030,134		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,030,134			
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	5.17%			
14	TYPE OF REPORTI	NG PERSON		
	ΤΔ			
13	CHECK BOX IF TH PERCENT OF CLAS 5.17%			

1	NAME OF REPORTI	ING PERSON	
	Legion Partners	s Holdings, LLC	
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	00		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER	<u> </u>
EACH	0	SHARED VOTING FOWER	
REPORTING		1,030,234	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		1,030,234	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-
- 10	1,030,234	A CODE CATE ANOTHE IN DOMESTA FROM THE CEDITARY CONTROL	
12	CHECK BOX IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
		. ,	
	5.17%		
14	TYPE OF REPORTIN	NG PERSON	
	00		

1	NAME OF REPORT	ING PERSON	
	Christopher S.	Kiner	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
_			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS	S	
	00		
5	00	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
5	2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(0) OR	
	2(6)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER	
EACH	0	SHARED VOTING POWER	
REPORTING		1,030,234	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		4.000.004	
11	ACCDECATE AMO	1,030,234 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGALE AMO	UNI DENEFICIALLY OWNED BY EACH KEPUKIING PEKSUN	
	1,030,234		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
		• •	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	5.17%		
14	TYPE OF REPORTIN	NC DEDSON	
14	I I FE OF KEPOKIII	NO FERSON	
	IN		

1	NAME OF REPORTI	ING PERSON	
	Raymond Whit	e	
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS	5	
	00		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
	USA		_
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH		Similar voin of owner	
REPORTING		1,030,234	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
	10	SHAKED DISFOSITIVE FOWER	
		1,030,234	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	1,030,234	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK BOX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	Ш
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
- 11	5.17%	VC PERCON	
14	TYPE OF REPORTIN	NG PEKSUN	
	IN		

1	NAME OF REPORT	TING PERSON		
	4010 Partners,			
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \square		
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUND	DS .		
	WC			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □			
6	CITIZENSHIP OR F	PLACE OF ORGANIZATION		
	_			
NUMBER OF	Delaware	COLE MOTIVIC POLITIC		
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		35,000		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		35,000		
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	35,000			
12		IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORTI	ING PERSON		
	PN			
	111			

1	NAME OF REPORT	TING PERSON	
	4010 General I	Partners IIC	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
	(b) □		
3	SEC USE ONLY		
	SEC COL CIVEI		
4	SOURCE OF FUND	c	
4	SOURCE OF FUND	J	
	AF	COLOCUED OF LEGAL PROCEEDINGS IS REQUIRED NURSULANTE TO ITEM 2/ NO.	
5	2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
NII MPED OF	Delaware	COLE MOTING POWER	
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	-
EACH		27.000	
REPORTING PERSON WITH	9	35,000 SOLE DISPOSITIVE POWER	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		35,000	
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0.		
12	35,000	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK BOX IF IH	L AGGREGATE AWOUNT IN ROW (11) EACLUDES CERTAIN SHARES	Ц
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORTI	NG PERSON	
	00		
	1 00		

1	NAME OF REPORT	ING PERSON	
	4040 G		
2	4010 Capital, I	LC DPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
2	(a) \square		
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
	AF		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		35,000	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
11	AGGREGATE AMO	35,000 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11		ON BENEFICIALE OWNED BY ENGINEER ON THE ORIGINAL PROOF	
12	35,000	E ACCDEC ATE A MOLINIT IN DOM (41) EVOLUDES CEDTAIN SHADES	
12	CHECK BOX IF IH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	Ш
12	DED CENTE OF CV 4.0	DESCRIPTION OF THE PART OF THE	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
_	Less than 1%		
14	TYPE OF REPORTI	NG PERSON	
	00		

1	NAME OF REPORT	TING PERSON	
2	Steven E. Litt	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
2	(a) \square		
3	SEC USE ONLY		
4	SOURCE OF FUND	OS .	
	AF		
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH		25.000	
REPORTING PERSON WITH	9	35,000 SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
	10	SHARED DISFOSITIVE FOWER	
	A CODECATE ANG	35,000	
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	35,000		
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORTI	ING PERSON	
	IN		
i	11.4		

The following constitutes Amendment No.4 to the Schedule 13D filed by the undersigned (the "Amendment No. 4"). This Amendment No.4 amends the Schedule 13D as specifically set forth herein.

Item 5. <u>Interest in Securities of the Issuer.</u>

Items 5(a)-(c) are hereby amended and restated in their entirety as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 19,918,468 Shares outstanding as of March 16, 2018, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 4, 2018.

A. Legion Partners I

(a) As of the close of business on May 18, 2018, Legion Partners I beneficially owned 732,087 Shares.

Percentage: Approximately 3.68%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 732,087
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 732,087
- (c) The transactions in the Shares by Legion Partners I since the filing of Amendment No. 3 are set forth in Schedule A and are incorporated herein by reference.

B. Legion Partners II

(a) As of the close of business on May 18, 2018, Legion Partners II beneficially owned 29,620 Shares.

Percentage: Less than 1.0%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 29,620
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 29,620
- (c) The transactions in the Shares by Legion Partners II since the filing of Amendment No.3 are set forth in Schedule A and are incorporated herein by reference.

C. Legion Partners Special VIII

(a) As of the close of business on May 18, 2018, Legion Partners Special VIII beneficially owned 268,427 Shares.

Percentage: Approximately 1.35%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 268,427
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 268,427
- (c) The transactions in the Shares by Legion Partners Special VIII since the filing of Amendment No. 3 are set forth in Schedule A and are incorporated herein by reference.

D. Legion Partners, LLC

(a) As the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII, Legion Partners, LLC may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 29,620 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.

Percentage: Approximately 5.17%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 1,030,134
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 1,030,134
- (c) Legion Partners, LLC has not entered into any transactions in the Shares since the filing of Amendment No. 3.

E. Legion Partners Asset Management

(a) Legion Partners Asset Management, as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 29,620 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.

Percentage: Approximately 5.17%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 1,030,134
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 1,030,134
- (c) Legion Partners Asset Management has not entered into any transactions in the Shares since the filing of Amendment No. 3.

F. Legion Partners Holdings

(a) As of the close of business on May 18, 2018, Legion Partners Holdings directly owned 100 Shares. Legion Partners Holdings, as the sole member of Legion Partners Asset Management and sole member of Legion Partners, LLC, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 29,620 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.

Percentage: Approximately 5.17%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 1,030,234
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 1,030,234
- (c) Legion Partners Holdings has not entered into any transactions in the Shares since the filing of Amendment No. 3.

G. Messrs. Kiper and White

(a) Each of Messrs. Kiper and White, as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 29,620 Shares owned by Legion Partners II, (iii) 268,427 Shares owned by Legion Partners Special VIII, and (iv) 100 Shares owned by Legion Partners Holdings.

Percentage: Approximately 5.17%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 1,030,234
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 1,030,234
- (c) None of Messrs. Kiper or White has entered into any transactions in the Shares since the filing of Amendment No. 3.

H. 4010 Partners

(a) As of the close of business on May 18, 2018, 4010 Partners beneficially owned 35,000 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 35,000
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 35,000
- (c) The transactions in the Shares by 4010 Partners since the filing of Amendment No. 3 are set forth in Schedule A and incorporated herein by reference.

I. 4010 General Partner

(a) As the general partner of 4010 Partners, 4010 General Partner may be deemed to beneficially own the 35,000 Shares beneficially owned by 4010 Partners.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 35,000
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 35,000

(c) 4010 General Partner has not entered into any transactions in the Shares since the filing of Amendment No. 3.

J. 4010 Capital

(a) As the investment manager to 4010 Partners, 4010 Capital may be deemed to beneficially own the 35,000 Shares beneficially owned by 4010 Partners.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 35,000
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 35,000
- (c) 4010 Capital has not entered into any transactions in the Shares since the filing of Amendment No. 3.

K. Mr. Litt

(a) As the managing member of 4010 General Partner, Mr. Litt may be deemed to beneficially own the 35,000 Shares beneficially owned by 4010 Partners.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 35,000
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 35,000
- (c) Mr. Litt has not entered into any transactions in the Shares since the filing of Amendment No. 3.

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the securities reported herein. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.

Item 6. <u>Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.</u>

Item 6 is hereby amended to add the following:

Schedule A is incorporated herein by reference, to this Item 6.

Legion Partners I has sold short in over the counter market American-style put options, referencing 62,000 Shares, which have an exercise price of \$35.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners I has sold short in over the counter market American-style call options referencing (i) 136,800 Shares, which have an exercise price of \$50.00 per Share and expire on December 21, 2018 and (ii) 14,100 Shares, which have an exercise price of \$55.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein.

Legion Partners II has sold short in over the counter market American-style put options, referencing 2,600 Shares, which have an exercise price of \$35.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners II has sold short in over the counter market American-style call options referencing (i) 5,500 Shares, which have an exercise price of \$50.00 per Share and expire on December 21, 2018 and (ii) 600 Shares, which have an exercise price of \$55.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein.

Legion Partners Special VIII has sold short in over the counter market American-style put options, referencing 12,300 Shares, which have an exercise price of \$35.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners Special VIII has sold short in over the counter market American-style call options referencing (i) 50,200 Shares, which have an exercise price of \$50.00 per Share and expire on December 21, 2018 and (ii) 5,200 Shares, which have an exercise price of \$55.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein.

4010 Partners has sold short in over the counter market American-style call options, referencing 5,500 shares, which have an exercise price of \$50.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein.

Item 7. <u>Material to be Filed as Exhibits</u>.

Item 7 is hereby amended to add the following exhibit:

99.1 Group Agreement by and among Legion Partners, L.P. I, a Delaware limited partnership; Legion Partners, L.P. II, a Delaware limited partnership; Legion Partners Special Opportunities, L.P. VIII, a Delaware limited partnership; Legion Partners, LLC, a Delaware limited liability company; Legion Partners Asset Management, LLC;, a Delaware limited liability company; Legion Partners Holdings, LLC, a Delaware limited liability company; Christopher S. Kiper; Raymond White; 4010 Partners, LP, a Delaware limited partnership; 4010 Partners, LLC, a Delaware limited liability company; and Steven E. Litt, dated May 18, 2018.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 18, 2018

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

> Name: Christopher S. Kiper Title: Managing Director

Legion Partners, L.P. II

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Director

Legion Partners Special Opportunities, L.P. VIII

Legion Partners Asset Management, LLC By:

Investment Advisor

/s/ Christopher S. Kiper By:

Christopher S. Kiper Name:

Title: Managing Director

Legion Partners, LLC

By: Legion Partners Holdings, LLC

Managing Member

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title:

Managing Member

Legion Partners Asset Management, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

/s/ Christopher S. Kiper

Christopher S. Kiper

/s/ Raymond White

Raymond White

4010 Partners, LP

By: 4010 General Partner, LLC, its General Partner

By: /s/ Steven E. Litt

Name: Steven E. Litt
Title: Managing Member

4010 General Partner, LLC

By: /s/ Steven E. Litt

Name: Steven E. Litt
Title: Managing Member

4010 Capital, LLC

By: /s/ Steven E. Litt

Name: Steven E. Litt Title: Managing Member

/s/ Steven E. Litt

Steven E. Litt

(\$55 Strike Price)¹

SCHEDULE A

Transactions in the Shares Since the Filing of Amendment No.3 to the Schedule 13D

Nature of Transaction	Date of <u>Purchase/Sale</u>	Securities <u>Purchased/(Sold)</u>	<u> Price (\$)</u>				
LEGION PARTNERS, L.P. I							
Sale of December 2018 Call Option							
(\$50 Strike Price) ¹ Sale of December 2018 Call Option	04/26/2018	-711	\$4.6894				
(\$50 Strike Price) ¹ Sale of December 2018 Put Option	04/27/2018	-173	\$4.6676				
(\$35 Strike Price) ² Sale of December 2018 Put Option	05/01/2018	-217	\$3.8000				
(\$35 Strike Price) ² Sale of December 2018 Call Option	05/07/2018	-403	\$3.5604				
(\$50 Strike Price) ¹	05/14/2018	-59	\$4.5241				
Sale of December 2018 Call Option (\$50 Strike Price) ¹ Sale of December 2018 Call Option	05/15/2018	-132	\$4.7000				
(\$50 Strike Price) ¹ Sale of December 2018 Call Option	05/16/2018	-293	\$4.9278				
(\$55 Strike Price) ¹	05/16/2018	-141	\$3.4000				
<u>LEGION PARTNERS, L.P. II</u>							
Sale of December 2018 Call Option							
(\$50 Strike Price) ¹ Sale of December 2018 Call Option	04/26/2018	-29	\$4.6894				
(\$50 Strike Price) ¹ Sale of December 2018 Put Option	04/27/2018	-7	\$4.6676				
(\$35 Strike Price) ² Sale of December 2018 Put Option	05/01/2018	-9	\$3.8000				
(\$35 Strike Price) ²	05/07/2018	-17	\$3.5604				
Sale of December 2018 Call Option (\$50 Strike Price) ¹ Sale of December 2018 Call Option	05/14/2018	-2	\$4.5241				
(\$50 Strike Price) ¹ Sale of December 2018 Call Option	05/15/2018	-5	\$4.7000				
(\$50 Strike Price) ¹ Sale of December 2018 Call Option	05/16/2018	-12	\$4.9278				
		_					

¹ Represents American-style call options sold short in the over-the-counter market with an expiration date of December 21, 2018

-6

\$3.4000

05/16/2018

 $^{^2}$ Represents American-style put options sold short in the over-the-counter market with an expiration date of December 21, 2018

LEGION PARTNERS SPECIAL OPPORTUNITES, L.P. $V_{\underline{III}}$

04/26/2018	-260	\$4.6894
04/27/2018	-64	\$4.6676
05/01/2018	-43	\$3.8000
05/07/2018	-80	\$3.5604
05/14/2018	-22	\$4.5241
05/15/2018	-48	\$4.7000
05/16/2018	-108	\$4.9278
05/16/2018	-52	\$3.4000
	04/27/2018 05/01/2018 05/07/2018 05/14/2018 05/15/2018 05/16/2018	04/27/2018 -64 05/01/2018 -43 05/07/2018 -80 05/14/2018 -22 05/15/2018 -48 05/16/2018 -108

4010 PARTNERS

Sale of December 2018 Call Option			
(\$50 Strike Price) ¹	04/26/2018	-35	\$4.6257
Sale of December 2018 Call Option			
(\$50 Strike Price) ¹	04/27/2018	-5	\$4.6000
Sale of December 2018 Call Option			
(\$50 Strike Price) ¹	05/16/2018	-15	\$4.9267

¹ Represents American-style call options sold short in the over-the-counter market with an expiration date of December 21, 2018

² Represents American-style put options sold short in the over-the-counter market with an expiration date of December 21, 2018

Exhibit 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13d (including amendments) with respect to the Shares of common stock, \$0.001 par value per share, of Genesco, Inc.. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: May 18, 2018

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

> Christopher S. Kiper Name: Title: Managing Director

Legion Partners, L.P. II

By: Legion Partners Asset Management, LLC

Investment Advisor

/s/ Christopher S. Kiper By:

> Name: Christopher S. Kiper Title: Managing Director

Legion Partners Special Opportunities, L.P. VIII

Legion Partners Asset Management, LLC By:

Investment Advisor

By: /s/ Christopher S. Kiper

Christopher S. Kiper Name: Title:

Managing Director

Legion Partners, LLC

Legion Partners Holdings, LLC By:

Managing Member

By: /s/ Christopher S. Kiper

> Name: Christopher S. Kiper Title: Managing Member

Legion Partners Asset Management, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

/s/ Christopher S. Kiper

Christopher S. Kiper

/s/ Raymond White

Raymond White

4010 Partners, LP

By: 4010 General Partner, LLC, its General Partner

By: /s/ Steven E. Litt

Name: Steven E. Litt
Title: Managing Member

4010 General Partner, LLC

By: /s/ Steven E. Litt

Name: Steven E. Litt
Title: Managing Member

4010 Capital, LLC

By: /s/ Steven E. Litt

Name: Steven E. Litt Title: Managing Member

/s/ Steven E. Litt

Steven E. Litt