SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 2) 1

Genesco Inc.
(Name of Issuer)

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

> 371532102 (CUSIP Number)

CHRISTOPHER S. KIPER LEGION PARTNERS ASSET MANAGEMENT, LLC 12121 Wilshire Blvd, Suite 1240 Los Angeles, California 90025 (424) 253-1773

STEVE WOLOSKY, ESQ.
ELIZABETH GONZALEZ-SUSSMAN, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

<u>May 24, 2021</u> (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 Rule 13d-1(e), 13d-1(f) or 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* Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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 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	INC PERSON	
1	NAME OF REFORT	ING I ERSON	
	Legion Partners	· I D I	
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
2	CHECK THE APPRO	DERIALE BOX IF A MEMBER OF A GROUP	(a) △ (b) □
			(0) 🗆
3	SEC USE ONLY		
J	SEC USE ONLI		
4	SOURCE OF FUNDS	3	
7	SOURCE OF TONDS		
	WC		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
J	2(e)	(a) on	_
	(-)		
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		841,197	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		041 107	
	ACCRECATE AMO	841,197 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGKEGALE AMO	UNI BENEFICIALLY UWNED BY EACH KEPUKIING PERSUN	
	841,197		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK BOX II TH	E AGGREGATE AMOUNT IN NOW (11) EACLODES CERTAIN STIARES	Ш
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
15			
	5.62%		
14	TYPE OF REPORTI	NG PERSON	
	PN		

1	NAME OF REPORT	ING PERSON	
	Legion Partners	s, L.P. II	
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠
			(b) 🗆
3	SEC USE ONLY		
4	SOURCE OF FUND:	S	
	0001102 01 10112		
	WC		
5		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	0	SHARED VOTINGTOWER	
REPORTING		47,383	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		47,383	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	47,383		
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)	
	Less than 1%		
14	TYPE OF REPORTI	NG PERSON	
	DN		

1	NAME OF REPORT	TING PERSON	-
	Legion Partner	rs II C	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
	00		
5	CHECK BOX IF DI 2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER	
EACH		SIMILE VOINGTOWER	
REPORTING		888,580	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		888,580	
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	888,580		
12	-	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
	5.94%		
14	TYPE OF REPORT	NG PERSON	
	00		
	00		

1	NAME OF REPORT	TING PERSON	
	Legion Partner	rs Asset Management, LLC	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
5	CHECK BOX IF DIS 2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	Delaware		
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER - 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING	0	888,580	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		888,580	
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	000 500		
12	888,580	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK BOX II 111	ENCOREGITE THROUTH IN NOW (11) ENCEODES CERTIFICATION	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	5.94%		
14	TYPE OF REPORTI	NG PERSON	
	IA		

1	NAME OF REPORT	ING PERSON	
	I awi aw Dawta aw	Haldings II C	
2		S Holdings, LLC OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
2	CHECK THE ATTRO	OF MATE BOX IF A WEWIDER OF A GROOT	(a) ⊠ (b) □
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
5	OO	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
5	2(e)	octosure of Legal Proceedings is required Pursuant To ITEM 2(d) OR	
	2(0)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER	
EACH	O	SHAKED VOTING FOWER	
REPORTING		888,680	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
11	ACCRECATE AMO	888,680 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGKEGALE AMU	UNI DENEFICIALLY UWNED BY EACH REPURITING PERSUN	
	888,680		
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)	
	5.94%	NG PERCON	
14	TYPE OF REPORTI	NG PERSUN	
	00		

1	NAME OF REPOR	TING PERSON	-	
	Christopher S	Kinor		
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑		
			(b) □	
3	SEC USE ONLY			
S	520 052 01121			
4	SOURCE OF FUNI	DC		
4	SOURCE OF FORM			
	00	ACCUPATION OF A FIGURE PROCESS AND A PROCESS		
5	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	-(-)			
6	CITIZENSHID OD	PLACE OF ORGANIZATION		
U	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	USA	,		
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		888,680		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWER		
	10			
11	ACCRECATE AM	888,680 OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGKEGAIE AM	OUNT DENEFICIALLY OWNED BY EACH REPORTING PERSON		
	888,680			
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	5.94%			
14	TYPE OF REPORT	TING PERSON		
	IN			
	1111			

1	NAME OF REPORT	ING PERSON	
	Raymond T. W	hite	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) 🗆
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
	00		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
3	2(e)	obsoluted a broken in the companies in the contract of the internal (a) on	
6	CITIZENSUID OD D	LACE OF ORGANIZATION	
U	CITIZENSIIIF OR F	EACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		888,680	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	-
		000 000	
11	ACCRECATE AMO	888,680 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	7.GGILLG/IIL / IIVIO	ON BENEFICIALLY OFFILE BY ENGINEE ONLING I EROOM	
	888,680		
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)	
	5.040/		
14	5.94% TYPE OF REPORTI	NC DERSON	
14	TIPE OF KEPOKIII	NO FERGUN	
	IN		

1	NAME OF REPORT	TING PERSON	
	Marjorie L. Bo	wen	
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
5	CHECK BOX IF DIS 2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR F	LACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -		
12	_	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORTI	NG PERSON	
	IN		

1	NAME OF REPOR	RTING PERSON	
	Margenett M	oore-Roberts	
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □
3	SEC USE ONLY		
4	SOURCE OF FUN	DS	
5	CHECK BOX IF D 2(e)	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF	R 🗆
6		PLACE OF ORGANIZATION	
NUMBER OF	USA 7	SOLE VOTING POWER	
SHARES BENEFICIALLY	,	-0-	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -		
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORT	TING PERSON	
	IN		
	1111		

1	NAME OF REPOR	TINC DERSON	
1	MANUE OF KEPOR	ITHING I EROOM	
	Dawn H. Rob	pertson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ✓		
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUN	DS .	
4	SOURCE OF FOR	D3	
5	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENCIID OD	PLACE OF ORGANIZATION	
U	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
11	ACCDECATE AM	- 0 - OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -		
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
42	DED CENTE OF CL	ACC DEDDECENTED DV AMOUNTE IN DOLL (44)	
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORT	TING PERSON	_
	IN		

1	NAME OF REPORT	TING PERSON	
	Hobart P. Sich	ol.	
2		COPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUND	DS .	
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHID OD I	PLACE OF ORGANIZATION	
O O		LACE OF ORGANIZATION	
	USA	T	
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		-0-	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
- 40	- 0 -	TE A CONTRACTE AN OLD TO BY DOLL (AL) EVOLVIDES CENTARY SWADES	
12	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	DEDCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
13	TERCENT OF CLA	33 KEI KESENTED DT AMOUNT IN KOW (11)	
	0%		
14	TYPE OF REPORT	ING PERSON	
	IN		

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned ("Amendment No. 2"). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 2. <u>Identity and Background</u>.

Item 2 is hereby amended to add the following:

As further disclosed in Item 4 below, effective upon the filing of this Amendment No. 2 to the Schedule 13D, each of Thomas M. Khibarian, Eugene R. McCarthy and Georgina L. Russell withdrew as members of the group and ceased to be Reporting Persons hereunder.

Item 4. <u>Purpose of Transaction.</u>

Item 4 is hereby amended to add the following:

In light of the partial refresh of the Board of Directors (the "Board") recently announced by the Issuer, on May 24, 2021, Legion Partners Holdings (together with its affiliates, "Legion") delivered to the Issuer a letter notifying the Issuer of the withdrawal of Thomas M. Kibarian, Eugene R. McCarthy and Georgina L. Russell as nominees for election to the Board at the Issuer's 2021 annual meeting of shareholders (the "2021 Annual Meeting"). Given Legion's belief that such partial refresh represents only an incremental change that is insufficient to break the culture of entrenchment, self-interest and underperformance in the boardroom, Legion believes the Issuer's shareholders should still be provided an opportunity for further change and remain committed to soliciting proxies to elect Legion's four highly qualified, independent nominees, Marjorie L. Bowen, Margenett Moore-Roberts, Dawn H. Robertson and Hobart P. Sichel, to the Board at the 2021 Annual Meeting. In its letter, Legion also called on the Issuer to agree to the utilization of a universal proxy card to enable shareholders to choose the best Board possible from any combination of Legion and the Issuer's respective nominees.

SIGNATURES

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

Dated: May 24, 2021

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, 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

Individually and as attorney-in-fact for each of Marjorie L. Bowen, Margenett Moore-Roberts, Dawn H. Robertson and Hobart P. Sichel.

/s/ Raymond T. White

Raymond T. White