

PROSPECTUS SUPPLEMENT NO. 3
(TO PROSPECTUS DATED NOVEMBER 6, 1998)

FILED PURSUANT TO RULE 424(B)(3)
REGISTRATION NO.: 333-58541

\$103,500,000

(GENESCO LOGO)

5 1/2% CONVERTIBLE SUBORDINATED NOTES DUE 2005

This Prospectus Supplement No. 3 supplements and amends the Prospectus dated November 6, 1998, as amended by Prospectus Supplement No. 1 dated December 1, 1998 and Prospectus Supplement No. 2 dated December 16, 1998 (as amended, the "Prospectus"), relating to the resale from time to time by the holders of up to \$103,500,000 aggregate principal amount of 5 1/2% Convertible Subordinated Notes due 2005 (the "Notes") of Genesco Inc., a Tennessee corporation ("Genesco" or the "Company"), and the resale of shares of Common Stock, par value \$1.00 per share (the "Common Stock"), of the Company issuable upon the conversion thereof (the "Conversion Shares").

The table on pages 30 through 31 of the Prospectus which sets forth information with respect to the Selling Securityholders (as defined in the Prospectus), the respective amount of Notes beneficially owned by each Selling Securityholder, the respective amount of Notes being offered by each Selling Securityholder, and the number of shares of Common Stock offered pursuant to the Prospectus is hereby amended as follows:

The addition on pages 30 and 31 of:

"Carr Securities Corp..... \$50,000 \$50,000 2,376"

The Prospectus, together with this Prospectus Supplement No. 3, constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933 with respect to offers and sales of the Notes and the resale of shares of Common Stock issuable upon conversion of the Notes.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Date of This Prospectus Supplement is January 29, 1999.