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): September 3, 2015 (September 3, 2015)

GENESCO INC.

(Exact Name of Registrant as Specified in Charter)

Tennessee	**1-3083**	**62-0211340**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1415 Murfreesboro Road Nashville, Tennessee	**37217-2895**
(Address of Principal Executive Offices)	(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))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On September 3, 2015, Genesco Inc. issued a press release announcing results of operations for the fiscal second quarter ended August 1, 2015. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On September 3, 2015, Genesco Inc. also posted on its website, www.genesco.com, commentary by its chief financial officer on the quarterly 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 2016'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 September 3, 2015, issued by Genesco Inc.
99.2	Genesco Inc. Second Fiscal Quarter Ended August 1, 2015 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: September 3, 2015	By:	/s/ Roger G. Sisson
	Name:	Roger G. Sisson
	Title:	Senior Vice President, Secretary and General Counsel

EXHIBIT INDEX

No.	Exhibit
99.1	Press Release dated September 3, 2015
99.2	Genesco Inc. Second Fiscal Quarter Ended August 1, 2015 Chief Financial Officer's Commentary

Exhibit 99.1

Financial Contact: Mimi E. Vaughn (615) 367-7386
Media Contact: Claire S. McCall (615) 367-8283

GENESCO REPORTS SECOND QUARTER FISCAL 2016 RESULTS

NASHVILLE, Tenn., Sept. 3, 2015 --- Genesco Inc. (NYSE:GCO) today reported earnings from continuing operations for the second quarter ended August 1, 2015, of $7.6 million, or $0.32 per diluted share, compared to earnings from continuing operations of $4.8 million, or $0.20 per diluted share, for the second quarter ended August 2, 2014. Fiscal 2016 second quarter results reflect pretax items of $1.8 million, or $0.04 per share after tax, including $0.6 million of expenses related to deferred purchase price payments in connection with the acquisition of Schuh Group Limited, which are required to be expensed as compensation because the payment is contingent upon the payees' continued employment; and $1.2 million for asset impairment charges and network intrusion expenses. Fiscal 2015 second quarter results reflected pretax items of $3.6 million, or $0.14 per share after tax, including $2.2 million of expenses related to deferred purchase price payments in connection with the acquisition of Schuh Group Limited and $1.4 million in network intrusion expenses, asset impairment charges and other legal matters.

Adjusted for the items described above in both periods, earnings from continuing operations were $8.5 million, or $0.36 per diluted share, for the second quarter of Fiscal 2016, compared to $8.0 million, or $0.34 per diluted share, for the second quarter of Fiscal 2015. For consistency with Fiscal 2016'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 second quarter of Fiscal 2016 increased 7% to $656 million from $615 million in the second quarter of Fiscal 2015. Comparable sales in the second quarter of 2016 increased 7% for the Company, with a 4% increase in the Journeys Group, an 8% increase in the Lids Sports Group, an 8% increase in the Schuh Group, and a 10% increase in the Johnston & Murphy Group. Comparable sales for the Company reflected a 5% increase in same store sales and a 26% increase in e-commerce sales.

"The second quarter saw strong comparable sales growth despite the later start to the back-to-school selling season," said Robert J. Dennis, chairman, president and chief executive officer of Genesco. "Our top-line performance helped offset expected gross margin pressure from our continued efforts to right size the Lids Sports Group's inventory levels.

"The third quarter is off to a strong start in spite of a later Labor Day, aided by the ramp up in the start of school in many areas of the country and the corresponding tax free shopping periods. Comparable sales for the month of August increased 6%.

"Based on our second quarter results and start to the third quarter balanced with some uncertainty around the extent of gross margin pressure that will be necessary to complete the right-sizing of the Lids Sports Group's inventory, we are reiterating our outlook for Fiscal 2016, which calls for adjusted earnings per share in the range of $4.70 to $4.80. Consistent with previous guidance, these expectations do not include expected non-cash asset impairments and other charges, estimated in the range of $8.1 million to $8.6 million pretax, or $0.22 to $0.23 per share after tax, for the full fiscal year. These expectations also do not reflect expenses related to Schuh deferred purchase price payments as described above, which are

$1.5 million, or $0.06 per diluted share, for the full year. This guidance assumes comparable sales increases in the 4% to 5% 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.

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 September 3, 2015 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 reflected in forward-looking statements, including the timing, costs and effectiveness of our initiatives to improve performance in the Lids Sports Group; the timing and amount of non-cash asset impairments related to retail store fixed assets or to intangible assets of acquired businesses; the effectiveness of our omnichannel initiatives; weakness in the consumer economy; competition in the Company's markets; inability of customers to obtain credit; fashion trends that affect the sales or product margins of the Company's retail product offerings; changes in buying patterns by significant wholesale customers; bankruptcies or deterioration in financial condition of significant wholesale customers; 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 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 business. 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; 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 2,800 retail stores and leased departments throughout the U.S., Canada, the United Kingdom and the Republic of Ireland, principally under the names Journeys, Journeys Kidz, Shi by Journeys, Schuh, Schuh Kids, Lids, Locker Room by Lids, Lids Clubhouse, Johnston & Murphy, and on internet websites www.journeys.com, www.journeyskidz.com, www.shibyjourneys.com, www.schuh.co.uk, www.johnstonmurphy.com, www.lids.com, www.lids.ca, www.lidslockerroom.com, www.lidsteamsports.com, www.lidsclubhouse.com, www.trask.com, www.suregripfootwear.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, and the Lids Team Sports team dealer business. In addition, Genesco sells wholesale footwear under its Johnston & Murphy brand, the Trask brand, the licensed Dockers brand, SureGrip, and other brands. For more information on Genesco and its operating divisions, please visit www.genesco.com.

GENESCO INC.

Consolidated Earnings Summary

	Three Months Ended		Six Months Ended	
In Thousands	**August 1, 2015**	August 2, 2014	**August 1, 2015**	August 2, 2014
Net sales	**$ 655,525**	$ 615,474	**$ 1,316,122**	$ 1,244,299
Cost of sales	**335,434**	313,729	**669,698**	626,610
Selling and administrative expenses*	**306,422**	290,239	**613,855**	583,576
Asset impairments and other, net	**1,173**	1,422	**3,819**	311
Earnings from operations	**12,496**	10,084	**28,750**	33,802
Interest expense, net	**928**	782	**1,573**	1,483
Earnings from continuing operations before income taxes	**11,568**	9,302	**27,177**	32,319
Income tax expense	**3,975**	4,534	**9,639**	13,453
Earnings from continuing operations	**7,593**	4,768	**17,538**	18,866
Provision for discontinued operations	**(73)**	(74)	**(140)**	(199)
Net Earnings	**$ 7,520**	$ 4,694	**$ 17,398**	$ 18,667

*Includes $0.6 million and $1.5 million, respectively, in deferred payments related to the Schuh acquisition for the second quarter and first six months ended August 1, 2015, respectively, and $2.2 million and $5.3 million for the second quarter and first six months ended August 2, 2014, respectively.

Earnings Per Share Information

	Three Months Ended		Six Months Ended	
In Thousands (except per share amounts)	**August 1, 2015**	August 2, 2014	**August 1, 2015**	August 2, 2014
Average common shares - Basic EPS	**23,538**	23,496	**23,544**	23,432
Basic earnings per share:				
From continuing operations	**$ 0.32**	$ 0.20	**$ 0.74**	$ 0.81
Net earnings	**$ 0.32**	$ 0.20	**$ 0.74**	$ 0.80
Average common and common equivalent shares - Diluted EPS	**23,616**	23,622	**23,695**	23,657
Diluted earnings per share:				
From continuing operations	**$ 0.32**	$ 0.20	**$ 0.74**	$ 0.80
Net earnings	**$ 0.32**	$ 0.20	**$ 0.73**	$ 0.79

GENESCO INC.

Consolidated Earnings Summary

	Three Months Ended		Six Months Ended	
In Thousands	**August 1, 2015**	August 2, 2014	**August 1, 2015**	August 2, 2014
Sales:				
Journeys Group	**$ 247,177**	$ 236,838	**$ 525,809**	$ 498,961
Schuh Group	**103,204**	99,770	**181,766**	181,046
Lids Sports Group	**222,218**	199,317	**428,547**	388,583
Johnston & Murphy Group	**60,822**	54,995	**127,184**	118,392
Licensed Brands	**21,942**	24,292	**52,519**	56,754
Corporate and Other	**162**	262	**297**	563
Net Sales	**$ 655,525**	$ 615,474	**$ 1,316,122**	$ 1,244,299
Operating Income (Loss):				
Journeys Group	**$ 9,228**	$ 6,820	**$ 33,650**	$ 26,497
Schuh Group (1)	**4,892**	(197)	**2,231**	(5,338)
Lids Sports Group	**5,593**	8,474	**2,196**	16,611
Johnston & Murphy Group	**846**	(424)	**4,823**	4,072
Licensed Brands	**1,158**	1,873	**4,181**	5,394
Corporate and Other (2)	**(9,221)**	(6,462)	**(18,331)**	(13,434)
Earnings from operations	**12,496**	10,084	**28,750**	33,802
Interest, net	**928**	782	**1,573**	1,483
Earnings from continuing operations before income taxes	**11,568**	9,302	**27,177**	32,319
Income tax expense	**3,975**	4,534	**9,639**	13,453
Earnings from continuing operations	**7,593**	4,768	**17,538**	18,866
Provision for discontinued operations	**(73)**	(74)	**(140)**	(199)
Net Earnings	**$ 7,520**	$ 4,694	**$ 17,398**	$ 18,667

(1)Includes $0.6 million and $1.5 million, respectively, in deferred payments related to the Schuh acquisition for the second quarter and first six months ended August 1, 2015, respectively, and $2.2 million and $5.3 million for the second quarter and first six months ended August 2, 2014, respectively.

(2)Includes a $1.2 million charge in the second quarter of Fiscal 2016 which includes $1.0 million for asset impairments and $0.2 million for network intrusion expenses. Includes a $3.8 million charge for the first six months of Fiscal 2016 which includes $2.0 million for network intrusion expenses, $1.7 million for asset impairments and $0.1 million for other legal matters. Includes a $1.4 million charge in the second quarter of Fiscal 2015 which includes a $0.6 million charge for network intrusion expenses, $0.4 million for asset impairments and $0.6 million for other legal matters, partially offset by a $0.2 million gain for a lease termination. Includes a $0.3 million charge for the first six months of Fiscal 2015 which includes a $3.3 million gain on a lease termination, offset by $1.8 million for network intrusion expenses, $1.2 million for asset impairments and $0.6 million for other legal matters.

GENESCO INC.

Consolidated Balance Sheet

In Thousands		August 1, 2015		August 2, 2014
Assets				
Cash and cash equivalents	**$**	**48,997**	$	59,303
Accounts receivable		**58,385**		54,142
Inventories		**734,803**		669,388
Other current assets		**99,836**		96,414
Total current assets		**942,021**		879,247
Property and equipment		**310,415**		296,407
Goodwill and other intangibles		**393,155**		379,925
Other non-current assets		**38,710**		25,258
Total Assets	**$**	**1,684,301**	$	1,580,837
Liabilities and Equity				
Accounts payable	**$**	**271,021**	$	237,777
Current portion long-term debt		**18,764**		29,284
Other current liabilities		**135,986**		172,991
Total current liabilities		**425,771**		440,052
Long-term debt		**94,694**		47,083
Pension liability		**21,686**		8,793
Deferred rent and other long-term liabilities		**146,135**		139,618
Equity		**996,015**		945,291
Total Liabilities and Equity	**$**	**1,684,301**	$	1,580,837

Exhibit 99.1

GENESCO INC.

Retail Units Operated - Six Months Ended August 1, 2015

	Balance 2/1/2014	**Acqui-sitions**	**Open**	**Close**	**Balance 1/31/2015**	**Open**	**Close**	**Balance 8/1/2015**
Journeys Group	1,168	—	34	20	1,182	9	20	**1,171**
Journeys	827	—	16	9	834	4	4	**834**
Underground by Journeys	117	—	—	7	110	—	8	**102**
Journeys Kidz	174	—	18	3	189	5	5	**189**
Shi by Journeys	50	—	—	1	49	—	3	**46**
Schuh Group	99	—	13	4	108	5	—	**113**
Schuh UK	90	—	12	4	98	4	—	**102**
Schuh Germany	—	—	—	—	—	1	—	**1**
Schuh ROI	9	—	1	—	10	—	—	**10**
Lids Sports Group*	1,133	56	218	43	1,364	9	29	**1,344**
Johnston & Murphy Group	168	—	8	6	170	4	2	**172**
Shops	106	—	3	4	105	1	2	**104**
Factory Outlets	62	—	5	2	65	3	—	**68**
Total Retail Units	2,568	56	273	73	2,824	27	51	**2,800**

Retail Units Operated - Three Months Ended August 1, 2015

	Balance 5/2/2015	**Acqui-sitions**	**Open**	**Close**	**Balance 8/1/2015**
Journeys Group	1,171	—	5	5	**1,171**
Journeys	833	—	2	1	**834**
Underground by Journeys	104	—	—	2	**102**
Journeys Kidz	187	—	3	1	**189**
Shi by Journeys	47	—	—	1	**46**
Schuh Group	111	—	2	—	**113**
Schuh UK	100	—	2	—	**102**
Schuh Germany	1	—	—	—	**1**
Schuh ROI	10	—	—	—	**10**
Lids Sports Group*	1,351	—	3	10	**1,344**
Johnston & Murphy Group	172	—	2	2	**172**
Shops	105	—	1	2	**104**
Factory Outlets	67	—	1	—	**68**
Total Retail Units	2,805	—	12	17	**2,800**

*Includes 184 Locker Room by Lids in Macy's stores as of August 1, 2015.

Comparable Sales (including same store and comparable direct sales)

	Three Months Ended		Six Months Ended	
	August 1, 2015	August 2, 2014	**August 1, 2015**	August 2, 2014
Journeys Group	**4%**	5 %	**5%**	3 %
Schuh Group	**8%**	1 %	**6%**	— %
Lids Sports Group	**8%**	(2)%	**6%**	(1)%
Johnston & Murphy Group	**10%**	2 %	**6%**	1 %
Total Comparable Sales	**7%**	2 %	**6%**	1 %

Schedule B

Genesco Inc.

Adjustments to Reported Earnings from Continuing Operations

Three Months Ended August 1, 2015 and August 2, 2014

In Thousands (except per share amounts)	**Three Months July 2015**	**Impact on Diluted EPS**	Three Months July 2014	Impact on Diluted EPS
Earnings from continuing operations, as reported	**$ 7,593**	**$ 0.32**	$ 4,768	$ 0.2
Adjustments: (1)				
Impairment charges	**594**	**0.03**	260	0.01
Deferred payment - Schuh acquisition	**553**	**0.02**	2,227	0.09
Gain on lease termination	**—**	**—**	(113)	—
Other legal matters	**10**	**—**	386	0.02
Network intrusion expenses	**147**	**0.01**	360	0.02
Higher (lower) effective tax rate	**(417)**	**(0.02)**	129	—
Adjusted earnings from continuing operations (2)	**$ 8,480**	**$ 0.36**	$ 8,017	$ 0.34

(1) All adjustments are net of tax where applicable. The tax rate for the second quarter of Fiscal 2016 is 36.0% excluding a FIN 48 discrete item of less than $0.1 million. The tax rate for the second quarter of Fiscal 2015 is 37.9% excluding a FIN 48 discrete item of less than $0.1 million.

(2) EPS reflects 23.6 million share count for Fiscal 2016 and 2015, 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.

Exhibit 99.1

Schedule B

Genesco Inc.

Adjustments to Reported Operating Income

Three Months Ended August 1, 2015 and August 2, 2014

In Thousands	Three Months Ended August 1, 2015 Operating Income	Other Adj	Adj Operating Income
Journeys Group	**$ 9,228**	**$ —**	**$ 9,228**
Schuh Group*	**4,892**	**553**	**5,445**
Lids Sports Group	**5,593**	**—**	**5,593**
Johnston & Murphy Group	**846**	**—**	**846**
Licensed Brands	**1,158**	**—**	**1,158**
Corporate and Other	**(9,221)**	**1,173**	**(8,048)**
Total Operating Income	**$ 12,496**	**$ 1,726**	**$ 14,222**

*Schuh Group adjustments include $0.6 million in deferred purchase price payments.

In Thousands	Three Months Ended August 2, 2014 Operating Income	Other Adj	Adj Operating Income
Journeys Group	$ 6,820	$ —	$ 6,820
Schuh Group*	(197)	2,227	2,030
Lids Sports Group	8,474	—	8,474
Johnston & Murphy Group	(424)	—	(424)
Licensed Brands	1,873	—	1,873
Corporate and Other	(6,462)	1,422	(5,040)
Total Operating Income	$ 10,084	$ 3,649	$ 13,733

*Schuh Group adjustments include $2.2 million in deferred purchase price payments.

Schedule B

Genesco Inc.
Adjustments to Reported Earnings from Continuing Operations
Six Months Ended August 1, 2015 and August 2, 2014

In Thousands (except per share amounts)	**Six Months July 2015**	**Impact on Diluted EPS**	Six Months July 2014	Impact on Diluted EPS
Earnings from continuing operations, as reported	**$ 17,538**	**$ 0.74**	$ 18,866	$ 0.8
Adjustments: (1)				
Impairment charges	**1,081**	**0.05**	779	0.03
Deferred payment - Schuh acquisition	**1,490**	**0.06**	5,329	0.22
Gain on lease termination	—	—	(2,104)	(0.09)
Change in accounting for bonus awards	—	—	3,575	0.15
Other legal matters	**75**	—	399	0.02
Network intrusion expenses	**1,277**	**0.05**	1,121	0.05
Higher (lower) effective tax rate	**(812)**	**(0.03)**	(654)	(0.03)
Adjusted earnings from continuing operations (2)	**$ 20,649**	**$ 0.87**	$ 27,311	$ 1.15

(1) All adjustments are net of tax where applicable. The tax rate for the first six months of Fiscal 2016 is 36.3% excluding a FIN 48 discrete item of less than $0.1 million. The tax rate for the first six months of Fiscal 2015 is 37.3% excluding a FIN 48 discrete item of less than $0.1 million.

(2) EPS reflects 23.7 million share count for Fiscal 2016 and 2015, 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

Six Months Ended August 1, 2015 and August 2, 2014

	Six Months Ended August 1, 2015		
In Thousands	Operating Income	Other Adj	Adj Operating Income
Journeys Group	$ 33,650	$ —	$ 33,650
Schuh Group*	2,231	1,490	3,721
Lids Sports Group	2,196	—	2,196
Johnston & Murphy Group	4,823	—	4,823
Licensed Brands	4,181	—	4,181
Corporate and Other	(18,331)	3,819	(14,512)
Total Operating Income	$ 28,750	$ 5,309	$ 34,059

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

	Six Months Ended August 2, 2014		
In Thousands	Operating Income	Bonus Adj and Other	Adj Operating Income
Journeys Group	$ 26,497	$ 4,919	$ 31,416
Schuh Group*	(5,338)	5,329	(9)
Lids Sports Group	16,611	—	16,611
Johnston & Murphy Group	4,072	25	4,097
Licensed Brands	5,394	—	5,394
Corporate and Other	(13,434)	1,046	(12,388)
Total Operating Income	$ 33,802	$ 11,319	$ 45,121

*Schuh Group adjustments include $5.3 million in deferred purchase price payments.

Schedule B

Genesco Inc.
Adjustments to Forecasted Earnings from Continuing Operations
Fiscal Year Ending January 30, 2016

In Thousands (except per share amounts)	High Guidance Fiscal 2016		Low Guidance Fiscal 2016	
Forecasted earnings from continuing operations	$ 106,464	$ 4.52	$ 103,789	$ 4.41
Adjustments: (1)				
Asset impairment and other charges	5,116	0.22	5,432	0.23
Deferred payment - Schuh acquisition	1,490	0.06	1,490	0.06
Adjusted forecasted earnings from continuing operations (2)	$ 113,070	$ 4.80	$ 110,711	$ 4.70

(1) All adjustments are net of tax where applicable. The forecasted tax rate for Fiscal 2016 is approximately 36.7% excluding a FIN 48 discrete item of $0.1 million.

(2) EPS reflects 23.5 million share count for Fiscal 2016 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.

Exhibit 99.2

GENESCO INC.
CHIEF FINANCIAL OFFICER'S COMMENTARY
FISCAL YEAR 2016
SECOND QUARTER ENDED AUGUST 1, 2015

Consolidated Results

Second Quarter

Sales

Second quarter net sales increased 7% to $656 million in Fiscal 2016 from $615 million in Fiscal 2015. 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, were as follows:

Comparable Sales

Same Store Sales:	**2nd Qtr** FY16	**2nd Qtr** FY15
Journeys Group	3%	5%
Schuh Group	7%	(1)%
Lids Sports Group	6%	(3)%
Johnston & Murphy Group	8%	2%
Total Genesco	5%	1%

Comparable Direct Sales:	**2nd Qtr** FY16	**2nd Qtr** FY15
Journeys Group	21%	31%
Schuh Group	20%	14%
Lids Sports Group	39%	10%
Johnston & Murphy Group	19%	2%
Total Genesco	26%	13%

Same Store and Comparable Direct Sales:	**2nd Qtr** FY16	**2nd Qtr** FY15
Journeys Group	4%	5%
Schuh Group	8%	1%
Lids Sports Group	8%	(2)%
Johnston & Murphy Group	10%	2%
Total Genesco	7%	2%

Through August 29, 2015, combined comparable sales for August increased 6%; same store sales increased 4% and direct sales increased 23% on a comparable basis.

Gross Margin

Second quarter gross margin was 48.8% this year compared with 49.0% last year, primarily reflecting lower gross margins in Lids Sports Group and to a lesser extent in Schuh Group.

SG&A

Selling and administrative expenses for the second quarter this year were 46.7% compared to 47.2% of sales last year. Included in expenses this quarter is $0.6 million, or $0.02 per diluted share, in expense related to deferred purchase price in the Schuh acquisition. A deferred purchase price cash payment of £15 million was paid in June 2014 and a deferred purchase price cash payment of £10 million was paid in June 2015. As we have discussed before, because of the retention feature, U.S. GAAP requires deferred purchase price payments to be expensed as compensation. Last year, expenses in the quarter included $2.2 million, or $0.09 per diluted share, of deferred purchase price. Excluding the deferred purchase price expense from both periods, SG&A as a percent of sales decreased to 46.7% from 46.8% 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.

Also included in last year's second quarter SG&A expense, but not eliminated from the adjusted expense, is $3.2 million, or $0.11 per diluted share, related to a contingent bonus payment provided for in the Schuh acquisition. The purchase agreement called for a total payment of up to £28 million including payroll taxes to Schuh employees payable in Fiscal 2016 if they achieved certain earnings targets above the planned earnings on which we based our acquisition valuation. The final contingent bonus accrual was made in the fourth quarter of Fiscal 2015 and there will be no P&L expense related to it in the current year. We did pay out the total long-term incentive earned in full during the second quarter this year, given Schuh's outperformance to expectations since the acquisition.

Asset Impairment and Other Items

The asset impairment and other charge of $1.2 million for the second quarter of Fiscal 2016 included asset impairments of $1.0 million and network intrusion expenses of $0.2 million. Last year's second quarter asset impairment and other charge of $1.4 million included network intrusion expenses of $0.6 million, asset impairments of $0.4 million and $0.6 million for other legal matters, partially offset by a $0.2 million gain for a lease termination. The asset impairment and other charge and the deferred purchase price expense are collectively referred to as "Excluded Items" in the discussion below.

Operating Income

Genesco's operating income for the second quarter was $12.5 million this year compared with $10.1 million last year. Adjusted for the Excluded Items in both periods, operating income was $14.2 million for the second quarter this year versus $13.7 million last year. Adjusted operating margin was 2.2% of sales in the second quarter this year and 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 $0.9 million, compared with $0.8 million for the same period last year.

<u>Pretax Earnings</u>

Pretax earnings for the quarter were $11.6 million this year and $9.3 million last year. Adjusted for the Excluded Items in both years, pretax earnings for the quarter were $13.3 million this year compared to $13.0 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.

<u>Taxes</u>

The effective tax rate for the quarter was 34.4% this year compared to 48.7% last year. The adjusted tax rate, reflecting the exclusion of the Excluded Items, was 36.2% this year compared to 38.1% last year. This year's lower tax rates reflect expectations of increased earnings in lower tax jurisdictions driven by expectations of increased earnings at Schuh due to no contingent bonus accruals and reduced deferred purchase price expense this year versus last year. In addition, the adjusted tax rate in Fiscal 2015 excluded tax related to the Alternative Minimum Tax for prior years in Puerto Rico, which increased the effective tax rate on a GAAP basis in the second quarter last year.

<u>Earnings From Continuing Operations After Taxes</u>

Earnings from continuing operations were $7.6 million, or $0.32 per diluted share, in the second quarter this year, compared to earnings of $4.8 million, or $0.20 per diluted share, in the second quarter last year. Adjusted for the Excluded Items in both periods, second quarter earnings from continuing operations were $8.5 million, or $0.36 per diluted share this year, compared with $8.0 million, or $0.34 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.

Segment Results

<u>Lids Sports Group</u>

Lids Sports Group's sales for the second quarter increased 11.5% to $222 million from $199 million last year.

Comparable sales, including both same store and comparable direct sales, increased 8% this year compared to a 2% decrease last year. Same store sales for the quarter increased 6% this year compared to a 3% decrease last year. Comparable direct sales increased 39% compared to 10% last year. Through August 29, 2015, combined comparable sales for August increased 5%; same store sales increased 3%; and e-commerce sales increased 39%.

The Group's gross margin as a percent of sales decreased 210 basis points due primarily to changes in sales mix, increased shipping and warehouse expense, and increased promotional activity. SG&A expense as a percent of sales decreased 40 basis points, due primarily to positive leverage from positive comparable sales with a decrease in occupancy expense as a percentage of sales.

The Group's operating income for the second quarter was $5.6 million, or 2.5% of sales, down from $8.5 million, or 4.3% of sales, last year.

Journeys Group

Journeys Group's sales for the quarter increased 4.4% to $247 million from $237 million last year.

Combined comparable sales increased 4% this year compared with 5% last year. Same store sales for the Group were up 3%, compared with 5% last year; comparable direct sales increased 21% this year and 31% last year. Through August 29, 2015, combined comparable sales for August increased 6%; same store sales increased 6%; and comparable direct sales increased 21%.

Gross margin for the Journeys Group increased 100 basis points. The increase was primarily due to decreased markdowns and changes in sales mix, slightly offset by increased shipping and warehouse expenses.

The Journeys Group's SG&A expense increased 20 basis points as a percent of sales for the second quarter, reflecting increased store related expenses, with increases in rent and selling salaries.

The Journeys Group's operating income for the quarter was $9.2 million, or 3.7% of sales, compared to $6.8 million, or 2.9% of sales, last year.

Schuh Group

Schuh Group's sales in the second quarter were $103 million, compared to $100 million last year, an increase of 3.4%. Total comparable sales increased 8% compared to 1% last year. Same store sales on a constant dollar basis increased 7% in the quarter compared to a 1% decrease last year; direct sales increased 20% compared to 14% last year. Schuh Group sales increased in the second quarter this year as a result of the increased comparable sales and increased non-comparable sales, despite a $10.5 million decrease in sales resulting from declines in exchange rates in the second quarter this year compared to the same period last year. Through August 29, 2015, total comparable sales for August increased 4%; same store sales increased 3%; and comparable direct sales increased 13%.

Schuh Group's gross margin was down 30 basis points in the quarter due primarily to changes in sales mix and increased shipping and warehouse expenses. Schuh Group's adjusted SG&A expense decreased 350 basis points due primarily to not having a contingent bonus accrual in the second quarter this year compared to a $3.2 million accrual for the same period last year.

Schuh Group's adjusted operating income for the quarter was $5.4 million, or 5.3% of sales compared with $2.0 million, or 2.0% of sales 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.

Johnston & Murphy Group

Johnston & Murphy Group's second quarter sales increased 10.6%, to $61 million, compared to $55 million in the second quarter last year.

Johnston & Murphy wholesale sales increased 5% for the quarter. Combined comparable sales increased 10% compared to 2% last year. Same store sales increased 8% this year compared to 2% last year; direct sales increased 19% compared to 2% last year. Through August 29, 2015, combined comparable sales for August increased 3%; same store sales increased 1%; and e-commerce and catalog sales increased 16%.

Johnston & Murphy's gross margin for the Group increased 10 basis points in the quarter primarily due to changes in sales mix. SG&A expense as a percent of sales decreased 210 basis points, due primarily to decreased advertising and bad debt expenses.

The Group's operating income was $0.8 million or 1.4% of sales, compared to a loss of ($0.4) million, or (0.8%) of sales last year.

Licensed Brands

Licensed Brands' sales decreased 9.7% to $22 million in the second quarter this year, compared to $24 million in the second quarter last year. Gross margin was up 100 basis points, due primarily to changes in product mix and decreased promotional activity.

SG&A expense as a percent of sales was up 350 basis points primarily due to start-up costs related to the launch of the Bass Footwear License and increased advertising and compensation expenses as a percentage of sales.

Operating income for the quarter was $1.2 million or 5.3% of sales, compared with $1.9 million, or 7.7% of sales, last year.

Corporate

Corporate expenses were $9.2 million or 1.4% of sales, compared with $6.5 million or 1.0% of sales last year. Adjusted for the applicable Excluded Items, corporate expenses were $8.0 million this year compared to $5.0 million last year, primarily due to a reversal of bonus expense in the second quarter last year, exchange loss and increased professional fee and compensation. 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 second quarter was $49 million compared with $59 million last year. We ended the quarter with $72 million in U.K. debt, compared with $55 million in U.K. debt last year. There were $41 million in US revolver borrowings for the second quarter this year compared to $21 million for the second quarter last year.

We repurchased 424,284 shares during the second quarter this year for a cost of about $27.5 million at an average price of $64.75. We currently have $33 million remaining in the most recent buyback authorization.

Inventory

Inventories increased 10% in the second quarter on a year-over-year basis. Retail inventory per square foot increased 6%.

Equity

Equity was $996 million at quarter-end, compared with $945 million last year.

Capital Expenditures and Store Count

For the second quarter, capital expenditures were $22 million and depreciation and amortization was $19 million. During the quarter, we opened 12 new stores and closed 17 stores. Excluding Locker Room by Lids in Macy's stores, we ended the quarter with 2,616 stores compared with 2,579 stores at the end of the second quarter last year, or an increase of 1%. Square footage increased 4% on a year-over-year basis, including the Macy's locations and 2% excluding them. The store count as of August 1, 2015 included:

Lids stores (including 114 stores in Canada)	927
Lids Locker Room Stores (including 39 stores in Canada)	204
Lids Clubhouse stores	29
Journeys stores (including 35 stores in Canada)	834
Journeys Kidz stores	189
Shï by Journeys stores	46
Underground by Journeys stores	102
Schuh Stores	113
Johnston & Murphy Stores and Factory stores (including 7 stores in Canada)	172
Total Stores	**2,616**
Locker Room by Lids in Macy's stores	184
Total Stores and Macy's Locations	**2,800**

For Fiscal 2016, we are forecasting capital expenditures in the range of $110 to $120 million and depreciation and amortization of about $80 million. Projected square footage growth is expected to be approximately 2% for Fiscal 2016. Our current store openings and closing plans by chain are as follows:

	Actual Jan 2015	Projected New	Projected Conversions	Projected Closings	Projected Jan 2016
Journeys Group	**1,182**	**40**		**(27)**	**1,195**
Journeys stores (U.S.)	799	15		(7)	807
Journeys stores (Canada)	35	5		0	40
Journeys Kidz stores	189	20		(5)	204
Shï by Journeys	49	0		(3)	46
Underground by Journeys	110	0		(12)	98
Johnston & Murphy Group	**170**	**8**		**(5)**	**173**
Schuh Group	**108**	**18**		**(3)**	**123**
Lids Sports Group	**1,364**	**26**	**0**	**(34)**	**1,356**
Lids hat stores (U.S.)	815	15	1	(12)	819
Lids hat stores (Canada)	117	5	(2)	(3)	117
Lids Locker Room, Locker Room by Lids in Macy's stores & Lids Clubhouse	432	6	1	(19)	420
Total Stores	**2,824**	**92**	**0**	**(69)**	**2,847**

Comparable Sales Assumptions in Fiscal 2016 Guidance

Our guidance for Fiscal 2016 assumes comparable sales (including both same store sales and comparable direct sales) for each retail segment by quarter as follows:

	Actual		Guidance		
	Q1	**Q2**	**Q3**	**Q4**	**FY16**
Journeys Group	5%	4%	5 - 6%	4 - 5%	4 - 5%
Lids Sports Group	3%	8%	4 - 5%	3 - 4%	4 - 5%
Schuh Group	4%	8%	2 - 3%	1 - 2%	3 - 4%
Johnston & Murphy Group	3%	10%	2 - 3%	2 - 3%	3 - 4%
Total Genesco	**4%**	**7%**	**4 - 5%**	**3 - 4%**	**4 - 5%**

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 reflected in forward-looking statements, including the timing, costs and effectiveness of our initiatives to improve performance in the Lids Sports Group; the timing and amount of non-cash asset impairments related to retail store fixed assets or to intangible assets of acquired businesses; the effectiveness of our omnichannel initiatives; weakness in the consumer economy; competition in the Company's markets; inability of customers to obtain credit; fashion trends that affect the sales or product margins of the Company's retail product offerings; changes in buying patterns by significant wholesale customers; bankruptcies or deterioration in financial condition of significant wholesale customers; 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 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 business. 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; 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.