UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 8, 2013 (March 8, 2013)

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 March 8, 2013, Genesco Inc. issued a press release announcing results of operations for the fiscal fourth quarter and fiscal year ended February 2, 2013. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On March 8, 2013, Genesco Inc. also posted on its website, www.genesco.com, commentary by its chief financial officer on the quarterly and annual results. A copy of the commentary is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

In addition to disclosing financial results calculated in accordance with United States generally accepted accounting principles (GAAP), the press release and commentary furnished herewith contain non-GAAP financial measures, including adjusted selling, general and administrative expense, operating earnings, pretax earnings, earnings from continuing operations and earnings per share from continuing operations, as discussed in the text of the release and commentary and as detailed on the reconciliation schedule attached to the press release and commentary. For consistency and ease of comparison with Fiscal 2013's previously announced earnings expectations and the adjusted results for the prior period announced last year, neither of which reflected the adjustments, the Company believes that disclosure of the non-GAAP expense and earnings measures will be useful to investors.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit Number	**Description**
99.1	Press Release dated March 8, 2013, issued by Genesco Inc.
99.2	Genesco Inc. Fourth Fiscal Quarter Ended February 2, 2013 Chief Financial Officer's Commentary

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENESCO INC.

Date: March 8, 2013	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 March 8, 2013
99.2	Genesco Inc. Fourth Fiscal Quarter Ended February 2, 2013 Chief Financial Officer’s Commentary

Exhibit 99.1

Financial Contact: ***James S. Gulmi (615) 367-8325***
Media Contact: ***Claire S. McCall (615) 367-8283***

GENESCO REPORTS FOURTH QUARTER, FISCAL 2013 RESULTS

--Fourth Quarter Net Sales Increased 10%--

NASHVILLE, Tenn., March 8, 2013 --- Genesco Inc. (NYSE:GCO) today reported earnings from continuing operations for the 14-week period ended February 2, 2013, of $38.7 million, or $1.63 per diluted share, compared to earnings from continuing operations of $41.5 million, or $1.72 per diluted share, for the 13-week period ended January 28, 2012. Fiscal 2013 fourth quarter results reflect expenses of $19.3 million, or $0.53 per share after tax, including $15.4 million of expenses related to the 2010 network intrusion; $3.2 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 $0.7 million in asset impairment charges; and a higher effective tax rate related to the nondeductibility of the Schuh deferred purchase price expenses. Fiscal 2012 fourth quarter results reflect expenses of $3.7 million, or $0.25 per share after tax, primarily including deferred purchase price expenses and asset impairments, other legal matters and acquisition expenses.

Adjusted for the items described above in both periods, earnings from continuing operations were $51.4 million, or $2.16 per diluted share, for the fourth quarter of Fiscal 2013, compared to earnings from continuing operations of $47.5 million, or $1.97 per diluted share, for the fourth quarter of Fiscal 2012. For consistency with Fiscal 2013'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. Additionally, the Company believes that the presentation of earnings from continuing operations before the compensation expense associated with the Schuh deferred purchase price will enable investors to understand the effect attributable to incorporating a continuing employment condition into the obligation to pay deferred purchase price. 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 14-week fourth quarter of Fiscal 2013 increased 10% to $797 million from $723 million in the 13-week fourth quarter of Fiscal 2012, with the extra week accounting for approximately half the increase. Consolidated fourth quarter 2013 comparable sales, including same store sales and comparable e-commerce and catalog sales, decreased 2% on a 14-week basis, with a 1% decrease in the Journeys Group, a 10% decrease in the Lids Sports Group, a 7% increase in the Schuh Group, and a 2% increase in the Johnston & Murphy Group.

The Company also reported earnings from continuing operations for the 53-week period ended February 2, 2013, of $111.0 million, or $4.62 per diluted share, compared to earnings from continuing operations of $83.0 million, or $3.48 per diluted share, for the 52-week period ended January 28, 2012. Fiscal 2013 earnings reflect after-tax charges of $0.44 per diluted share, including network intrusion-related expenses, compensation expense associated with the Schuh deferred purchase price, asset impairments, and other legal matters, and a higher effective tax rate. Fiscal 2012 earnings reflected after-tax charges of $0.61 per diluted share, including compensation expense associated with the Schuh deferred purchase price, acquisition expenses, asset impairments, other legal matters, and network intrusion-related expenses.

Adjusted for the listed items in both years, earnings from continuing operations were $121.8 million, or $5.06 per diluted share, for Fiscal 2013, compared to earnings from continuing operations of $97.5 million, or $4.09 per diluted share, for Fiscal 2012. For consistency with previously announced earnings expectations, which did not reflect the listed items, the Company believes that disclosure of earnings from continuing operations adjusted for those items will be useful to investors. A reconciliation of the adjusted financial measures to their corresponding measures as reported pursuant to U.S. Generally Accepted Accounting Principles is included in Schedule B to this press release. Net sales for Fiscal 2013 increased 14% to $2.60 billion from $2.29 billion in Fiscal 2012.

Robert J. Dennis, chairman, president and chief executive officer of Genesco, said, “Fiscal 2013 was another solid year for Genesco, highlighted by annual sales and adjusted earnings per share increases of 14% and 24%, respectively. We believe that the strong earnings performance in a year characterized by challenges in our markets and in the broader economy demonstrates the resiliency of our business model.”

“Fiscal 2014 has started off somewhat slowly, with February consolidated comparable sales down 9%. We believe that most of the negative factors we have identified in our recent performance, including a delay in initial federal tax refunds and the timing of new product deliveries versus a year ago, are temporary. Comparable sales improved in the course of February, but we remain cautious in our near-term outlook given continuing uncertainty in the economy and in some of our markets and the relatively strong prior year comparisons we face in the first half of this year.

“Based on current visibility, we expect adjusted Fiscal 2014 diluted earnings per share to be in the range of $5.57 to $5.67, which represents a 10% to 12% increase over fiscal 2013's adjusted earnings per share of $5.06. Consistent with previous guidance, these expectations do not include expected non-cash asset impairments and other charges, which are estimated in the range of $3.0 million to $4.0 million pretax, or $0.08 to $0.11 per share, after tax, in Fiscal 2014. They also do not reflect compensation expense associated with the Schuh deferred purchase price as described above, which are currently estimated at approximately $11.6 million, or $0.49 per diluted share, for the full year. This guidance assumes comparable sales increases in the low single digit range for the full fiscal year.” A reconciliation of the adjusted financial measures cited in the guidance to their corresponding measures as reported pursuant to U.S. Generally Accepted Accounting Principles is included in Schedule B to this press release.

Dennis concluded, “We enter the new year focused on continuing to navigate successfully through the short-term headwinds while executing our long-term growth strategies.”

Conference Call and Management Commentary

The Company has posted detailed financial commentary in writing on its website, www.genesco.com, in the investor relations section. The Company's live conference call on March 8, 2013 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 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 amount of required accruals related to the earn-out bonus potentially payable to Schuh management based on the achievement of certain performance objectives; the timing and amount of non-cash asset impairments related to retail store fixed assets or to intangible assets of acquired businesses; 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; and changes in the timing of holidays or in the onset of seasonal weather affecting period-to-period sales comparisons. 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 maintain reductions in occupancy costs achieved in recent lease negotiations, 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 outcome of litigation, investigations and environmental matters involving the Company. Additional factors are cited in the "Risk Factors," "Legal Proceedings" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of, and elsewhere in, our SEC filings, copies of which may be obtained from the SEC website, www.sec.gov, or by contacting the investor relations department of Genesco via our website, www.genesco.com. Many of the factors that will determine the outcome of the subject matter of this release are beyond Genesco's ability to control or predict. Genesco undertakes no obligation to release publicly the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Forward-looking statements reflect the expectations of the Company at the time they are made. The Company disclaims any obligation to update such statements.

About Genesco Inc.

Genesco Inc., a Nashville-based specialty retailer, sells footwear, headwear, sports apparel and accessories in more than 2,455 retail stores throughout the U.S., Canada, the United Kingdom and the Republic of Ireland, principally under the names Journeys, Journeys Kidz, Shi by Journeys, Underground by Journeys, Schuh, Lids, Lids Locker Room, Johnston & Murphy, and on internet websites www.journeys.com, www.journeyskidz.com, www.shibyjourneys.com, www.undergroundbyjourneys.com, www.schuh.co.uk, www.johnstonmurphy.com, www.lids.com, www.lids.ca, www.lidslockerroom.com, www.lidsteamsports.com, www.lidsclubhouse.com , www.suregripfootwear.com and www.dockersshoes.com. The Company's Lids Sports Group division operates the Lids headwear stores and the lids.com website, the Lids Locker Room 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 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

	Fourth Quarter*		Fiscal Year Ended*	
	February 2,	January 28,	**February 2,**	January 28,
In Thousands	**2013**	2012**	**2013**	2012**
Net sales	**$ 796,693**	$ 723,369	**$ 2,604,817**	$ 2,291,987
Cost of sales	**412,380**	368,677	**1,306,470**	1,144,281
Selling and administrative expenses***	**305,542**	283,169	**1,113,340**	1,001,159
Asset impairments and other, net	**16,141**	741	**17,037**	2,677
Earnings from operations***	**62,630**	70,782	**167,970**	143,870
Interest expense, net	**1,406**	1,628	**5,031**	5,092
Earnings from continuing operations before income taxes	**61,224**	69,154	**162,939**	138,778
Income tax expense	**22,547**	27,656	**51,941**	55,794
Earnings from continuing operations	**38,677**	41,498	**110,998**	82,984
Provision for discontinued operations	**(150)**	(28)	**(462)**	(1,025)
Net Earnings	**$ 38,527**	$ 41,470	**$ 110,536**	$ 81,959

*Fourth quarter for the 14-week period ended February 2, 2013 and 13-week period ended January 28, 2012. Fiscal 2013 for the 53-week period ended February 2, 2013 and Fiscal 2012 for the 52-week period ended January 28, 2012.
**Certain shipping and warehouse expenses have been reclassed from selling and administrative expenses to cost of sales in Fiscal 2012 to conform to the current year presentation.
***Includes $3.2 million and $12.1 million, respectively, in deferred payments related to the Schuh acquisition for the fourth quarter and fiscal year ended February 2, 2013. Includes $3.0 million and $13.9 million, respectively, of deferred payments related to the Schuh acquisition and acquisition related expenses for the fourth quarter and fiscal year ended January 28, 2012.

Earnings Per Share Information

	Fourth Quarter		Fiscal Year Ended	
	February 2,	January 28,	**February 2,**	January 28,
In Thousands (except per share amounts)	**2013**	2012	**2013**	2012
Preferred dividend requirements	**$ 33**	$ 46	**$ 147**	$ 193
Average common shares - Basic EPS	**23,377**	23,462	**23,584**	23,234
Basic earnings per share:				
From continuing operations	**$ 1.65**	$ 1.77	**$ 4.70**	$ 3.56
Net earnings	**$ 1.65**	$ 1.77	**$ 4.68**	$ 3.52
Average common and common equivalent shares - Diluted EPS	**23,787**	24,095	**24,037**	23,848
Diluted earnings per share:				
From continuing operations	**$ 1.63**	$ 1.72	**$ 4.62**	$ 3.48
Net earnings	**$ 1.62**	$ 1.72	**$ 4.60**	$ 3.43

GENESCO INC.

Consolidated Earnings Summary

In Thousands	Fourth Quarter February 2, 2013	Fourth Quarter January 28, 2012	Fiscal Year Ended February 2, 2013	Fiscal Year Ended January 28, 2012
Sales:				
Journeys Group	**$ 337,493**	$ 316,748	**$ 1,111,490**	$ 1,020,116
Schuh Group	**126,762**	100,077	**370,480**	212,262
Lids Sports Group	**240,503**	226,578	**791,255**	759,324
Johnston & Murphy Group	**69,089**	59,957	**221,860**	201,725
Licensed Brands	**22,526**	19,717	**108,498**	97,444
Corporate and Other	**320**	292	**1,234**	1,116
Net Sales	**$ 796,693**	$ 723,369	**$ 2,604,817**	$ 2,291,987
Operating Income (Loss):				
Journeys Group	**$ 42,509**	$ 40,631	**$ 106,929**	$ 82,452
Schuh Group (1)	**8,662**	7,371	**7,875**	11,711
Lids Sports Group	**27,482**	31,347	**85,794**	82,349
Johnston & Murphy Group	**6,756**	5,653	**15,737**	13,682
Licensed Brands	**1,548**	1,458	**10,064**	9,456
Corporate and Other (2)	**(24,327)**	(15,678)	**(58,429)**	(55,780)
Earnings from operations	**62,630**	70,782	**167,970**	143,870
Interest, net	**1,406**	1,628	**5,031**	5,092
Earnings from continuing operations before income taxes	**61,224**	69,154	**162,939**	138,778
Income tax expense	**22,547**	27,656	**51,941**	55,794
Earnings from continuing operations	**38,677**	41,498	**110,998**	82,984
Provision for discontinued operations	**(150)**	(28)	**(462)**	(1,025)
Net Earnings	**$ 38,527**	$ 41,470	**$ 110,536**	$ 81,959

(1)Includes $3.2 million and $12.1 million in deferred payments related to the Schuh acquisition in the fourth quarter and fiscal year ended February 2, 2013, respectively, and $2.9 million and $7.2 million for the fourth quarter and fiscal year ended January 28, 2012, respectively.

(2)Includes a $16.1 million charge in the fourth quarter of Fiscal 2013 which includes $15.4 million for network intrusion expenses and $0.7 million for asset impairments; and includes a $17.0 million charge in Fiscal 2013 which includes $15.5 million for network intrusion expenses, $1.4 million for asset impairments and $0.1 million for other legal matters. Includes a $0.8 million charge in the fourth quarter of Fiscal 2012 which includes $0.6 million for other legal matters and $0.2 million for network intrusion expenses; and includes $2.7 million of other charges in Fiscal 2012 which includes $1.1 million for asset impairments, $0.7 million for network intrusion expenses and $0.9 million for other legal matters. The fourth quarter and year of Fiscal 2012 also included $0.1 million and $6.7 million, respectively, of acquisition related expenses.

GENESCO INC.

Consolidated Balance Sheet

In Thousands		**February 2, 2013**		January 28, 2012
Assets				
Cash and cash equivalents	**$**	**59,795**	$	53,790
Accounts receivable		**48,214**		43,713
Inventories		**505,344**		435,113
Other current assets		**68,918**		62,696
Total current assets		**682,271**		595,312
Property and equipment		**241,669**		227,689
Other non-current assets		**409,437**		414,264
Total Assets	**$**	**1,333,377**	$	1,237,265
Liabilities and Equity				
Accounts payable	**$**	**118,350**	$	138,938
Current portion long-term debt		**5,675**		8,773
Other current liabilities		**152,672**		156,751
Total current liabilities		**276,697**		304,462
Long-term debt		**45,007**		31,931
Other long-term liabilities		**201,155**		183,262
Equity		**810,518**		717,610
Total Liabilities and Equity	**$**	**1,333,377**	$	1,237,265

GENESCO INC.

Retail Units Operated - Twelve Months Ended February 2, 2013

	Balance 1/29/2011	**Acquisi-tions**	**Open**	**Close**	**Balance 1/28/2012**	**Acquisi-tions**	**Open**	**Close**	**Balance 2/2/2013**
Journeys Group	1,168	—	18	32	1,154	—	32	29	**1,157**
Journeys	813	—	14	15	812	—	22	14	**820**
Underground by Journeys	151	—	—	14	137	—	—	7	**130**
Journeys Kidz	149	—	4	1	152	—	9	5	**156**
Shi by Journeys	55	—	—	2	53	—	1	3	**51**
Schuh Group	—	75	6	3	78	—	16	2	**92**
Schuh UK	—	51	6	1	56	—	15	1	**70**
Schuh ROI	—	8	—	—	8	—	1	—	**9**
Schuh Concessions	—	16	—	2	14	—	—	1	**13**
Lids Sports Group	985	10	40	33	1,002	33	47	29	**1,053**
Johnston & Murphy Group	156	—	6	9	153	—	9	5	**157**
Shops	111	—	1	9	103	—	4	5	**102**
Factory Outlets	45	—	5	—	50	—	5	—	**55**
Total Retail Units	2,309	85	70	77	2,387	33	104	65	**2,459**

Retail Units Operated - Three Months Ended February 2, 2013

	Balance 10/27/2012	**Acquisi-tions**	**Open**	**Close**	**Balance 2/2/2013**
Journeys Group	1,157	—	9	9	**1,157**
Journeys	818	—	6	4	**820**
Underground by Journeys	133	—	—	3	**130**
Journeys Kidz	155	—	3	2	**156**
Shi by Journeys	51	—	—	—	**51**
Schuh Group	88	—	4	—	**92**
Schuh UK	66	—	4	—	**70**
Schuh ROI	9	—	—	—	**9**
Schuh Concessions	13	—	—	—	**13**
Lids Sports Group	1,047	13	6	13	**1,053**
Johnston & Murphy Group	156	—	4	3	**157**
Shops	104	—	1	3	**102**
Factory Outlets	52	—	3	—	**55**
Total Retail Units	2,448	13	23	25	**2,459**

Comparable Sales (including same store and comparable direct sales)

	Fourth Quarter Ended		Fiscal Year Ended	
	February 2, 2013	January 28, 2012	**February 2, 2013**	January 28, 2012
Journeys Group	**(1)%**	12%	**6 %**	14%
Schuh Group	**7 %**	—	**8 %**	—
Lids Sports Group	**(10)%**	12%	**(3)%**	12%
Johnston & Murphy Group	**2 %**	9%	**4 %**	11%
Total Comparable Sales	**(2)%**	11%	**3 %**	13%

Schedule B

Genesco Inc.

Adjustments to Reported Earnings from Continuing Operations

Fourth Quarter Ended February 2, 2013 and January 28, 2012

In Thousands (except per share amounts)	**Fourth Quarter Jan 2013**	**Impact on Diluted EPS**	Fourth Quarter Jan 2012	Impact on Diluted EPS
Earnings from continuing operations, as reported	**$ 38,677**	**$ 1.63**	$ 41,498	$ 1.72
Adjustments: (1)				
Impairment charges	**431**	**0.02**	32	—
Acquisition expenses	**—**	**—**	142	0.01
Deferred payment - Schuh acquisition	**3,216**	**0.13**	2,917	0.12
Other legal matters	**—**	**—**	387	0.02
Network intrusion expenses	**9,831**	**0.41**	86	—
Higher (lower) effective tax rate	**(775)**	**(0.03)**	2,391	0.1
Adjusted earnings from continuing operations (2)	**$ 51,380**	**$ 2.16**	$ 47,453	$ 1.97

(1) All adjustments are net of tax where applicable. The tax rate for the fourth quarter of Fiscal 2013 is 36.2% excluding a FIN 48 discrete item of $0.1 million. The tax rate for the fourth quarter of Fiscal 2012 is 34.8% excluding a FIN 48 discrete item of $0.1 million.

(2) EPS reflects 23.8 million and 24.1 million share count for Fiscal 2013 and 2012, respectively, 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.

Schuh Group

Adjustments to Reported Operating Income

Fourth Quarter Ended February 2, 2013 and January 28, 2012

In Thousands	**Fourth Qtr Jan 2013**	Fourth Qtr Jan 2012
Operating income	**$ 8,662**	$ 7,371
Adjustments:		
Deferred payment - Schuh acquisition	**3,216**	2,917
Adjusted operating income	**$ 11,878**	$ 10,288

Schedule B

Genesco Inc.

Adjustments to Reported Earnings from Continuing Operations

Fiscal Years Ended February 2, 2013 and January 28, 2012

In Thousands (except per share amounts)	**Fiscal Year Jan 2013**	**Impact on Diluted EPS**	Fiscal Year Jan 2012	Impact on Diluted EPS
Earnings from continuing operations, as reported	**$ 110,998**	**$ 4.62**	$ 82,984	$ 3.48
Adjustments: (1)				
Impairment charges	**887**	**0.04**	706	0.03
Acquisition expenses	**—**	**—**	5,770	0.24
Deferred payment - Schuh acquisition	**12,070**	**0.50**	7,218	0.30
Other legal matters	**46**	**—**	567	0.02
Network intrusion expenses	**9,896**	**0.41**	415	0.02
Higher effective tax rate (2)	**(12,122)**	**(0.51)**	(160)	—
Adjusted earnings from continuing operations (3)	**$ 121,775**	**$ 5.06**	$ 97,500	$ 4.09

(1) All adjustments are net of tax where applicable. The tax rate for Fiscal 2013 is 36.4% excluding a FIN 48 discrete item of $0.3 million. The tax rate for Fiscal 2012 is 36.95% excluding a FIN 48 discrete item of $0.4 million.

(2) Includes a net benefit of $9.3 million recognized in the third quarter of Fiscal 2013 in connection with the resolution of various previously uncertain tax positions.

(3) EPS reflects 24.0 million and 23.8 million share count for Fiscal 2013 and 2012, respectively, 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.

Schuh Group

Adjustments to Reported Operating Income

Fiscal Years Ended February 2, 2013 and January 28, 2012

In Thousands	**Fiscal Year Jan 2013**	Fiscal Year Jan 2012
Operating income	**$ 7,875**	$ 11,711
Adjustments:		
Deferred payment - Schuh acquisition	**12,070**	7,218
Adjusted operating income	**$ 19,945**	$ 18,929

Schedule B

Genesco Inc.
Adjustments to Forecasted Earnings from Continuing Operations
Fiscal Year Ending February 1, 2014

In Thousands (except per share amounts)	High Guidance Fiscal 2014		Low Guidance Fiscal 2014	
Forecasted earnings from continuing operations	$ 121,299	$ 5.10	$ 118,921	$ 5.00
Adjustments: (1)				
Impairment	1,899	0.08	1,899	0.08
Deferred payment - Schuh acquisition	11,554	0.49	11,554	0.49
Adjusted forecasted earnings from continuing operations (2)	$ 134,752	$ 5.67	$ 132,374	$ 5.57

(1) All adjustments are net of tax where applicable. The forecasted tax rate for Fiscal 2014 is approximately 37% excluding a FIN 48 discrete item of $0.2 million.

(2) EPS reflects 23.8 million share count for Fiscal 2014 which includes common stock equivalents.

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

GENESCO INC.
CHIEF FINANCIAL OFFICER'S COMMENTARY
FISCAL YEAR 2013
FOURTH QUARTER ENDED FEBRUARY 2, 2013

Consolidated Results

Fourth Quarter

Sales

Fiscal 2013 fourth quarter net sales increased 10% to $797 million from $723 million in the fourth quarter of Fiscal 2012. 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 Store Sales

	4th Qtr	4th Qtr		
Same Store Sales:	FY13	FY12	FY13	FY12
Journeys Group	(1)%	12 %	6 %	14%
Schuh Group*	5 %	na	7 %	na
Lids Sports Group	(12)%	13 %	(4)%	12%
Johnston & Murphy Group	0 %	8 %	3 %	10%
Total Genesco	(4)%	12 %	3 %	13%
*Partial year				

	4th Qtr	4th Qtr		
Comparable Direct Sales:	FY13	FY12	FY13	FY12
Journeys Group	14 %	14 %	8 %	28%
Schuh Group*	17 %	na	13 %	na
Lids Sports Group	27 %	(8)%	9 %	11%
Johnston & Murphy Group	10 %	12 %	13 %	16%
Total Genesco	17 %	4 %	11 %	17%
*Partial year				

	4th Qtr	4th Qtr		
Same Store and Comparable Direct Sales:	FY13	FY12	FY13	FY12
Journeys Group	(1)%	12 %	6 %	14%
Schuh Group*	7 %	na	8 %	na
Lids Sports Group	(10)%	12 %	(3)%	12%
Johnston & Murphy Group	2 %	9 %	4 %	11%
Total Genesco	(2)%	11 %	3 %	13%
*Partial year				

February same store sales decreased -10% and direct sales increased 9% on a comparable basis. Comparable sales, including both same store sales and comparable direct sales, decreased -9%.

Gross Margin

Fourth quarter gross margin was 48.2% this year compared with 49.0% last year, reflecting lower gross margins at retail, driven by heavier promotions at Lids and changes in sales mix in other divisions.

SG&A

Selling and administrative expense for the fourth quarter decreased to 38.4% of sales from 39.1% for the same period last year, reflecting primarily lower incentive compensation accruals this year compared with last year's fourth quarter. Included in expenses this quarter is $3.2 million, or $0.14 per diluted share, in expense related to deferred purchase price in the Schuh acquisition. The deferred purchase price payments, totaling £25 million, are due in June 2014 and 2015 if the payees remain employed until the payment dates. As we have discussed before, because of the retention feature, U.S. GAAP requires these deferred purchase price payments to be expensed as compensation. This is a non-cash expense until the payment conditions are satisfied. Last year, expenses in the quarter included $2.9 million or $0.12 per diluted share of deferred purchase price and $0.1 million in acquisition expenses. Excluding these items from both periods, SG&A as a percent of sales fell to 37.9% from 38.7% last year, or an 80 basis point improvement. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is provided in the schedule at the end of this document.

Also included in fourth quarter SG&A expense, but not eliminated from the adjusted expense, is $6.3 million, or $0.20 per diluted share, this year and $2.9 million, or $0.09 per diluted share, last year related to a contingent bonus payment provided for in the Schuh acquisition. The purchase agreement calls for a total payment of up to £25 million to members of the Schuh management group payable in Fiscal 2016 if they have achieved certain earnings targets above the planned earnings on which we based our acquisition valuation. As we have discussed previously, there will be quarterly accruals for a portion of this payment, reflecting an estimate of the probability, based on Schuh's performance, that it will be earned.

Asset Impairment and Other

Asset impairment and other charges for the fourth quarter of Fiscal 2013 include expenses of $15.4 million related to assessments by the major payment card companies in connection with the criminal intrusion into the portion of the Company's computer network that processes payment card transactions in some of our retail stores announced in December 2010. As we indicated in our January 15, 2013 press release, payment card receivables due to the Company have been withheld to satisfy the assessments. The Company intends to contest these actions vigorously, and has recently filed suit against one of the card companies to recover the withheld payment card receivables related to its assessments. Last year's fourth quarter included a $0.2 million charge for network intrusion expenses.

Additionally, asset impairment and other charges for the fourth quarter of Fiscal 2013 include asset impairment expenses of $0.7 million compared with $0.6 million for other legal matters in last year's fourth quarter.

Operating Income

Genesco's operating income for the fourth quarter was $62.6 million this year compared with $70.8 million last year. Operating income this year included the intrusion expense and other charges of $16.1 million and the $3.2 million expense for the Schuh acquisition-related deferred purchase price discussed above. Last year, fourth quarter operating income included $0.8 million of asset impairment and other charges and $3.0 million in deferred purchase price and acquisition expenses. Excluding these items from both periods, operating income for the fourth quarter was $82.0 million this year compared with $74.5

million last year. Adjusted operating margin was 10.3% of sales in both years. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is provided in the schedule at the end of this document.

Interest Expense

Net interest expense for the quarter was $1.4 million, compared with $1.6 million for the same period last year.

Pretax Earnings

Pretax earnings for the quarter were $61.2 million, including the $19.3 million of intrusion charges, asset impairments, and deferred purchase price expense referenced above. Last year, fourth quarter pretax earnings were $69.2 million, which reflected approximately $3.8 million of asset impairments and other charges and the deferred purchase price expense. Excluding these items from both years' results, pretax earnings for the quarter were $80.6 million this year compared to $72.9 million last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is provided in the schedule at the end of this document.

Taxes

The effective tax rate for the quarter was 36.8% this year, compared to 40.0% last year. The adjusted tax rate, reflecting the exclusion of the expenses discussed above, was 36.2% this year compared to 34.8% last year. The difference in tax rate is due primarily to the non-deductibility of the deferred purchase price expense for U.S. tax purposes, which increases the effective tax rate on a GAAP basis.

Earnings From Continuing Operations After Taxes

Earnings from continuing operations were $38.7 million, or $1.63 per diluted share, in the fourth quarter this year, compared to earnings of $41.5 million, or $1.72 per diluted share, in the fourth quarter last year. Excluding the items discussed above and adjusting for this year's lower tax rate, fourth quarter earnings from continuing operations were $51.4 million or $2.16 per diluted share this year, compared with $47.5 million or $1.97 per diluted share last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is provided in the schedule at the end of this document.

Fiscal Year 2013

Consolidated net sales increased 14% for Fiscal 2013.

Same store sales for the year increased 3% and the comparable direct sales increased 11%. Comparable sales, including both same store sales and comparable direct sales, increased 3%.

For the full year, operating income was $168.0 million compared to $143.9 million last year. Excluding the items discussed above, adjusted operating income was $197.1 million, compared to $160.4 million last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is provided in the schedule at the end of this document.

Diluted earnings per share for Fiscal 2013 increased to $4.62 from $3.48 last year. Excluding the items discussed above, adjusted earnings per share were $5.06 compared with $4.09 last year, or a 24% increase. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is provided in the schedule at the end of this document.

Segment Results

Lids Sports Group

Lids Sports Group's sales for the fourth quarter increased 6% to $241 million from $227 million last year.

Same store sales for the quarter decreased 12% this year compared to a 13% increase last year. Comparable direct sales increased 27% compared with a decrease of 8% last year. Comparable sales, including both same store and comparable direct sales, decreased 10% this year compared to a 12% increase last year. February same store sales decreased -13%; e-commerce sales increased 38%; and combined comparable sales were down -11%.

The Group's gross margin as a percent of sales decreased 160 basis points compared to last year, primarily due to heavier promotions in the quarter. SG&A expense as a percent of sales increased 70 basis points due to negative expense leverage caused by the negative comparable sales.

The Group's fourth quarter operating income was $27.5 million, or 11.4% of sales, down from $31.3 million, or 13.8% of sales, last year.

For the full Fiscal 2013, sales for the Group increased 4% to $791 million. Operating income increased by 4.2% to $85.8 million. Operating income as a percent of sales was flat at 10.8% this year and last year.

Journeys Group

Journeys Group's sales for the quarter increased 7% to $337 million from $317 million last year.

Same store sales for the Group were down -1%, compared with a 12% increase last year; comparable direct sales increased 14% both years; and combined comparable sales decreased -1% this year compared with a 12% increase last year. February same store sales decreased -9%; comparable direct sales increased 26%; and combined comparable sales decreased -8%.

Average Selling Prices (ASP) for footwear in Journeys stores in the fourth quarter increased 3.9% compared with an ASP increase of 6.7% in the fourth quarter last year. The ASP increase for the full fiscal year was 6.5% compared with 2.1% last year. ASP's began to moderate in the second half of this year. The first half ASP's averaged an increase of 9.0%.

Gross margin for the Journeys Group decreased by about 30 basis points in the quarter, due primarily to product mix driving a slightly lower initial markon.

The Journeys Group's SG&A expense was flat as a percent of sales for the quarter, primarily reflecting lower incentive compensation accruals compared with last year. The Company's EVA-based incentives are calculated based on formulas that are highly leveraged to performance.

The Journeys Group's operating income for the quarter was $42.5 million, or 12.6% of sales compared to $40.6 million or 12.8% of sales last year.

For Fiscal 2013, the Group's sales increased 9% to $1.1 billion. Operating income increased by 29.7% to $106.9 million. Operating income as a percent of sales was 9.6% this year compared to 8.1% last year.

<u>Schuh Group</u>

Schuh's sales in the fourth quarter were $127 million, compared to $100 million last year, an increase of 27%. This sales increase was driven by a 12% increase in square footage in the quarter and a combined comparable sales increase of 7%. Same store sales increased 5% and comparable direct sales increased 17% from the fourth quarter last year. E-commerce sales represented 17% of Schuh's total sales for the quarter. February same store sales were down -11%; comparable direct sales decreased -11%; and combined comparable sales decreased -11%.

Schuh's gross margin was down 20 basis points in the quarter. Expenses, excluding the deferred purchase price expense as a percent of sales, increased by 70 basis points due to the contingent bonus accrual, which added 210 basis points to SG&A this year versus last year, more than offsetting healthy occupancy expense leverage.

Operating income was $8.7 million, which included $3.2 million of expense related to the deferred purchase price discussed above. This compares with operating income of $7.4 million last year, including $2.9 million of deferred purchase price expense. Excluding the deferred purchase price accruals, but including the contingent acquisition bonus accrual of approximately $6.3 million or about 5% of sales this year and $2.9 million or about 3% of sales last year, adjusted operating income was $11.9 million or about 9.4% of sales compared with $10.3 million or 10.3% of sales last year. Excluding the acquisition-related bonus in both years, Schuh's operating margin would have been 14.3%, compared with 13.2% last year. This improved operating leverage was driven by the combined comparable sales increase of 7%. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is provided in the schedule attached to this document.

For Fiscal 2013, Schuh's sales increased 75% to $370 million. Operating income was $7.9 million compared to $11.7 million last year. Operating income as a percent of sales was 2.1% this year compared to 5.5% last year. Numbers for Fiscal 2012 include only seven months of operations, since the Schuh business was acquired in June 2011.

<u>Johnston & Murphy Group</u>

Johnston & Murphy Group's fourth quarter sales increased 15%, to $69 million, compared to $60 million in the fourth quarter last year.

Johnston & Murphy's wholesale sales increased 39% in the quarter. For the full year, wholesale sales grew 21% and represented 28% of the Group's sales. Same store sales were flat; direct sales increased 10%; and combined comparable sales increased 2% on top of a 9% increase last year. Direct sales represented about 11% of Johnston & Murphy's annual sales in Fiscal 2013. February same store sales were flat; e-commerce and catalog sales decreased -3%; and combined comparable sales decreased -1%.

Johnston & Murphy's gross margin decreased by about 90 basis points for the quarter, due primarily to changes in the wholesale/retail sales mix. SG&A expense as a percent of sales dropped by 120 basis points due primarily to changes in the wholesale/retail sales mix and a lower incentive compensation accrual. Operating income was $6.8 million or 9.8% of sales compared to $5.7 million, or 9.4% of sales last year.

For the full Fiscal 2013, sales increased 10% to $222 million. Operating income increased by 15.0% to $15.7 million. Operating income as a percent of sales was 7.1% this year compared to 6.8% last year.

Licensed Brands

Licensed Brands' sales increased 14% to $23 million in the fourth quarter, compared to $20 million in the fourth quarter last year. Gross margin was up 50 basis points, due primarily to the faster growth of sales in the SureGrip line, which carries a higher gross margin than the balance of the segment.

SG&A expense as a percent of sales was up about 100 basis points due to higher bonus accruals.

Operating income for the quarter was $1.5 million in both years, or 6.9% of sales this year compared with 7.4% of sales, last year.

For Fiscal 2013, Licensed Brands' sales increased 11% to $108 million. Operating income increased by 6.4% to $10.1 million. Operating income as a percent of sales was 9.3% this year compared to 9.7% last year.

Balance Sheet

Cash

Cash at the end of the fourth quarter was $60 million compared with $54 million last year. We ended the quarter with $51 million in debt, compared with $41 million last year. During the quarter, we purchased 154,793 shares of stock at a cost of $8.2 million. For the full year, we spent $38 million on stock buybacks and $24 million on acquisitions in the Lids Sports Group.

Inventory

Inventories increased 16% in the fourth quarter on a year-over-year basis.

Equity

Equity was $811 million at year-end, compared with $718 million at the end of last year. During the fourth quarter of Fiscal 2013, we used approximately $8 million of cash to purchase 154,793 shares of Genesco stock at an average price of $53.15 per share. For the year, we have purchased 645,904 shares at a total cost of $37.6 million, or $58.29 per share.

Capital Expenditures

For the fourth quarter, capital expenditures were $18.9 million and depreciation was $16.6 million. During the quarter, we opened 23 new stores, acquired 13 stores, and closed 25 stores. We ended the quarter with 2,459 stores compared with 2,387 stores at the end of the fourth quarter last year, or an increase of 3%. Square footage increased 5% on a year-over-year basis. The store count as of February 2, 2013 included:

909	Lids stores (including 98 stores in Canada)
90	Lids Locker Room stores
54	Lids Clubhouse stores
820	Journeys stores (including 24 stores in Canada)
156	Journeys Kidz stores
51	Shï by Journeys stores
130	Underground by Journeys stores
92	Schuh stores and concessions (including three Kids stores)
157	Johnston & Murphy stores and factory stores (including five stores in Canada)
2,459	**TOTAL STORES**

For Fiscal 2014, we are forecasting capital expenditures to be about $110 million to $120 million and depreciation to be about $67 million. Our current store openings (assuming 165 new stores) and closing plans by chain are as follows:

Company	New	Close
Journeys Group	55	23
Journeys stores (U.S.)	20	10
Journeys stores (Canada)	12	—
Journeys Kidz stores	20	3
Shï by Journeys	3	3
Underground by Journeys	—	7
Johnston & Murphy Group	15	3
Schuh Group	15	5
Concessions	—	3
Schuh stores	15	2
Lids Sports Group	80	2
Lids hat stores (U.S.)	20	1
Lids hat stores (Canada)	10	—
Lids Locker Room	35	1
Lids Clubhouse	15	—
Total Openings and Closings	**165**	**33**

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 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 amount of required accruals related to the earn-out bonus potentially payable to Schuh management based on the achievement of certain performance objectives; the timing and amount of non-cash asset impairments related to retail store fixed assets or to intangible assets of acquired businesses; 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; and changes in the timing of holidays or in the onset of seasonal weather affecting period-to-period sales comparisons. 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 maintain reductions in occupancy costs achieved in recent lease negotiations, 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 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.