

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Genesco Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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Egan-Jones Recommends Genesco Shareholders Vote “FOR ALL” Nine of Genesco’s Highly Qualified Directors on BLUE Proxy Card

Highlights Strength of Genesco’s Board and Actions Taken to Positively Position the Company

*Joins Leading Proxy Advisor ISS in Recommending Shareholders Vote the BLUE Proxy Card “**FOR ALL**” Nine of Genesco’s Directors*

NASHVILLE, Tenn. – July 14, 2021 – Genesco Inc. (NYSE: GCO) (“Genesco” or the “Company”) today announced that independent proxy advisory firm Egan-Jones Proxy Services (“Egan-Jones”) has joined Institutional Shareholder Services (“ISS”) in recommending that all Genesco shareholders vote the **BLUE** proxy card “**FOR ALL**” nine of the Company’s director nominees at the Company’s Annual Meeting of Shareholders scheduled to be held on July 20, 2021.

“We are very pleased that Egan-Jones, like ISS, recommends shareholders vote for our complete slate of directors on the blue proxy card,” said Mimi Vaughn, Board Chair, President and CEO of Genesco. “In their reports, ISS and Egan-Jones recognize that the skills and experience of our directors are key to the continued execution of our footwear focused strategy. We encourage shareholders to follow the advice of these leading firms and allow Genesco to build on our strong progress and momentum for the benefit of all shareholders.”

In making their recommendation **FOR** Genesco’s full slate, Egan-Jones commented¹:

- “[W]e believe that voting FOR the management nominees is in the best interest of the Company and its shareholders.”
- “We believe there is a compelling reason to elect Genesco’s nominees since the Board and the management [have] maneuvered the Company into the right direction given the challenges and uncertainty that the pandemic brought to the retail industry.”
- “Not only [has] the Company capitalized on its non-core assets, but has managed to drive conversion rates and e-commerce profitability to offset the effects of in store profits.”
- “We commend the Board’s initiatives, mindful planning and strategies for value creation through board refreshment to ensure that the Board is comprised of highly qualified, independent and experienced directors to deliver growth and progress in a challenging environment.”

Regarding Legion Partners’ nominees, Egan-Jones stated¹:

- “We believe that Legion’s slate of nominees lack the skills and experience needed to lead the Company and make a change in the board room.”

¹ Permission to use quotations neither sought nor obtained from Egan-Jones.

- “Contrary to the management’s slate, none of the Legion nominees have the right mix of skills and experience in public companies, retail, footwear and e-commerce. As such, election of the Legion slate could disrupt the progress Genesco is currently into.”

As noted above, today’s recommendation from Egan-Jones follows a recent report from leading proxy advisor ISS, which recommended that Genesco shareholders vote “**FOR ALL**” nine of the Company’s director nominees.

Genesco Urges Shareholders to Vote “FOR” its Slate of Highly Qualified and Experienced Director Nominees

Genesco continues to urge shareholders to protect the value of their investment by voting the **BLUE** proxy card today “**FOR ALL**” nine of the Company’s highly qualified directors at the Company’s Annual Meeting scheduled to be held on July 20, 2021.

PLEASE VOTE TODAY!

To make sure your vote is processed timely, we are encouraging all shareholders to vote online or by telephone if possible— just follow the easy instructions on the enclosed **BLUE** proxy card. You may also sign, date and return the enclosed **BLUE** proxy card.

If you have any questions or need help voting your **BLUE** proxy card, please call the firm assisting us with the solicitation of proxies:

Innisfree
1 (877) 825-8772
(toll-free from the U.S. and Canada)

+1 (412) 232-3651
(from other locations)

REMEMBER:

Please simply discard any White proxy cards you may receive from Legion, as voting on a White card, even in protest, will revoke any previous proxy you submitted using the **BLUE** proxy card. Only your latest-dated proxy counts.

The Company’s proxy statement and other information related to its 2021 Annual Meeting can be found at www.GenescoDrivingValue.com.

About Genesco Inc.

Genesco Inc., a Nashville-based specialty retailer and branded company, sells footwear and accessories in more than 1,455 retail stores throughout the U.S., Canada, the United Kingdom and the Republic of Ireland, principally under the names Journeys, Journeys Kidz, Little Burgundy, Schuh, Schuh Kids,

Johnston & Murphy, and on internet websites www.journeys.com, www.journeyskidz.com, www.journeys.ca, www.littleburgundyshoes.com, www.schuh.co.uk, www.johnstonmurphy.com, www.johnstonmurphy.ca, www.nashvilleshoewarehouse.com, and www.dockersshoes.com. In addition, Genesco sells footwear at wholesale under its Johnston & Murphy brand, the licensed Levi's brand, the licensed Dockers brand, the licensed Bass brand, and other brands. For more information on Genesco and its operating divisions, please visit www.genesco.com.

Forward-Looking Statements

This release contains forward-looking statements, including those regarding the performance outlook for the Company and all other statements not addressing solely historical facts or present conditions. Forward-looking statements are usually identified by or are associated with such words as "intend," "expect," "believe," "should," "anticipate," "optimistic" and similar terminology. Actual results could vary materially from the expectations reflected in these statements. A number of factors could cause differences. These include adjustments to projections reflected in forward-looking statements, including those resulting from the effects of COVID-19 on the Company's business, including COVID-19 case spikes in locations in which the Company operates, the roll-out of COVID-19 vaccines and the public's acceptance of the vaccines, additional stores closures due to COVID-19, the timing of the re-opening of our stores, the timing of in-person back-to-work and back-to-school and sales with respect thereto, weakness in store and shopping mall traffic, restrictions on operations imposed by government entities and/or landlords, changes in public safety and health requirements, and limitations on the Company's ability to adequately staff and operate stores. Differences from expectations could also result from stores closures and effects on the business as a result of civil disturbances; the level and timing of promotional activity necessary to maintain inventories at appropriate levels; the imposition of tariffs on product imported by the Company or its vendors as well as the ability and costs to move production of products in response to tariffs; the Company's ability to obtain from suppliers products that are in-demand on a timely basis and effectively manage disruptions in product supply or distribution, including disruptions as a result of COVID-19; unfavorable trends in fuel costs, foreign exchange rates, foreign labor and material costs, and other factors affecting the cost of products; the effects of the British decision to exit the European Union and other sources of market weakness in the U.K. and Republic of Ireland; the effectiveness of the Company's omni-channel initiatives; costs associated with changes in minimum wage and overtime requirements; wage pressure in the U.S. and the U.K.; weakness in the consumer economy and retail industry; competition and fashion trends in the Company's markets; risks related to the potential for terrorist events; risks related to public health and safety events; changes in buying patterns by significant wholesale customers; retained liabilities associated with divestitures of businesses including potential liabilities under leases as the prior tenant or as a guarantor; and changes in the timing of holidays or in the onset of seasonal weather affecting period-to-period sales comparisons. Additional factors that could cause differences from expectations include the ability to renew leases in existing stores and control or lower occupancy costs, and to conduct required remodeling or refurbishment on schedule and at expected expense levels; the Company's ability to realize anticipated cost savings, including rent savings; the Company's ability to achieve expected digital gains and gain market share; 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, operating lease right of use assets or intangible assets or other adverse financial consequences and the timing and amount of such impairments or other consequences; unexpected changes to the market for the Company's shares or for the retail sector in general; costs and reputational harm as a result of disruptions in the Company's business or information technology systems either by security breaches and incidents or by potential problems associated with the implementation of new or upgraded systems; the Company's ability to realize any anticipated tax benefits; and the cost and outcome of

litigation, investigations and environmental matters involving the Company, and the impact of actions initiated by activist shareholders. 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, the Company’s 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 the Company’s 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.

Important Additional Information and Where to Find It

Genesco has filed a definitive proxy statement (the “Proxy Statement”) and accompanying proxy card in connection with the solicitation of proxies for the 2021 annual meeting of Genesco shareholders (the “Annual Meeting”). INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT AND ACCOMPANYING PROXY CARD AND OTHER DOCUMENTS FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Shareholders may obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents filed by Genesco with the SEC for no charge at the SEC’s website at www.sec.gov. Copies will also be available at no charge in the Investors section of Genesco’s corporate website at www.genesco.com.

Participants in the Solicitation

Genesco, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Genesco shareholders in connection with the matters to be considered at the Annual Meeting. Information regarding the names of Genesco’s directors and executive officers and certain other individuals and their respective interests in Genesco by security holdings or otherwise is set forth in the Annual Report on Form 10-K of Genesco for the fiscal year ended January 30, 2021, and in the Proxy Statement. To the extent holdings of such participants in Genesco’s securities have changed since the amounts described in the Proxy Statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC.

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Media Contacts

Claire S. McCall
cmccall@genesco.com
(615) 308-2483

Or

Jared Levy / Danya Al-Qattan
Sard Verbinnen & Co
Genesco-SVC@sardverb.com

Investor Contacts

Tom George
tgeorge@genesco.com
(615) 367-7465

Or

David Slater
dslater@genesco.com
(615) 367-7604