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): August 29, 2013 (August 29, 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 August 29, 2013, Genesco Inc. issued a press release announcing estimated results of operations for the fiscal second quarter ended August 3, 2013. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On August 29, 2013, Genesco Inc. also posted on its website, www.genesco.com, commentary by its chief financial officer on the quarterly estimated 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 2014'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 August 29, 2013, issued by Genesco Inc.
99.2	Genesco Inc. Second Fiscal Quarter Ended August 3, 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: August 29, 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 August 29, 2013
99.2	Genesco Inc. Second Fiscal Quarter Ended August 3, 2013 Chief Financial Officer's Commentary

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

GENESCO ANNOUNCES ESTIMATED SECOND QUARTER FISCAL 2014 RESULTS

NASHVILLE, Tenn., Aug. 29, 2013 --- Genesco Inc. (NYSE: GCO) today announced estimated results of continuing operations for the second quarter ended August 3, 2013, and a potential change in accounting for certain bonus awards payable under the Company's EVA Incentive Plan as discussed below under the heading “Potential Accounting Correction.” In order to provide an estimate on a comparable basis with previously reported periods, and assuming for this purpose the continued application of the Company's historical method of accounting for such bonus awards, which is under review by the Company and its independent auditors, the Company estimates earnings from continuing operations for the second quarter ended August 3, 2013 would be $12.1 million, or $0.52 per diluted share, compared to previously reported earnings from continuing operations of $10.6 million, or $0.44 per diluted share, for the second quarter ended July 28, 2012. The Company's current estimate of the maximum effect of any potential accounting change on reported earnings and diluted earnings per share for the second quarter of Fiscal 2014 and other periods is set out in Schedule C to this announcement.

Fiscal 2014 second quarter results are expected to reflect expenses of $0.7 million, or $0.04 per diluted share after tax, including $2.8 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 other legal matters, network intrusion expenses and asset impairment charges, partially offset by a net gain of $3.3 million on the termination of the lease of a New York City Journeys store location. Last year's second quarter results included $3.3 million, or $0.06 per diluted share after tax, in deferred purchase price payments in connection with the acquisition of Schuh Group Limited and asset impairment charges, decreased by tax rate adjustments.

Adjusted for the items described above in both periods and before any adjustments related to the matters discussed under the heading “Potential Accounting Correction,” below, earnings from continuing operations were $13.2 million, or $0.56 per diluted share, for the second quarter of Fiscal 2014, compared to earnings from continuing operations of $12.1 million, or $0.50 per diluted share, for the second quarter of Fiscal 2013. For consistency with Fiscal 2014'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 2014 increased 5.7% to $574.7 million from $543.5 million in the second quarter of Fiscal 2013, reflecting a comparable store sales decrease of 2%. The Lids Sports Group's comparable store sales decreased by 3%, the Journeys Group decreased by 1%, Schuh Group decreased by 7%, and Johnston & Murphy Retail increased by 7%.

Robert J. Dennis, chairman, president and chief executive officer of Genesco, said, "We are disappointed that our second quarter performance fell short of expectations. Sales trends proved to be more challenging as the quarter progressed and results came in below our plan. The third quarter has gotten off to a difficult start with comparable sales down 3% through Saturday, August 24. Despite our current sales trajectory we remain optimistic that we can deliver a modest comp improvement in the fourth quarter based primarily on a product mix shift in footwear that moves in our favor and easier comparisons for Journeys and Lids."

Dennis also discussed the Company's updated outlook. "Based on second quarter performance and month to date results for August, we are lowering our outlook for Fiscal 2014. We now expect adjusted Fiscal 2014 diluted earnings per share, prior to any change in accounting for the Company's bonus accruals, to be in the range of $5.20 to $5.30, a 3% to 5% increase over Fiscal 2013's adjusted earnings per share of $5.06, down from our previously issued guidance of $5.57 to $5.67. Consistent with our previous guidance, these expectations do not include non-cash asset impairments, network intrusion expenses and other legal matters offset in part by the net gain on the lease termination. We estimate that these items will be in the range of $1.0 million to $2.0 million pretax, or $0.02 to $0.05 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 is currently estimated at approximately $11.5 million, or $0.49 per diluted share, or any additional expense related to the potential change in accounting for the Company's EVA Incentive Plan bonus accruals, which we believe could range as high as $12.7 million pretax, or $0.32 per share, after tax, for the full year. This guidance assumes a comparable sales increase in the low single digit range for the full fiscal year, including a low single digit decline in the third quarter and a low to mid-single digit increase in the fourth quarter." 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 continue to feel good about the strategic strengths of each of our businesses and the long-term growth prospects for our Company. We've successfully navigated through uncertain consumer environments before and I'm confident we are doing the right things to ensure we once again emerge with our dominant market positions intact."

Potential Accounting Correction

Under the Company's EVA Incentive Plan, bonus awards in excess of a specified cap in any year are retained and paid out over the three subsequent years, subject to reduction or elimination by deteriorating operating performance or subject to forfeiture if the participant voluntarily resigns from employment with the Company or is terminated for cause before the retained amount is paid. Historically, the Company has accrued the full amount of the retained bonus in the year in which it was determined.

The Company is considering with its independent auditors whether U.S. GAAP requires that the retained bonus be expensed across the three-year period rather than fully accrued in the year it is determined because the participant forfeits the retained bonus if he or she voluntarily resigns or is terminated for cause before the retained bonus is paid out and because payment of the retained amount remains subject to performance throughout the three-year payment period. The Company expects to reach a conclusion regarding the occurrence of an error and implement any required accounting changes for all affected periods before it files its Quarterly Report on Form 10-Q for the quarter ended August 3, 2013. Depending on the materiality of any required changes, the Company may restate certain prior financial statements. Schedule C to this announcement assumes the conclusion requires a restatement of results for prior years and sets forth the Company's current estimate of the maximum effect of any potential accounting change on reported earnings and diluted earnings per share from continuing operations for each of the fiscal years ended 2012 and 2013 and for the first and second fiscal quarters of Fiscal 2013 and Fiscal 2014.

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 August 29, 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 (including, without limitation, sales, 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 whether an accounting error has occurred, the estimated effects of any potential change in accounting related to the matters discussed in this announcement under the heading “Potential Accounting Changes” for historic and future periods; 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 2,480 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, Locker Room by Lids, 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. In addition, the Company sells wholesale footwear under its Johnston & Murphy brand, the licensed Dockers brand, SureGrip, and other brands, and operates the Lids Team Sports team dealer business. For more information on Genesco and its operating divisions, please visit www.genesco.com.

GENESCO INC.

Consolidated Earnings Summary

In Thousands	Three Months Ended Estimated Aug. 3, 2013	Three Months Ended July 28, 2012	Six Months Ended Estimated Aug. 3, 2013	Six Months Ended July 28, 2012
Net sales	**$ 574,746**	$ 543,522	**$ 1,166,134**	$ 1,143,666
Cost of sales	**291,798**	270,500	**584,575**	563,980
Selling and administrative expenses*	**268,697**	255,663	**533,711**	526,185
Asset impairments and other, net	**(7,140)**	404	**(5,811)**	539
Earnings from operations	**21,391**	16,955	**53,659**	52,962
Interest expense, net	**1,140**	1,207	**2,179**	2,324
Earnings from continuing operations before income taxes	**20,251**	15,748	**51,480**	50,638
Income tax expense	**8,111**	5,187	**20,859**	19,286
Earnings from continuing operations	**12,140**	10,561	**30,621**	31,352
Provision for discontinued operations	**(125)**	(41)	**(224)**	(218)
Net Earnings	**$ 12,015**	$ 10,520	**$ 30,397**	$ 31,134

*Includes $2.8 million and $5.7 million in deferred payments related to the Schuh acquisition in the second quarter and first six months ended August 3, 2013, respectively, and $2.9 million and $5.9 million for the second quarter and first six months ended July 28, 2012, respectively.

Earnings Per Share Information

In Thousands (except per share amounts)	Three Months Ended Estimated Aug. 3, 2013	Three Months Ended July 28, 2012	Six Months Ended Estimated Aug. 3, 2013	Six Months Ended July 28, 2012
Preferred dividend requirements	**$ —**	$ 35	**$ 33**	$ 81
Average common shares - Basic EPS	**23,274**	23,778	**23,284**	23,687
Basic earnings per share:				
From continuing operations	**$ 0.52**	$ 0.44	**$ 1.31**	$ 1.32
Net earnings	**$ 0.52**	$ 0.44	**$ 1.30**	$ 1.31
Average common and common equivalent shares - Diluted EPS	**23,523**	24,123	**23,627**	24,168
Diluted earnings per share:				
From continuing operations	**$ 0.52**	$ 0.44	**$ 1.29**	$ 1.29
Net earnings	**$ 0.51**	$ 0.43	**$ 1.29**	$ 1.29

GENESCO INC.

Consolidated Earnings Summary

In Thousands	Three Months Ended Estimated Aug. 3, 2013	Three Months Ended July 28, 2012	Six Months Ended Estimated Aug. 3, 2013	Six Months Ended July 28, 2012
Sales:				
Journeys Group	**$ 222,471**	$ 209,439	**$ 479,614**	$ 473,279
Schuh Group	**82,109**	81,156	**150,432**	151,468
Lids Sports Group	**192,456**	181,879	**370,361**	365,015
Johnston & Murphy Group	**53,258**	48,279	**111,683**	99,692
Licensed Brands	**23,869**	22,256	**53,224**	53,522
Corporate and Other	**583**	513	**820**	690
Net Sales	**$ 574,746**	$ 543,522	**$ 1,166,134**	$ 1,143,666
Operating Income (Loss):				
Journeys Group	**$ 2,877**	$ 2,065	**$ 26,508**	$ 27,347
Schuh Group (1)	**(60)**	(545)	**(3,086)**	(3,496)
Lids Sports Group	**12,688**	20,571	**25,197**	39,739
Johnston & Murphy Group	**1,760**	1,814	**5,612**	5,823
Licensed Brands	**1,473**	1,427	**4,388**	4,792
Corporate and Other (2)	**2,653**	(8,377)	**(4,960)**	(21,243)
Earnings from operations	**21,391**	16,955	**53,659**	52,962
Interest, net	**1,140**	1,207	**2,179**	2,324
Earnings from continuing operations before income taxes	**20,251**	15,748	**51,480**	50,638
Income tax expense	**8,111**	5,187	**20,859**	19,286
Earnings from continuing operations	**12,140**	10,561	**30,621**	31,352
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Net Earnings	**$ 12,015**	$ 10,520	**$ 30,397**	$ 31,134

(1)Includes $2.8 million and $5.7 million in deferred payments related to the Schuh acquisition in the second quarter and first six months ended August 3, 2013, respectively, and $2.9 million and $5.9 million for the second quarter and first six months ended July 28, 2012, respectively.

(2)Includes $7.1 million income in the second quarter of Fiscal 2014 which includes an $8.3 million gain on a lease termination, partially offset by a $0.5 million charge for other legal matters, a $0.5 million charge for network intrusion expenses and a $0.2 million charge for asset impairments. Includes $5.8 million income for the first six months of Fiscal 2014 which includes an $8.3 million gain on a lease termination, partially offset by $1.4 million for asset impairments, $0.6 million for network intrusion expenses and $0.5 million for other legal matters. Includes a $0.4 million charge and a $0.5 million charge in the second quarter and first six months of Fiscal 2013, respectively, primarily for asset impairments.

GENESCO INC.

Consolidated Balance Sheet

In Thousands		Estimated Aug. 3, 2013		July 28, 2012
Assets				
Cash and cash equivalents	**$**	**46,027**	$	47,222
Accounts receivable		**50,188**		45,709
Inventories		**628,074**		555,626
Other current assets		**84,943**		80,675
Total current assets		**809,232**		729,232
Property and equipment		**244,589**		231,528
Other non-current assets		**406,485**		420,198
Total Assets	**$**	**1,460,306**	$	1,380,958
Liabilities and Equity				
Accounts payable	**$**	**244,752**	$	212,938
Other current liabilities		**137,358**		154,949
Total current liabilities		**382,110**		367,887
Long-term debt		**67,813**		95,001
Other long-term liabilities		**182,813**		180,338
Equity		**827,570**		737,732
Total Liabilities and Equity	**$**	**1,460,306**	$	1,380,958

GENESCO INC.

Retail Units Operated - Six Months Ended August 3, 2013

	Balance 1/28/2012	**Acquisi-tions**	**Open**	**Close**	**Balance 2/2/2013**	**Acquisi-tions**	**Open**	**Close**	**Balance 8/3/2013**
Journeys Group	1,154	—	32	29	1,157	—	18	16	**1,159**
Journeys	812	—	22	14	820	—	10	8	**822**
Underground by Journeys	137	—	—	7	130	—	—	7	**123**
Journeys Kidz	152	—	9	5	156	—	8	1	**163**
Shi by Journeys	53	—	1	3	51	—	—	—	**51**
Schuh Group	78	—	16	2	92	—	19	16	**95**
Schuh UK*	56	—	15	1	70	—	19	5	**84**
Schuh ROI	8	—	1	—	9	—	—	—	**9**
Schuh Concessions*	14	—	—	1	13	—	—	11	**2**
Lids Sports Group	1,002	33	47	29	1,053	7	28	17	**1,071**
Johnston & Murphy Group	153	—	9	5	157	—	8	2	**163**
Shops	103	—	4	5	102	—	4	2	**104**
Factory Outlets	50	—	5	—	55	—	4	—	**59**
Total Retail Units	2,387	33	104	65	2,459	7	73	51	**2,488**
Permanent Units*					2,446	7	63	37	**2,479**

Retail Units Operated - Three Months Ended August 3, 2013

	Balance 5/4/2013	**Acquisi-tions**	**Open**	**Close**	**Balance 8/3/2013**
Journeys Group	1,156	—	13	10	1,159
Journeys	822	—	7	7	822
Underground by Journeys	126	—	—	3	123
Journeys Kidz	157	—	6	—	163
Shi by Journeys	51	—	—	—	51
Schuh Group	91	—	16	12	95
Schuh UK*	71	—	16	3	84
Schuh ROI	9	—	—	—	9
Schuh Concessions*	11	—	—	9	2
Lids Sports Group	1,054	7	19	9	1,071
Johnston & Murphy Group	157	—	7	1	163
Shops	102	—	3	1	104
Factory Outlets	55	—	4	—	59
Total Retail Units	2,458	7	55	32	2,488
Permanent Units*	2,446	7	46	20	2,479

*Excludes Schuh Concessions, which are expected to close this year and temporary "pop-up" locations.

Genesco Inc.

Comparable Sales (including same store and comparable direct sales)

	Three Months Ended		Six Months Ended	
	Aug. 3, 2013	July 28, 2012	**Aug. 3, 2013**	July 28, 2012
Journeys Group	**(1)%**	6%	**(1)%**	9%
Schuh Group*	**(7)%**	8%	**(9)%**	8%
Lids Sports Group	**(3)%**	2%	**(4)%**	3%
Johnston & Murphy Group	**7 %**	3%	**7 %**	4%
Total Comparable Sales	**(2)%**	4%	**(3)%**	6%

*One month ended July 28, 2012.

Schedule B

Genesco Inc.
Adjustments to Reported Earnings from Continuing Operations
Second Quarter Ended August 3, 2013 and July 28, 2012

In Thousands (except per share amounts)	**Estimated Second Quarter Jul 2013**	**Impact on Diluted EPS**	Second Quarter Jul 2012	Impact on Diluted EPS
Earnings from continuing operations, as reported	**$ 12,140**	**$ 0.52**	$ 10,561	$ 0.44
Adjustments: (1)				
Impairment charges	**133**	**0.01**	248	0.01
Deferred payment - Schuh acquisition	**2,851**	**0.12**	2,928	0.12
Gain on lease termination	**(2,077)**	**(0.09)**	—	—
Other legal matters	**315**	**0.01**	—	—
Network intrusion expenses	**271**	**0.01**	9	—
Higher (lower) effective tax rate	**(443)**	**(0.02)**	(1,643)	(0.07)
Adjusted earnings from continuing operations (2)	**$ 13,190**	**$ 0.56**	$ 12,103	$ 0.50

(1) All adjustments are net of tax where applicable. The tax rate for the second quarter of Fiscal 2014 is 36.9% excluding a FIN 48 discrete item of less than $0.1 million. The tax rate for the second quarter of Fiscal 2013 is 36.0% excluding a FIN 48 discrete item of $0.1 million.

(2) EPS reflects 23.5 million and 24.1 million share count for Fiscal 2014 and 2013, 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 (Loss)
Second Quarter Ended August 3, 2013 and July 28, 2012

In Thousands	**Second Qtr Jul 2013**	Second Qtr Jul 2012
Operating loss	**$ (60)**	$ (545)
Adjustments:		
Deferred payment - Schuh acquisition	**2,851**	2,928
Adjusted operating income	**$ 2,791**	$ 2,383

Schedule B

Genesco Inc.
Adjustments to Reported Earnings from Continuing Operations
Six Months Ended August 3, 2013 and July 28, 2012

In Thousands (except per share amounts)	**Estimated 6 mos Jul 2013**	**Impact on Diluted EPS**	6 mos Jul 2012	Impact on Diluted EPS
Earnings from continuing operations, as reported	**$ 30,621**	**$ 1.29**	$ 31,352	$ 1.29
Adjustments: (1)				
Impairment charges	**893**	**0.04**	277	0.01
Deferred payment - Schuh acquisition	**5,702**	**0.24**	5,883	0.25
Gain on lease termination	**(2,077)**	**(0.09)**	—	—
Other legal matters	**302**	**0.01**	—	—
Network intrusion expenses	**360**	**0.02**	65	—
Higher (lower) effective tax rate	**(364)**	**(0.01)**	(1,655)	(0.07)
Adjusted earnings from continuing operations (2)	**$ 35,437**	**$ 1.50**	$ 35,922	$ 1.48

(1) All adjustments are net of tax where applicable. The tax rate for the first six months of Fiscal 2014 is 37.0% excluding a FIN 48 discrete item of less than $0.1 million. The tax rate for the first six months of Fiscal 2013 is 36.7% excluding a FIN 48 discrete item of $0.2 million.

(2) EPS reflects 23.6 million and 24.2 million share count for Fiscal 2014 and 2013, 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 (Loss)
Six Months Ended August 3, 2013 and July 28, 2012

In Thousands	**6 mos Jul 2013**	6 mos Jul 2012
Operating loss	**$ (3,086)**	$ (3,496)
Adjustments:		
Deferred payment - Schuh acquisition	**5,702**	5,883
Adjusted operating income	**$ 2,616**	$ 2,387

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	$ 112,474	$ 4.76	$ 110,739	$ 4.69
Adjustments: (1)				
Impairment/Gain on lease termination	1,258	0.05	629	0.02
Deferred payment - Schuh acquisition	11,480	0.49	11,480	0.49
Adjusted forecasted earnings from continuing operations (2)	$ 125,212	$ 5.30	$ 122,848	$ 5.20

(1) All adjustments are net of tax where applicable. The forecasted tax rate for Fiscal 2014 is approximately 37.1% excluding a FIN 48 discrete item of $0.2 million.

(2) EPS reflects 23.6 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.

Effect of Potential Accounting Change on Reported Earnings from Continuing Operations

Fiscal 2012 & 2013, Quarter 1 of Fiscal 2013 & 2014 and Quarter 2 of Fiscal 2013 & 2014

In Thousands (except per share amounts)

	Fiscal 2012	Qtr 1 FY13	Qtr 2 FY13	Fiscal 2013	Qtr 1 FY14	Qtr 2 FY14
Earnings from continuing operations, as reported	$ 82,984	$ 20,791	$ 10,561	$ 110,998	$ 18,481	$ 12,140
Potential maximum adjustment estimate, net of tax	13,650	2,174	310	3,452	(4,489)	(4,190)
Earnings from continuing operations, as potentially adjusted	$ 96,634	$ 22,965	$ 10,871	$ 114,450	$ 13,992	$ 7,950
Diluted earnings per share from continuing operations, as reported	$ 3.48	$ 0.86	$ 0.44	$ 4.62	$ 0.78	$ 0.52
Diluted earnings per share from continuing operations, as potentially adjusted	$ 3.96	$ 0.93	$ 0.44	$ 4.76	$ 0.59	$ 0.34

GENESCO INC.
CHIEF FINANCIAL OFFICER'S COMMENTARY
FISCAL YEAR 2014
SECOND QUARTER ENDED AUGUST 3, 2013

Consolidated Results

Second Quarter

Sales

Second quarter net sales increased 5.7% to $575 million from $544 million in the second quarter of Fiscal 2013. 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** FY14	**2nd Qtr** FY13
Journeys Group	(1)%	6%
Schuh Group*	(8)%	9%
Lids Sports Group	(4)%	2%
Johnston & Murphy Group	6 %	2%
Total Genesco	(3)%	4%

Comparable Direct Sales:	**2nd Qtr** FY14	**2nd Qtr** FY13
Journeys Group	21 %	0%
Schuh Group*	(1)%	0%
Lids Sports Group	25 %	2%
Johnston & Murphy Group	12 %	11%
Total Genesco	11 %	3%

Same Store and Comparable Direct Sales:	**2nd Qtr** FY14	**2nd Qtr** FY13
Journeys Group	(1)%	6%
Schuh Group*	(7)%	8%
Lids Sports Group	(3)%	2%
Johnston & Murphy Group	7 %	3%
Total Genesco	(2)%	4%

*One month ended July 28, 2012 for second quarter FY13.

Through August 24, 2013, August same store sales decreased 3% and direct sales increased 6% on a comparable basis; and combined comparable sales decreased 3%.

Gross Margin

Second quarter gross margin was 49.2% this year compared with 50.2% last year, primarily reflecting lower gross margins in Schuh and Lids**.**

Asset Impairments and Other, Net

“Asset impairments and other” charges for the second quarter of Fiscal 2014 was a gain of $7.1 million compared with an expense of $0.4 million last year. The gain this year primarily relates to the lease buyout of the Journeys Herald Square store in New York City, partially offset by other legal matters, network intrusion expenses, and asset impairments. Last year's expense of $0.4 million represented asset impairments.

Potential Accounting Correction

The discussion of expenses and earnings in this Commentary and in management's conference call with investors is subject to potential future adjustment in connection with the matters discussed under the heading “Potential Accounting Correction” in the Company's Fiscal 2014 second quarter earnings release.

SG&A

Subject to the potential accounting corrections referenced above, selling and administrative expense for the second quarter decreased to 46.8% of sales from 47.0% for the same period last year. Included in expenses this quarter is $2.8 million, or $0.12 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. In addition, this quarter's SG&A includes expenses related to the lease termination of the Journeys Herald Square store. Excluding the deferred purchase price expense and the expenses related to the Journeys Herald Square lease termination in both periods, SG&A as a percent of sales fell to 45.4% from 46.5% last year, or a 110 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 second quarter SG&A expense, but not eliminated from the adjusted expense, is $2.3 million or $0.07 per diluted share this year, and $2.8 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.

Operating Income

Subject to the potential accounting corrections referenced above, Genesco's operating income for the second quarter was $21.4 million this year compared with $17.0 million last year. Operating income this year included a net gain of $3.3 million from the landlord's buyout of the Journeys Herald Square store lease offset by the $2.8 million for the Schuh acquisition-related deferred purchase price. This was further reduced by $1.2 million related to other legal matters, network intrusion expenses, and asset impairments. Last year's second quarter operating income includes $0.4 million of asset impairments and other charges and $2.9 million in deferred purchase price expense. Excluding these items from both periods, operating income for the second quarter was $22.1 million this year compared with $20.3 million last year. Adjusted operating margin was 3.8% of sales in the quarter this year and 3.7% 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.

Interest Expense

Net interest expense for the quarter was $1.1 million, compared with $1.2 million for the same period last year.

Pretax Earnings

Subject to the potential accounting corrections referenced above, pretax earnings for the quarter were $20.3 million, including the net gain on the buyout of the lease for the Journeys Herald Square store, and the network intrusion expenses, asset impairments, other legal matters, and the deferred purchase price expense referred to above. Last year's second quarter pretax earnings were $15.7 million including approximately $0.4 million of asset impairments and $2.9 million of deferred purchase price expense. Excluding these items from both years' results, pretax earnings for the quarter were $20.9 million this year compared to $19.1 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

Subject to the potential accounting corrections referenced above, the effective tax rate for the quarter was 40.1% this year, compared to 32.9% last year. The adjusted tax rate, reflecting the exclusion of the net gain in the Journeys store buyout in the current quarter along with the Schuh acquisition related deferred purchase price discussed above, other legal matters, network intrusion expenses, and asset impairments, was 37.0% this year compared to 36.6% 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

Subject to the potential accounting corrections referenced above, earnings from continuing operations were $12.1 million, or $0.52 per diluted share, in the second quarter this year, compared to earnings of $10.6 million, or $0.44 per diluted share, in the second quarter last year. Excluding the items discussed above, second quarter earnings from continuing operations were $13.2 million or $0.56 per diluted share this year, compared with $12.1 million or $0.50 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.

Segment Results

Lids Sports Group

Lids Sports Group's sales for the second quarter increased 5.8% to $192 million from $182 million last year.

Same store sales for the quarter decreased 4% this year compared to a 2% increase last year. Comparable direct sales increased 25% compared with 2% last year. Comparable sales, including both same store sales and comparable direct sales, decreased 3% this year compared to a 2% increase last year. Through August 24, 2013, August same store sales decreased 5%; e-commerce sales increased 36%; and combined comparable sales decreased 3%.

The Group's gross margin as a percent of sales decreased about three percentage points, largely reflecting promotional pricing. Subject to the potential accounting corrections referenced above, SG&A expense as a percent of sales increased 160 basis points due to negative expense leverage caused by the negative comparable sales.

Subject to the potential accounting corrections referenced above, the Group's second quarter operating income was $12.7 million, or 6.6% of sales, down from $20.6 million, or 11.3% of sales, last year.

Journeys Group

Journeys Group's sales for the quarter increased 6.2% to $222 million from $209 million last year.

Same store sales for the Group were down 1%, compared with a 6% increase last year; comparable direct sales increased 21% this year and were flat last year. Combined comparable sales decreased 1% this year compared with a 6% increase last year. Through August 24, 2013, August same store sales decreased 2%; comparable direct sales decreased 4%; and combined comparable sales decreased 2%.

Average Selling Prices (ASP) for footwear in Journeys stores in the second quarter this year increased 2% compared with an ASP increase of 8% in the second quarter last year.

Gross margin for the Journeys Group increased by about 30 basis points in the quarter due primarily to lower markdowns**.**

Subject to the potential accounting corrections referenced above, the Journeys Group's SG&A expense, excluding the expenses related to the gain from the lease buyout mentioned earlier, decreased 160 basis points as a percent of sales for the quarter. Lower incentive compensation accruals were the primary reason for the lower SG&A expense as a percent of sales

Subject to the potential accounting corrections referenced above, the Journeys Group's operating income for the quarter, excluding the store lease buyout expenses, was $6.4 million or 2.9% of sales, compared to $2.1 million or 1.0% of sales last year.

Schuh Group

Schuh's sales in the second quarter were $82 million, compared to $81 million last year, an increase of 1.2%. Same store sales decreased by 8% in the quarter; direct sales were down 1%; and total comparable sales decreased by 7%. Through August 24, 2013, August same store sales were down 10%; comparable direct sales decreased 6%; and total comparable sales were down 10%.

Schuh's gross margin was down 140 basis points in the quarter due to increased sales of discounted summer sale inventory compared to the previous year. Subject to the potential accounting corrections referenced above, expenses as a percent of sales, excluding the deferred purchase price expense, discussed under “Consolidated Results - SG&A” above, decreased by 180 basis points due to a lower EVA bonus accrual compared to last year.

Subject to the potential accounting corrections referenced above, the Schuh Group's operating income (loss) was essentially zero, which included $2.8 million of expenses related to the deferred purchase price discussed above. This compares with an operating income (loss) of ($0.5) 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 (discussed under “Consolidated Results - SG&A”, above) of approximately $2.3 million this year and $2.8 million last year, the Group had adjusted operating income of $2.8 million this year compared with $2.4 million in last year's second quarter. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is provided in the schedule attached to this document.

Johnston & Murphy Group

Johnston & Murphy Group's second quarter sales increased 10.3%, to $53 million, compared to $48 million in the second quarter last year.

Johnston & Murphy's wholesale sales increased 13% in the quarter. Same store sales increased 6%; direct sales increased 12%; and combined comparable sales increased 7% on top of a 3% increase last year. Direct sales represented about 10% of Johnston & Murphy Group's sales this quarter. Through August 24, 2013, same store sales were up 6%; e-commerce and catalog sales increased 16%; and combined comparable sales were up 8%.

Johnston & Murphy's gross margin increased by about 60 basis points for the quarter due to lower closeouts in the second quarter this year compared to last year. Subject to the potential accounting corrections referenced above, SG&A expense as a percent of sales increased by 100 basis points, due primarily to development costs associated with the planned launch of a new line in the fall and higher incentive compensation accruals, and operating income was $1.8 million or 3.3% of sales, compared to $1.8 million, or 3.8% of sales last year.

Licensed Brands

Licensed Brands' sales increased 7.2% to $24 million in the second quarter, compared to $22 million in the second quarter last year. Gross margin was up 70 basis points due primarily to the relatively faster growth of sales in a product line with a higher gross margin than the balance of the segment.

Subject to the potential accounting corrections referenced above, SG&A expense as a percent of sales was up about 90 basis points due primarily to increased compensation and freight expenses.

Subject to the potential accounting corrections referenced above, operating income for the quarter was $1.5 million or 6.2% of sales, compared with $1.4 million, or 6.4% of sales last year.

Corporate

Subject to the potential accounting corrections referenced above, corporate expenses, including a gain in asset impairments and other of $7.1 million this year and a $0.4 million charge last year, were $2.7 million income this year compared with an $8.4 million expense last year. Excluding “Asset Impairments and Other,” corporate expenses were $4.5 million this year compared with $8.0 million last year.

Balance Sheet

Cash

Cash at the end of the second quarter was $46 million compared with $47 million last year. We ended the quarter with $68 million in debt, compared with $95 million last year. During the quarter, we made an acquisition at a cash purchase price totaling approximately $11 million. Approximately $47 million remains available under the Board's most recent share buyback authorization of $75 million.

Inventory

Inventories increased 13% in the second quarter on a year-over-year basis. Retail inventory per square foot increased 7%.

Equity

Subject to the effects of any of the potential accounting corrections referenced above, equity was $828 million at quarter-end, compared with $738 million last year.

Capital Expenditures

For the second quarter, capital expenditures were $19.4 million and depreciation and amortization expenses were $16.5 million. During the quarter, we opened 46 new permanent stores and closed 20 permanent stores and acquired seven stores. We ended the quarter with 2,479 permanent stores compared with 2,390 permanent stores at the end of the second quarter last year, or an increase of 4%. Square footage increased 6% on a year-over-year basis. The store count as of August 3, 2013 included:

Lids stores (including 98 stores in Canada)	914
Lids Locker Room Stores	112
Lids Clubhouse Stores	45
Journeys Stores (including 29 Stores in Canada)	822
Journeys Kidz Stores	163
Shï by Journeys Stores	51
Underground by Journeys Stores	123
Schuh Stores including 4 Kids Stores	86
Johnston & Murphy Stores and Factory Stores (including 7 stores in Canada)	163
Total Permanent Stores	**2,479**
Schuh concessions and “pop-up” stores	9
Total Stores	**2,488**

For Fiscal 2014, we are forecasting capital expenditures in the range of $110 million to $120 million and depreciation and amortization of about $66 million. Our current store openings (assuming 163 permanent stores and 7 acquired stores) and closing plans by chain are as follows:

	New	Acquisitions	Close	Net
Journeys Group	**42**		**24**	**18**
Journeys stores (U.S.)	14		10	4
Journeys stores (Canada)	7		—	7
Journeys Kidz stores	21		3	18
Shï by Journeys	—		3	(3)
Underground by Journeys	—		8	(8)
Johnston & Murphy Group	**14**		**2**	**12**
Schuh Group	**18**		**3**	**15**
Schuh stores	17		3	14
Schuh Kids	1		—	1
Lids Sports Group	**89**	**7**	**24**	**72**
Lids hat stores (U.S.)	31		11	20
Lids hat stores (Canada)	10		5	5
Lids Locker Room & Clubhouse	48	7	8	47
Total Permanent Stores	**163**	**7**	**53**	**117**
Schuh concessions	—	—	13	(13)
Subtotal	**163**	**7**	**66**	**104**
Schuh “pop-up” stores	11		11	—
Adjusted Openings and Closings	**174**	**7**	**77**	**104**

Beginning 2/2/2013	2,459
Net Openings & Closings	104
Net Schuh "pop-up" stores	—
Projected Ending 2/1/2014	2,563

Projected Net New Stores
FY2014

	Actual Jan 2013	Projected Net New	Projected Jan 2014
Journeys Group	**1,157**	**18**	**1,175**
Journeys stores (U.S.)	796	4	800
Journeys stores (Canada)	24	7	31
Journeys Kidz stores	156	18	174
Shï by Journeys	51	(3)	48
Underground by Journeys	130	(8)	122
Johnston & Murphy Group	**157**	**12**	**169**
Schuh Group	**79**	**15**	**94**
Schuh Stores	76	14	90
Schuh Kids	3	1	4
Lids Sports Group	**1,053**	**72**	**1,125**
Lids hat stores (U.S.)	811	20	831
Lids hat stores (Canada)	98	5	103
Lids Locker Room & Clubhouse	144	47	191
Total Permanent Stores	**2,446**	**117***	**2,563**
Schuh concessions	13	(13)	—
Subtotal	**2,459**	**104**	**2,563**
Schuh “pop-up” stores	**—**	**—**	**—**
Total Stores	**2,459**	**104**	**2,563**

*Includes 7 Lids Locker Room acquired stores.

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, 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 whether an accounting error has occurred, the estimated effects of any potential change in accounting related to the matters discussed in this announcement under the heading “Potential Accounting Changes” for historic and future periods; 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 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.