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): December 6, 2013 (December 6, 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 December 6, 2013, Genesco Inc. issued a press release announcing results of operations for the fiscal third quarter ended November 2, 2013. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On December 6, 2013, Genesco Inc. also posted on its website, www.genesco.com, commentary by its chief financial officer on the quarterly results. A copy of the commentary is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

In addition to disclosing financial results calculated in accordance with United States generally accepted accounting principles (GAAP), the press release and commentary furnished herewith contain non-GAAP financial measures, including adjusted selling, general and administrative expense, operating earnings, pretax earnings, earnings from continuing operations and earnings per share from continuing operations, as discussed in the text of the release and commentary and as detailed on the reconciliation schedule attached to the press release and commentary. For consistency and ease of comparison with Fiscal 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 December 6, 2013, issued by Genesco Inc.
99.2	Genesco Inc. Third Fiscal Quarter Ended November 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: December 6, 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 November 2, 2013
99.2	Genesco Inc. Third Fiscal Quarter Ended November 2, 2013 Chief Financial Officer’s Commentary

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

GENESCO REPORTS THIRD QUARTER FISCAL 2014 RESULTS

NASHVILLE, Tenn., Dec. 6, 2013 --- Genesco Inc. (NYSE:GCO) today reported earnings from continuing operations for the third quarter ended November 2, 2013, of $27.8 million, or $1.18 per diluted share, compared to earnings from continuing operations of $42.2 million, or $1.76 per diluted share, for the third quarter ended October 27, 2012. Fiscal 2014 third quarter results reflect pretax items of $8.5 million, or $0.25 per diluted share after tax, including $4.0 million of expenses related to the change in accounting for deferred bonuses under the Company's EVA Incentive Plan announced by the Company in September 2013, $3.0 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 $1.5 million for network intrusion expenses, asset impairment charges and other legal matters. Fiscal 2013 third quarter results reflect net pretax items of $1.5 million, or $0.08 per diluted share after tax, including a reduction in expenses of $1.8 million related to the change in accounting for deferred bonuses under the EVA Incentive Plan offset by compensation expense related to deferred purchase price payments in connection with the acquisition of Schuh Group Limited, asset impairments and other legal matters, decreased by tax rate adjustments of $0.40 per diluted share.

Adjusted for the items described above in both periods, earnings from continuing operations were $33.8 million, or $1.43 per diluted share, for the third quarter of Fiscal 2014, compared to earnings from continuing operations of $34.5 million, or $1.44 per diluted share, for the third 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 third quarter of Fiscal 2014 increased 0.3% to $666.3 million from $664.5 million in the third quarter of Fiscal 2013. Comparable store sales in the third quarter of Fiscal 2014 decreased by 1% for the Company, with a 5% increase in the Lids Sports Group, a 2% decrease in the Journeys Group, a 10% decrease in the Schuh Group, and a 7% increase in the Johnston & Murphy Group.

Robert J. Dennis, Genesco chairman, president and chief executive officer, said, "As we expected, easier comparisons in our U.S.-based retail businesses as the third quarter progressed allowed for a modest improvement in consolidated comparable sales relative to recent quarters and overall results in line with our expectations.

"Comparable sales for the fourth quarter to date through Tuesday, December 3, were flat. Because the retail environment remains somewhat choppy and the calendar shifts make meaningful comparisons difficult, we are adopting a slightly more cautious outlook for the balance of the year.

"We now expect adjusted diluted earnings per share to be in the range of $5.10 to $5.20, compared to Fiscal 2013's adjusted earnings per share of $5.06. Consistent with our previous guidance, these expectations do not include non-cash asset impairments, network intrusion expenses and other legal matters or the net gain on a Journeys New York City store lease termination reported in the second quarter. We estimate that these items will be in the range of $1.0 million to $2.0 million pretax, or $0.03 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 expense related to the change in accounting for the Company’s EVA Incentive Plan bonus accruals, which we believe could range as high as $14.1 million pretax, or $0.37 per share, after tax, for the full year. This guidance assumes a comparable sales decrease in the low single digit range for the full fiscal year, including a low 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 focus on successfully navigating the current headwinds while staying the course on our long-term strategic direction. We recently updated our 5-year plan and now expect annual sales to hit $3.9 billion and operating margins to be approximately 9% to 9.5% by Fiscal 2018. We remain confident in our strategic position and our ability to achieve our growth targets and generate increased value for our shareholders.”

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 December 6, 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, earnings, expenses and operating margins), 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 expense related to the change in accounting for the Company’s EVA Incentive Plan bonus accruals; the costs of responding to and liability in connection with the network intrusion announced in December 2010; the timing and amount of non-cash asset impairments, potentially including fixed assets in retail stores and 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; disruptions in the Company’s information technology systems either by security breaches and incidents or by potential problems associated with the implementation of new or upgraded systems; 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 2,525 retail stores and leased departments throughout the U.S., Canada, the United Kingdom and the Republic of Ireland, principally under the names Journeys, Journeys Kidz, Shi by Journeys, 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 Locker Room by Lids and other team sports fan shops and single team clubhouse stores, and the Lids Team Sports team dealer business. In addition, Genesco sells wholesale footwear under its Johnston & Murphy brand, the 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

In Thousands	Three Months Ended Nov. 2, 2013	Three Months Ended Oct. 27, 2012	Nine Months Ended Nov. 2, 2013	Nine Months Ended Oct. 27, 2012
Net sales	**$ 666,332**	$ 664,458	**$ 1,832,466**	$ 1,808,124
Cost of sales	**334,171**	330,046	**919,060**	893,747
Selling and administrative expenses*	**283,702**	279,847	**829,506**	806,425
Asset impairments and other, net	**1,480**	357	**(4,331)**	896
Earnings from operations	**46,979**	54,208	**88,231**	107,056
Interest expense, net	**1,190**	1,301	**3,369**	3,625
Earnings from continuing operations before income taxes	**45,789**	52,907	**84,862**	103,431
Income tax expense	**17,993**	10,686	**34,092**	29,447
Earnings from continuing operations	**27,796**	42,221	**50,770**	73,984
Provision for discontinued operations	**(46)**	(94)	**(270)**	(312)
Net Earnings	**$ 27,750**	$ 42,127	**$ 50,500**	$ 73,672

*Includes $3.0 million and $8.7 million in deferred payments related to the Schuh acquisition in the third quarter and first nine months ended November 2, 2013, respectively, and $3.0 million and $8.9 million for the third quarter and first nine months ended October 27, 2012, respectively.

Earnings Per Share Information

In Thousands (except per share amounts)	Three Months Ended Nov. 2, 2013	Three Months Ended Oct. 27, 2012	Nine Months Ended Nov. 2, 2013	Nine Months Ended Oct. 27, 2012
Preferred dividend requirements	**$ —**	$ 33	**$ 33**	$ 114
Average common shares - Basic EPS	**23,329**	23,584	**23,299**	23,653
Basic earnings per share:				
From continuing operations	**$ 1.19**	$ 1.79	**$ 2.18**	$ 3.12
Net earnings	**$ 1.19**	$ 1.78	**$ 2.17**	$ 3.11
Average common and common equivalent shares - Diluted EPS	**23,604**	23,996	**23,619**	24,121
Diluted earnings per share:				
From continuing operations	**$ 1.18**	$ 1.76	**$ 2.15**	$ 3.07
Net earnings	**$ 1.18**	$ 1.76	**$ 2.14**	$ 3.05

GENESCO INC.

Consolidated Earnings Summary

In Thousands	Three Months Ended **Nov. 2, 2013**	Three Months Ended Oct. 27, 2012	Nine Months Ended **Nov. 2, 2013**	Nine Months Ended Oct. 27, 2012
Sales:				
Journeys Group	**$ 281,093**	$ 300,718	**$ 760,707**	$ 773,997
Schuh Group	**92,556**	92,250	**242,988**	243,718
Lids Sports Group	**199,154**	185,737	**569,515**	550,752
Johnston & Murphy Group	**61,689**	53,079	**173,372**	152,771
Licensed Brands	**31,630**	32,450	**84,854**	85,972
Corporate and Other	**210**	224	**1,030**	914
Net Sales	**$ 666,332**	$ 664,458	**$ 1,832,466**	$ 1,808,124
Operating Income (Loss):				
Journeys Group	**$ 32,268**	$ 38,456	**$ 56,198**	$ 67,651
Schuh Group (1)	**1,945**	3,602	**(4,131)**	1,713
Lids Sports Group	**11,996**	18,057	**35,517**	56,785
Johnston & Murphy Group	**4,833**	3,149	**10,432**	8,950
Licensed Brands	**4,112**	3,731	**8,504**	8,530
Corporate and Other (2)	**(8,175)**	(12,787)	**(18,289)**	(36,573)
Earnings from operations	**46,979**	54,208	**88,231**	107,056
Interest, net	**1,190**	1,301	**3,369**	3,625
Earnings from continuing operations before income taxes	**45,789**	52,907	**84,862**	103,431
Income tax expense	**17,993**	10,686	**34,092**	29,447
Earnings from continuing operations	**27,796**	42,221	**50,770**	73,984
Provision for discontinued operations	**(46)**	(94)	**(270)**	(312)
Net Earnings	**$ 27,750**	$ 42,127	**$ 50,500**	$ 73,672

(1)Includes $3.0 million and $8.7 million in deferred payments related to the Schuh acquisition in the third quarter and first nine months ended November 2, 2013, respectively, and $3.0 million and $8.9 million for the third quarter and first nine months ended October 27, 2012, respectively.

(2)Includes a $1.5 million charge in the third quarter of Fiscal 2014 which includes $0.8 million for network intrusion expenses, $0.4 million for asset impairments and $0.3 million for other legal matters. Includes $4.3 million income for the first nine months of Fiscal 2014 which includes an $8.3 million gain on a lease termination, partially offset by $1.8 million for asset impairments, $1.4 million for network intrusion expenses and $0.8 million for other legal matters. Includes a $0.4 million charge in the third quarter of Fiscal 2013 which includes $0.3 million for asset impairments and $0.1 million for other legal matters and includes a $0.9 million charge in the first nine months of Fiscal 2013 which includes $0.7 million for asset impairments, $0.1 million for network intrusion expenses and $0.1 million for other legal matters.

Exhibit 99.1

GENESCO INC.

Consolidated Balance Sheet

In Thousands		Nov. 2, 2013		Oct. 27, 2012
Assets				
Cash and cash equivalents	**$**	**32,250**	$	39,890
Accounts receivable		**64,235**		61,006
Inventories		**694,256**		600,251
Other current assets		**78,820**		65,629
Total current assets		**869,561**		766,776
Property and equipment		**268,985**		239,499
Other non-current assets		**407,257**		419,347
Total Assets	**$**	**1,545,803**	$	1,425,622
Liabilities and Equity				
Accounts payable	**$**	**265,067**	$	219,826
Other current liabilities		**144,920**		158,395
Total current liabilities		**409,987**		378,221
Long-term debt		**92,361**		86,296
Other long-term liabilities		**181,857**		172,182
Equity		**861,598**		788,923
Total Liabilities and Equity	**$**	**1,545,803**	$	1,425,622

GENESCO INC.

Retail Units Operated - Nine Months Ended November 2, 2013

	Balance 1/28/2012	Acquisi-tions	Open	Close	Balance 2/2/2013	Acquisi-tions	Open	Close	Balance 11/2/2013
Journeys Group	1,154	—	32	29	1,157	—	23	19	**1,161**
Journeys	812	—	22	14	820	—	12	9	**823**
Underground by Journeys	137	—	—	7	130	—	—	9	**121**
Journeys Kidz	152	—	9	5	156	—	11	1	**166**
Shi by Journeys	53	—	1	3	51	—	—	—	**51**
Schuh Group	78	—	16	2	92	—	25	20	**97**
Schuh UK*	56	—	15	1	70	—	25	8	**87**
Schuh ROI	8	—	1	—	9	—	—	—	**9**
Schuh Concessions*	14	—	—	1	13	—	—	12	**1**
Lids Sports Group	1,002	33	47	29	1,053	7	77	23	**1,114**
Johnston & Murphy Group	153	—	9	5	157	—	10	2	**165**
Shops	103	—	4	5	102	—	5	2	**105**
Factory Outlets	50	—	5	—	55	—	5	—	**60**
Total Retail Units	2,387	33	104	65	2,459	7	135	64	**2,537**
Permanent Units*					2,446	7	125	46	**2,532**

Retail Units Operated - Three Months Ended November 2, 2013

	Balance 8/3/2013	Acquisi-tions	Open	Close	Balance 11/2/2013
Journeys Group	1,159	—	5	3	1,161
Journeys	822	—	2	1	823
Underground by Journeys	123	—	—	2	121
Journeys Kidz	163	—	3	—	166
Shi by Journeys	51	—	—	—	51
Schuh Group	95	—	6	4	97
Schuh UK*	84	—	6	3	87
Schuh ROI	9	—	—	—	9
Schuh Concessions*	2	—	—	1	1
Lids Sports Group	1,071	—	49	6	1,114
Johnston & Murphy Group	163	—	2	—	165
Shops	104	—	1	—	105
Factory Outlets	59	—	1	—	60
Total Retail Units	2,488	—	62	13	2,537
Permanent Units*	2,479	—	62	9	2,532

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

Exhibit 99.1

Genesco Inc.

Comparable Sales (including same store and comparable direct sales)

	Three Months Ended		Nine Months Ended	
	Nov. 2, 2013	Oct. 27, 2012	**Nov. 2, 2013**	Oct. 27, 2012
Journeys Group	**(2)%**	8 %	**(2)%**	9%
Schuh Group	**(10)%**	9 %	**(9)%**	9%
Lids Sports Group	**5 %**	(5)%	**(1)%**	0%
Johnston & Murphy Group	**7 %**	8 %	**7 %**	5%
Total Comparable Sales	**(1)%**	5 %	**(2)%**	6%

Schedule B

Genesco Inc.
Adjustments to Reported Earnings from Continuing Operations
Third Quarter Ended November 2, 2013 and October 27, 2012

In Thousands (except per share amounts)	**Third Quarter Oct 2013**	**Impact on Diluted EPS**	Third Quarter Oct 2012	Impact on Diluted EPS
Earnings from continuing operations, as reported	**$ 27,796**	**$ 1.18**	$ 42,221	$ 1.76
Adjustments: (1)				
Impairment charges	**215**	**0.01**	179	0.01
Deferred payment - Schuh acquisition	**2,949**	**0.12**	2,971	0.12
Change in accounting for bonus awards	**2,541**	**0.11**	(1,160)	(0.05)
Other legal matters	**169**	**0.01**	46	—
Network intrusion expenses	**536**	**0.02**	—	—
Higher (lower) effective tax rate	**(382)**	**(0.02)**	(9,786)	(0.4)
Adjusted earnings from continuing operations (2)	**$ 33,824**	**$ 1.43**	$ 34,471	$ 1.44

(1) All adjustments are net of tax where applicable. The tax rate for the third quarter of Fiscal 2014 is 37.6% excluding a FIN 48 discrete item of less than $0.1 million. The tax rate for the third quarter of Fiscal 2013 is 36.6% excluding a FIN 48 discrete item of less than $0.1 million.

(2) EPS reflects 23.6 million and 24.0 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.

Genesco Inc.
Adjustments to Reported Operating Income
Third Quarter Ended November 2, 2013

	Three Months ended November 2, 2013		
In Thousands	Operating Income	Bonus Adj and Other	Adj Operating Income
Journeys Group	$ 32,268	$ 968	$ 33,236
Schuh Group*	1,945	3,903	5,848
Lids Sports Group	11,996	—	11,996
Johnston & Murphy Group	4,833	10	4,843
Licensed Brands	4,112	4	4,116
Corporate and Other	(8,175)	3,598	(4,577)
Total Operating Income	$ 46,979	$ 8,483	$ 55,462

*Schuh Group adjustments include $3.0 million in deferred purchase price payments.

Exhibit 99.1

Schedule B

Genesco Inc.
Adjustments to Reported Operating Income
Third Quarter Ended October 27, 2012

In Thousands	Three Months ended October 27, 2012 Operating Income	Bonus Adj and Other	Adj Operating Income
Journeys Group	$ 38,456	$ (1,383)	$ 37,073
Schuh Group*	3,602	2,078	5,680
Lids Sports Group	18,057	516	18,573
Johnston & Murphy Group	3,149	9	3,158
Licensed Brands	3,731	(7)	3,724
Corporate and Other	(12,787)	285	(12,502)
Total Operating Income	$ 54,208	$ 1,498	$ 55,706

*Schuh Group adjustments include $3.0 million in deferred purchase price payments.

Genesco Inc.
Adjustments to Reported Earnings from Continuing Operations
Nine Months Ended November 2, 2013 and October 27, 2012

In Thousands (except per share amounts)	**9 mos Oct 2013**	**Impact on Diluted EPS**	9 mos Oct 2012	Impact on Diluted EPS
Earnings from continuing operations, as reported	**$ 50,770**	**$ 2.15**	$ 73,984	$ 3.07
Adjustments: (1)				
Impairment charges	**1,108**	**0.05**	456	0.02
Deferred payment - Schuh acquisition	**8,651**	**0.36**	8,854	0.37
Gain on lease termination	**(2,077)**	**(0.09)**	—	—
Change in accounting for bonus awards	**10,319**	**0.44**	(1,088)	(0.05)
Other legal matters	**471**	**0.02**	46	—
Network intrusion expenses	**896**	**0.04**	65	—
Higher (lower) effective tax rate	**(877)**	**(0.04)**	(11,922)	(0.49)
Adjusted earnings from continuing operations (2)	**$ 69,261**	**$ 2.93**	$ 70,395	$ 2.92

(1) All adjustments are net of tax where applicable. The tax rate for the first nine months of Fiscal 2014 is 37.3% excluding a FIN 48 discrete item of $0.1 million. The tax rate for the first nine months of Fiscal 2013 is 36.6% excluding a FIN 48 discrete item of $0.3 million.

(2) EPS reflects 23.6 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.

Exhibit 99.1

Schedule B

Genesco Inc.

Adjustments to Reported Operating Income

Nine Months Ended November 2, 2013

	Nine Months ended November 2, 2013		
In Thousands	Operating Income	Bonus Adj and Other	Adj Operating Income
Journeys Group*	$ 56,198	$ 7,028	$ 63,226
Schuh Group**	(4,131)	12,595	8,464
Lids Sports Group	35,517	1,676	37,193
Johnston & Murphy Group	10,432	23	10,455
Licensed Brands	8,504	—	8,504
Corporate and Other*	(18,289)	4,441	(13,848)
Total Operating Income	$ 88,231	$ 25,763	$ 113,994

*Journeys Group and Corporate adjustments include $3.5 million and $1.5 million, respectively, in bonus adjustments resulting from the gain on a lease termination for a Journeys store in the second quarter.

**Schuh Group adjustments include $8.7 million in deferred purchase price payments.

Genesco Inc.

Adjustments to Reported Operating Income

Nine Months Ended October 27, 2012

	Nine Months ended October 27, 2012		
In Thousands	Operating Income	Bonus Adj and Other	Adj Operating Income
Journeys Group	$ 67,651	$ (3,231)	$ 64,420
Schuh Group*	1,713	6,354	8,067
Lids Sports Group	56,785	1,527	58,312
Johnston & Murphy Group	8,950	31	8,981
Licensed Brands	8,530	(14)	8,516
Corporate and Other	(36,573)	3,367	(33,206)
Total Operating Income	$ 107,056	$ 8,034	$ 115,090

*Schuh Group adjustments include $3.0 million in deferred purchase price payments.

Exhibit 99.1

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	$ 101,039	$ 4.29	$ 99,304	$ 4.21
Adjustments: (1)				
Impairment/Gain on lease termination	1,248	0.05	624	0.03
Change in accounting for bonus awards	8,808	0.37	8,808	0.37
Deferred payment - Schuh acquisition	11,540	0.49	11,540	0.49
Adjusted forecasted earnings from continuing operations (2)	$ 122,635	$ 5.20	$ 120,276	$ 5.10

(1) All adjustments are net of tax where applicable. The forecasted tax rate for Fiscal 2014 is approximately 37.6% excluding a FIN 48 discrete item of $0.1 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.
CHIEF FINANCIAL OFFICER'S COMMENTARY
FISCAL YEAR 2014
THIRD QUARTER ENDED NOVEMBER 2, 2013

Consolidated Results

Third Quarter

Sales

Third quarter net sales increased 0.3% to $666 million from $664 million in the third 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:	**3rd Qtr** FY14	**3rd Qtr** FY13
Journeys Group	-2%	8%
Schuh Group	-9%	9%
Lids Sports Group	3%	-5%
Johnston & Murphy Group	8%	6%
Total Genesco	-1%	4%

Comparable Direct Sales:	**3rd Qtr** FY14	**3rd Qtr** FY13
Journeys Group	6%	7%
Schuh Group	-11%	12%
Lids Sports Group	40%	1%
Johnston & Murphy Group	6%	16%
Total Genesco	8%	9%

Same Store and Comparable Direct Sales:	**3rd Qtr** FY14	**3rd Qtr** FY13
Journeys Group	-2%	8%
Schuh Group	-10%	9%
Lids Sports Group	5%	-5%
Johnston & Murphy Group	7%	8%
Total Genesco	-1%	5%

Through December 3, 2013, fourth quarter same store sales were flat and direct sales decreased 2% on a comparable basis; and combined comparable sales were flat.

Gross Margin

Third quarter gross margin was 49.8% this year compared with 50.3% last year, primarily reflecting lower gross margins at Lids**.**

Asset Impairments and Other, Net

“Asset impairments and other” charges for the third quarter of Fiscal 2014 were $1.5 million. This amount is made up of expenses related to network intrusion litigation, asset impairments and other legal expenses. Last year’s third quarter charge of $0.4 million was primarily asset impairments.

SG&A

Selling and administrative expense for the third quarter increased to 42.6% of sales from 42.1% for the same period last year. Included in expenses this quarter is $3.0 million, or $0.12 per diluted share, 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 $3.0 million or $0.12 per diluted share of deferred purchase price. In addition, the quarter’s SG&A includes expenses of $4.0 million or $0.11 per share, recognized in connection with the change in accounting for certain bonus awards payable under the Company’s EVA Incentive Plan disclosed by the company during the quarter and discussed below, while last year’s third quarter SG&A expense reflects a gain of $1.8 million, or $0.05 per diluted share, recognized in connection with the accounting change. Excluding the deferred purchase price expense, asset impairments and other and the effects of the bonus related accounting change in both periods, SG&A as a percent of sales fell to 41.5% from 41.9% last year, or a 40 basis point improvement. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is provided in the schedule posted on the Company’s website in conjunction with this document.

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 financial performance and subject to forfeiture if the employee voluntarily resigns or is terminated for cause before the retained amount is paid. Historically, the Company has expensed the full amount of the retained bonus in the year in which it was determined. As a result of a review of this treatment, the Company determined that the retained bonus should be expensed across the three-year service period rather than fully expensed in the year it is determined. The effect of the change was to increase reported earnings in certain prior periods by adding back bonus expense previously recognized in those periods under the Company’s historical treatment and to amortize the amounts added back across the three-year payout period. The net effect of the change on both cash flow and earnings is zero. Because earnings guidance was formulated on the basis of the historical accounting treatment, the Company is excluding the effects of the accounting change from its adjusted earnings and expense measures.

Also included in third quarter SG&A expense, but <u>not</u> eliminated from the adjusted expense, is $3.9 million or $0.13 per diluted share this year, and $4.2 million, or $0.13 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

Genesco's operating income for the third quarter was $47.0 million this year compared with $54.2 million last year. Operating income this year included $3.0 million in deferred purchase price expense and $4.0 million from the accounting change. This was further reduced by the $1.5 million asset impairments and other charges discussed above. Last year's third quarter operating income includes the $1.8 million gain related to the accounting change, offset by $0.4 million of asset impairments and other charges and by $3.0 million in deferred purchase price expense. Excluding these items from both periods, operating income for the third quarter was $55.5 million this year compared with $55.7 million last year. Adjusted operating margin was 8.3% of sales in the quarter this year and 8.4% last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is posted on the Company's website in conjunction with this document.

Interest Expense

Net interest expense for the quarter was $1.2 million, compared with $1.3 million for the same period last year.

Pretax Earnings

Pretax earnings for the quarter were $45.8 million, including the $4.0 million related to the accounting change for bonus awards, the $1.5 million of asset impairments and other charges, and the $3.0 million deferred purchase price expense. Last year's third quarter pretax earnings were $52.9 million, including approximately $0.4 million of asset impairments and other charges, and $3.0 million of deferred purchase price expense, offset by a $1.8 million gain related to the accounting change. Excluding these items from both years' results, pretax earnings for the quarter were $54.3 million this year compared to $54.4 million last year. A reconciliation of Non-GAAP financial measures to the most directly comparable GAAP measure is posted on the Company's website in conjunction with this document.

Taxes

The effective tax rate for the quarter was 39.3% this year, compared to 20.2% last year. The difference in tax rate this year compared to last year is due primarily to the reversal last year of previously recorded charges related to uncertain tax positions due to the expiration of the applicable statutes of limitations and the recognition of certain state tax credits. The adjusted tax rate, reflecting the exclusion of the Schuh acquisition related deferred purchase price, asset impairments and other charges, and the effects of the bonus-related accounting change, was 37.6% this year compared to 36.6% last year. The difference in the effective tax rate and the adjusted tax rate is due 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 $27.8 million, or $1.18 per diluted share, in the third quarter this year, compared to earnings of $42.2 million, or $1.76 per diluted share, in the third quarter last year. Excluding the items discussed above, third quarter earnings from continuing operations were $33.8 million or $1.43

per diluted share this year, compared with $34.5 million or $1.44 per diluted share last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is posted on the Company's website in conjunction with this document.

Segment Results

<u>Lids Sports Group</u>

Lids Sports Group's sales for the third quarter increased 7.2% to $199 million from $186 million last year.

Same store sales for the quarter increased 3% this year compared to a 5% decrease last year. Comparable direct sales increased 40% compared with 1% last year. Comparable sales, including both same store sales and comparable direct sales, increased 5% this year compared to a 5% decrease last year. Through December 3, 2013, same store sales increased 2%; e-commerce sales decreased 1%; and combined comparable sales increased 2%.

The Group's gross margin as a percent of sales decreased about 170 basis points, primarily reflecting lower pricing on snapback hats than in the third quarter last year and increased promotional activity. SG&A expense as a percent of sales, excluding the accounting change for bonus awards discussed above, increased 200 basis points due in part to bonus accrual reversals last year. In addition, Lids is adding merchandise and store operation personnel to support their growth plans.

The Group's third quarter adjusted operating income was $12.0 million, or 6.0% of sales, down from $18.1 million, or 9.7% of sales last year. A reconciliation of Non-GAAP financial measures to the most directly comparable GAAP measure is posted on the Company's website in conjunction with this document.

<u>Journeys Group</u>

Journeys Group's sales for the quarter decreased 6.5% to $281 million from $301 million last year.

Same store sales for the Group were down 2%, compared with an 8% increase last year; comparable direct sales increased 6% this year, compared with 7% last year. Combined comparable sales decreased 2% this year compared with an 8% increase last year. Through December 3, 2013, same store sales were flat, comparable direct sales decreased 1%, and combined comparable sales were flat.

Average Selling Prices (ASP) for footwear in Journeys stores in the third quarter this year decreased 1% compared with an ASP increase of 6% in the third quarter last year.

Gross margin for the Journeys Group decreased by about 20 basis points in the quarter due primarily to lower initial mark-ons related to sales mix changes.

The Journeys Group's SG&A expense, excluding the accounting change for bonus awards discussed above, increased 30 basis points as a percent of sales for the quarter due to increased store related expenses partially offset by lower bonus expense.

The Journeys Group's adjusted operating income for the quarter was $33.2 million, or 11.8% of sales, compared to last year's adjusted operating income of $37.1 million, or 12.3% of sales. A reconciliation of Non-GAAP financial measures to the most directly comparable GAAP measure is posted on the Company's website in conjunction with this document.

Schuh Group

Schuh's sales in the third quarter were $93 million, compared to $92 million last year, an increase of 0.3%. Same store sales decreased by 9% in the quarter; direct sales were down 11%; and total comparable sales decreased by 10%. Through December 3, 2013, same store sales were down 6%; comparable direct sales decreased 8%; and total comparable sales were down 7%.

Schuh's gross margin was down 50 basis points in the quarter due to increased promotions to meet competition and to keep inventories in line with expectations. Expenses as a percent of sales, excluding the deferred purchase price expense and change in accounting for bonus awards discussed above, decreased by 60 basis points due to a lower EVA bonus accrual compared to last year.

The Schuh Group's operating income was $1.9 million, which included $3.0 million of expenses related to the deferred purchase price discussed above. This compares with operating income of $3.6 million last year, including $3.0 million of deferred purchase price expense. Excluding the deferred purchase price accruals and change in accounting for bonus awards, but including the contingent acquisition bonus accrual of approximately $3.9 million this year and $4.2 million last year, the Group had adjusted operating income of $5.8 million this year compared with $5.7 million in last year's third quarter. A reconciliation of Non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Johnston & Murphy Group

Johnston & Murphy Group's third quarter sales increased 16.2%, to $62 million, compared to $53 million in the third quarter last year.

Johnston & Murphy's wholesale sales increased 15% in the quarter. Same store sales increased 8%; direct sales increased 6%; and combined comparable sales increased 7% on top of an 8% increase last year. Direct sales represented about 9% of Johnston & Murphy Group's sales this quarter. Through December 3, 2013, same store sales were up 14%; e-commerce and catalog sales increased 13%; and combined comparable sales were up 14%.

Johnston & Murphy's gross margin increased by about 110 basis points for the quarter due to lower markdowns. SG&A expense, as a percent of sales, excluding the change in accounting for bonus awards discussed above, decreased by 70 basis points reflecting positive leverage from positive comparable sales.

Expenses include about $0.6 million, or 1% of Johnston & Murphy's sales in the quarter related to the relaunch of the Trask brand in the quarter.

Adjusted operating income was $4.8 million or 7.8% of sales, compared to $3.1 million, or 5.9% of sales last year. A reconciliation of Non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Licensed Brands

Licensed Brands' sales decreased 2.5% to $31.6 million in the third quarter, compared to $32.5 million in the third quarter last year. Gross margin was down 80 basis points due primarily to discounting in a product line.

SG&A expense, excluding the change in accounting for bonus awards discussed above as a percent of sales was down about 230 basis points due primarily to decreased compensation and advertising expenses.

Adjusted operating income for the quarter was $4.1 million or 13.0% of sales, compared with $3.7 million, or 11.5% of sales last year. A reconciliation of Non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company’s website in conjunction with this document.

<u>Corporate</u>

Corporate expenses, including $1.5 million this year and $0.4 million last year in charges for asset impairments and other charges and the effects of the change in accounting for bonus awards, were $8.2 million this year compared with $12.8 million last year. Excluding the asset impairments and other charges and the change in accounting for bonus awards, corporate expenses were $4.6 million this year compared with $12.5 million last year, primarily due to lower bonus accruals. A reconciliation of Non-GAAP financial measures to the most directly comparable GAAP measure is posted on the Company’s website in conjunction with this document.

Balance Sheet

<u>Cash</u>

Cash at the end of the third quarter was $32 million compared with $40 million last year. We ended the quarter with $98 million in debt, compared with $92 million last year. We repurchased a total of 148,365 shares of stock at an average price of $63.75 per share in the third quarter. During the quarter, the board increased the share buyback authorization to $75 million of which approximately $65.5 million remains available.

<u>Inventory</u>

Inventories increased 16% in the third quarter on a year-over-year basis. Retail inventory per square foot increased 10%.

<u>Equity</u>

Equity was $862 million at quarter-end, compared with $789 million last year.

Capital Expenditures

For the third quarter, capital expenditures were $38.5 million and depreciation and amortization expenses were $16.6 million. During the quarter, we opened 62 new permanent stores and closed 9 permanent stores. We ended the quarter with 2,533 permanent stores compared with 2,435 permanent stores at the end of the third quarter last year, or an increase of 4%. Square footage increased 6% on a year-over-year basis. The store count as of November 2, 2013 included:

Lids stores (including 101 stores in Canada)	920
Lids Locker Room Stores (including 24 Macy's Locker Room by Lids leased departments)	147
Lids Clubhouse Stores	47
Journeys Stores (including 30 Stores in Canada)	823
Journeys Kidz Stores	166
Shï by Journeys Stores	51
Underground by Journeys Stores	121
Schuh Stores (including 4 Kids Stores)	93
Johnston & Murphy Stores and Factory Stores (including 7 stores in Canada)	165
Total Permanent Stores	**2,533**
Schuh concessions and "pop-up" stores	4
Total Stores	**2,537**

Exhibit 99.2

For Fiscal 2014, we are forecasting capital expenditures in the range of $110 million to $115 million and depreciation and amortization of about $68 million. Our current store openings (assuming 174 permanent stores and 14 acquired stores) and closing plans by chain are as follows:

Projected Store Activity
FY2014

	New	Acquisitions/ Conversions	Close	Net
Journeys Group	**40**		**28**	**12**
Journeys stores (U.S.)	13		10	3
Journeys stores (Canada)	7		0	7
Journeys Kidz stores	20		3	17
Shï by Journeys	0		3	(3)
Underground by Journeys	0		12	(12)
Johnston & Murphy Group	**13**		**2**	**11**
Schuh Group	**19**		**3**	**16**
Schuh stores	18		3	15
Schuh Kids	1		0	1
Lids Sports Group	**102**	**14**	**27**	**89**
Lids hat stores (U.S.)	29	(1)	14	14
Lids hat stores (Canada)	10	7	5	12
Lids Locker Room, Macy's & Clubhouse	63	8	8	63
Total Permanent Stores	**174**	**14**	**60**	**128**
Schuh concessions	0	0	13	(13)
Subtotal	**174**	**14**	**73**	**115**
Schuh "pop-up" stores	10		8	2
Adjusted Openings and Closings	**184**	**14**	**81**	**117**

Beginning 2/2/2013	2,459
Net Openings & Closings	115
Net Schuh "pop-up" stores	2
Projected Ending 2/1/2014	2,576

Exhibit 99.2

Projected Net New Stores
FY2014

	Actual Jan 2013	Projected Net New	Projected Jan 2014
Journeys Group	**1,157**	**12**	**1,169**
Journeys stores (U.S.)	796	3	799
Journeys stores (Canada)	24	7	31
Journeys Kidz stores	156	17	173
Shï by Journeys	51	(3)	48
Underground by Journeys	130	(12)	118
Johnston & Murphy Group	**157**	**11**	**168**
Schuh Group	**79**	**16**	**95**
Schuh Stores	76	15	91
Schuh Kids	3	1	4
Lids Sports Group	**1,053**	**89**	**1,142**
Lids hat stores (U.S.)	811	14	825
Lids hat stores (Canada)	98	12	110
Lids Locker Room, Macy's & Clubhouse	144	63	207
Total Permanent Stores	**2,446**	**128***	**2,574**
Schuh concessions	13	(13)	—
Subtotal	**2,459**	**115**	**2,574**
Schuh "pop-up" stores	**—**	**2**	**2**
Total Stores	**2,459**	**117**	**2,576**

*Includes 14 Lids Locker Room acquired stores and 24 Macy's Locker Room by Lids leased departments.

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, earnings, expenses and operating margins), 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 expense related to the change in accounting for the Company's EVA Incentive Plan bonus accruals; the costs of responding to and liability in connection with the network intrusion announced in December 2010; the timing and amount of non-cash asset impairments, potentially including fixed assets in retail stores and 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; disruptions in the Company’s information technology systems either by security breaches and incidents or by potential problems associated with the implementation of new or upgraded systems; 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.