

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): October 21, 2021

GENESCO INC.

(Exact name of registrant as specified in its charter)

Tennessee
(State or Other Jurisdiction
of Incorporation)

1-3083
(Commission
File Number)

62-0211340
(I.R.S. Employer
Identification No.)

1415 Murfreesboro Pike Nashville Tennessee
(Address of Principal Executive Offices)

37217-2895
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$1.00 par value	GCO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On October 21, 2021, Genesco Inc. (the “Company”) announced that Thomas A. George has been named Senior Vice President, Finance and Chief Financial Officer of the Company, effective immediately. Mr. George’s appointment is currently structured to end in March 2024 after the filing of the Company’s Annual Report on Form 10-K for the 2024 fiscal year (the “2024 10-K”). Mr. George began employment with the Company as a financial advisor on November 30, 2020 and was named Senior Vice President, Finance and Interim Chief Financial Officer of the Company on December 1, 2020.

Prior to his employment with the Company, Mr. George, 66, most recently served as chief financial officer of Deckers Brands, a position he held from September 2009 to July 2018. Prior to serving in that role, Mr. George served as chief financial officer of Ophthonix, Inc. from 2005 to 2009, and as chief financial officer of Oakley, Inc. from 1997 to 2005. Mr. George does not have any family relationships with any of the Company’s directors or executive officers. There are no arrangements or understandings between Mr. George and any other persons pursuant to which he was selected as Senior Vice President, Finance and Chief Financial Officer of the Company. There are no transactions involving the Company and Mr. George that would be reportable under Item 404(a) of Regulation S-K.

In connection with his appointment, Mr. George will continue to receive an annual base salary of \$500,000. In the event of Mr. George’s involuntary termination without cause within the first 18 months following April 1, 2022, Mr. George will receive salary on a monthly basis for the remainder of such period. Beginning January 30, 2022, Mr. George will be entitled to receive a target incentive award for fiscal years 2023 and 2024 under the Company’s Third Amended and Restated EVA Incentive Compensation Plan (as such plan may be amended from time to time) equal to 70% of Mr. George’s base salary (the “EVA Incentive Award”). If Mr. George’s employment is involuntarily terminated without cause prior to the filing of the 2024 10-K, he is entitled to payment of a pro rata portion of the EVA Incentive Award for full months of service based on the Company’s full-year actual performance provided that he has been employed for at least 120 days during the plan year. If Mr. George’s employment continues through March 2024, any positive bank balance will be paid to him six months thereafter. Mr. George will receive a grant of restricted stock under the Company’s 2020 Equity Incentive Plan with a grant date fair value equal to \$1,490,000 (which is intended to cover his full two-year employment period through March 2024). The award vests 25% on the first anniversary of the grant date, 25% on the second anniversary of the grant date and 50% at the end of the employment period in March 2024. Upon Mr. George’s death, disability or involuntary termination without cause, vesting of any unvested portion of the restricted stock grant will be accelerated. Upon voluntary termination or termination with cause, any unvested awards will be forfeited. Mr. George will also be paid a \$15,000 lump sum stipend per quarter in each quarter beginning January 1, 2022 until termination of employment in lieu of relocation assistance.

A press release issued by the Company announcing the appointment is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit Number	Description
99.1	Press Release Issued by Genesco Inc. on October 21, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: October 21, 2021

GENESCO INC.

By:	/s/ Scott E. Becker
Name:	Scott E. Becker
Title:	Senior Vice President, Secretary and General Counsel

GENESCO NAMES TOM GEORGE CHIEF FINANCIAL OFFICER

NASHVILLE, Tenn., Oct. 21, 2021 – Genesco Inc. (NYSE: GCO) today announced that Thomas A. George has been named senior vice president-finance and chief financial officer, effective October 20, 2021, elevating his role from the interim position he has held since December 2020. George is expected to serve in this position through at least March 2024.

George comes to Genesco with significant financial executive experience in the consumer brand and retail sectors. He previously served nine years as chief financial officer of the global footwear company, Deckers Brands, where, during his tenure, the company doubled its revenue and increased its market capitalization fourfold. Earlier in his career, he was chief financial officer of Oakley, the global eyewear brand, and served in the same capacity at companies in the technology and medical device industries. George graduated from the University of Southern California with a bachelor of science in business administration and is a Certified Public Accountant.

Mimi E. Vaughn, board chair, president and chief executive officer, said, “Given his extensive background and footwear experience, Tom is uniquely qualified to be Genesco’s CFO. Tom has made significant contributions since joining Genesco late last year. He is an exceptional leader, and his strategic insight, strong financial leadership, and comprehensive knowledge of the footwear industry have been invaluable as we navigate through the end of pandemic. Tom is a valued member of the Genesco management team, and we very much look forward to working with him as we drive value executing our footwear focused strategies, namely accelerating digital and omnichannel, reshaping our cost structure and growing the branded side of Genesco’s business.”

George added, “I look forward to working with Mimi and the Genesco management team as we continue to capitalize on synergies to drive growth and profitability across our footwear focused portfolio. Genesco’s recent results and momentum coming out of the pandemic are a testament that we have the right team and the right strategy to successfully drive shareholder value.”

About Genesco Inc.

Genesco Inc., a Nashville-based specialty retail and branded company, sells footwear and accessories in more than 1,435 retail stores throughout the U.S., Canada, the United Kingdom and the Republic of Ireland, principally under the names Journeys, Journeys Kidz, Little Burgundy, Schuh, Schuh Kids, Johnston & Murphy, and on internet websites www.journeys.com, www.journeyskidz.com, www.journeys.ca, www.littleburgundyshoes.com, www.schuh.co.uk, www.johnstonmurphy.com, www.johnstonmurphy.ca, www.nashvilleshoewarehouse.com, and www.dockersshoes.com. In addition, Genesco sells footwear at wholesale under its Johnston & Murphy brand, the licensed Levi’s brand, the licensed Dockers brand, the licensed Bass brand, and other brands. Genesco is committed to progress in its diversity, equity and inclusion efforts, and the Company’s environmental, social and governance stewardship. For more information on Genesco and its operating divisions, please visit www.genesco.com.

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