

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): January 17, 2018 (January 16, 2018)

GENESCO INC.

(Exact Name of Registrant as Specified in Charter)

Tennessee

(State or Other
Jurisdiction of
Incorporation)

1-3083

(Commission
File Number)

62-0211340

(I.R.S. Employer
Identification No.)

**1415 Murfreesboro Road
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))

ITEM 7.01. REGULATION FD DISCLOSURE.

On January 16, 2018, Genesco Inc. issued a statement in response to the filing of a Schedule 13D by Legion Partners Asset Management, LLC and 4010 Capital, LLC. A copy of the press release 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 dated January 16, 2018, issued by Genesco Inc.

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.

By: /s/ Roger G. Sisson
Name: Roger G. Sisson
Title: Senior Vice President,
Secretary and General Counsel

Date: January 17, 2018

EXHIBIT INDEX

No.

Exhibit

99.1

[Press Release dated January 16, 2018, issued by Genesco Inc.](#)

Financial Contact: Mimi Vaughn (615)367-7386

Media Contact: Claire S. McCall (615) 367-8283

GENESCO INC. ISSUES STATEMENT IN RESPONSE TO 13D FILING BY LEGION PARTNERS ASSET MANAGEMENT AND 4010 CAPITAL

NASHVILLE, Tenn., Jan. 16, 2018 --- Genesco Inc. (NYSE: GCO) today issued the following statement in response to the Schedule 13D filed by Legion Partners Asset Management, LLC and 4010 Capital, LLC and affiliated entities:

Genesco welcomes open communication with all its shareholders and values constructive input and suggestions that may advance its goal of enhancing shareholder value. We have engaged in various discussions with representatives of Legion Partners and expect to continue a constructive dialog.

Cautionary Note Concerning Forward-Looking Statements

This press release contains certain forward-looking statements, including statements made within the meaning of the safe harbor provisions of the United States private securities litigation reform act of 1995. These statements can be identified by terms and phrases such as “expect,” “continue,” and “may.” Such statements are subject to various uncertainties that could cause actual actions and results to differ materially. The Company undertakes no obligation to revise the forward-looking statements included in the press release to reflect any future events, actions or circumstances.

About Genesco Inc.

Genesco Inc., a Nashville-based specialty retailer, sells footwear, headwear, sports apparel and accessories in more than 2,725 retail stores and leased departments throughout the U.S., Canada, the United Kingdom, the Republic of Ireland and Germany, principally under the names Journeys, Journeys Kidz, Shi by Journeys, Schuh, Schuh Kids, Little Burgundy, Lids, Locker Room by Lids, Lids Clubhouse, Johnston & Murphy, and on internet websites www.journeys.com, www.journeyskidz.com, www.journeys.ca, www.shibyjourneys.com, www.schuh.co.uk, www.littleburgundyshoes.com, www.johnstonmurphy.com, www.lids.com, www.lids.ca, www.lidslockerroom.com, www.lidsclubhouse.com, www.trask.com, and www.dockersshoes.com. The Company's Lids Sports Group division operates the Lids headwear stores, the Locker Room by Lids and other team sports fan shops and single team clubhouse stores. In addition, Genesco sells wholesale footwear under its Johnston & Murphy brand, the Trask brand, the licensed Dockers brand, G.H. Bass & Co., and other brands. For more information on Genesco and its operating divisions, please visit www.genesco.com.