

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

GENESCO INC.

(Name of Registrant as Specified in Its Charter)

LEGION PARTNERS HOLDINGS, LLC
LEGION PARTNERS, L.P. I
LEGION PARTNERS, L.P. II
LEGION PARTNERS, LLC
LEGION PARTNERS ASSET MANAGEMENT, LLC
CHRISTOPHER S. KIPER
RAYMOND T. WHITE
MARJORIE L. BOWEN
THOMAS M. KIBARIAN
MARGENETT MOORE-ROBERTS
DAWN H. ROBERTSON
GEORGINA L. RUSSELL
HOBART P. SICHEL

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Legion Partners Holdings, LLC, a Delaware limited liability company, together with the other participants named herein (collectively, “Legion”), has filed a preliminary proxy statement and accompanying WHITE proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2021 annual meeting of shareholders of Genesco Inc., a Tennessee corporation (the “Company”).

Item 1: On April 20, 2021, Legion issued the following press release and public letter to the Board of Directors of the Company:

Legion Partners Issues Letter to Genesco’s Board Regarding Its Decision to Delay the Company’s 2021 Annual Meeting

LOS ANGELES--(BUSINESS WIRE)--Legion Partners Asset Management, LLC (together with its affiliates, “Legion Partners” or “we”), which collectively with the other participants in its solicitation beneficially owns approximately 5.9% of the outstanding common shares of Genesco, Inc. (NYSE: GCO) (“Genesco” or the “Company”), today issued the below open letter to the Company’s Board of Directors (the “Board”) regarding the decision to delay the 2021 Annual Meeting of Shareholders (the “Annual Meeting”). Legion Partners has nominated a majority slate of highly-qualified and independent individuals for election to the Company’s Board at the Annual Meeting. Learn more at www.gcoforward.com.

Members of the Genesco Board,

Legion Partners believes you have collectively demonstrated a flagrant disregard for corporate democracy and honest shareholder engagement by delaying the Annual Meeting until mid-July. It seems clear to us – and presumably all other shareholders – that the Board simply wants to buy itself time to carry out a self-directed refresh and develop some semblance of a strategic plan to try to avoid meaningful, investor-driven change. In our view, the Company’s claim of wanting to provide shareholders “*sufficient time to make informed voting decisions*” is nothing more than a smokescreen.

While the Board may feel that a self-directed refresh will thwart our campaign for change, rushing to replace what we contend are stale and underqualified directors following a top five shareholder’s nomination of candidates will not erase Genesco’s history of poor governance and sustained financial underperformance.

We question how this Board can expect any shareholder to view seemingly reactionary efforts as credible when it has allowed Genesco’s governance and operations to steadily decline. Moreover, we believe the Board has gone a long way to further impugning its credibility by announcing this delay of the Annual Meeting through a sparse, post-market 8-K filing yesterday.

Rather than scramble to pack the Board, Genesco should be engaging with Legion Partners about a credible and substantial director refresh. It is long past time for a major shareholder to have significant input into the composition of this Board. Fortunately, we have invested considerable energy and time assembling a diverse slate of highly-qualified individuals.

In closing, we urge the Board to promptly abandon its apparent entrenchment agenda in favor of prioritizing shareholders’ best interests.

Sincerely,

Chris Kiper
Managing Director
Legion Partners Asset Management

Ted White
Managing Director
Legion Partners Asset Management

About Legion Partners

Legion Partners is a value-oriented investment manager based in Los Angeles, with a satellite office in Sacramento, California. Legion Partners seeks to invest in high-quality businesses that are temporarily trading at a discount, utilizing deep fundamental research and long-term shareholder engagement. Legion Partners manages a concentrated portfolio of North American small-cap equities on behalf of some of the world's largest institutional and high-net-worth investors.

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

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As of the date hereof, Legion Partners I directly beneficially owns 841,197 shares of Common Stock, par value \$1.00 per share, of the Company (the "Common Stock"). As of the date hereof, Legion Partners II directly beneficially owns 47,383 shares of Common Stock. As the general partner of each of Legion Partners I and Legion Partners II, Legion Partners GP may be deemed to beneficially own the 888,580 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II. As the investment advisor of each of Legion Partners I and Legion Partners II, Legion Partners Asset Management may be deemed to beneficially own the 888,580 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II. As of the date hereof, Legion Partners Holdings directly beneficially owns 100 shares of Common Stock and, as the sole member of each of Legion Partners Asset Management and Legion Partners GP, Legion Partners Holdings may also be deemed to beneficially own the 888,580 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II. As a managing director of Legion Partners Asset Management and managing member of Legion Partners Holdings, each of Messrs. Kiper and White may be deemed to beneficially own the 888,580 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II and 100 shares of Common Stock held of record by Legion Partners Holdings. As of the date hereof, none of Messrs. Kibarian and Sichel or Ms. Bowen, Moore-Roberts, Robertson and Russell own beneficially or of record any securities of the Company.

Contacts

For Investors:

Kingsdale Advisors

Michael Fein / Lydia Mulyk, 646 651.1640

mfein@kingsdaleadvisors.com / lmulyk@kingsdaleadvisors.com

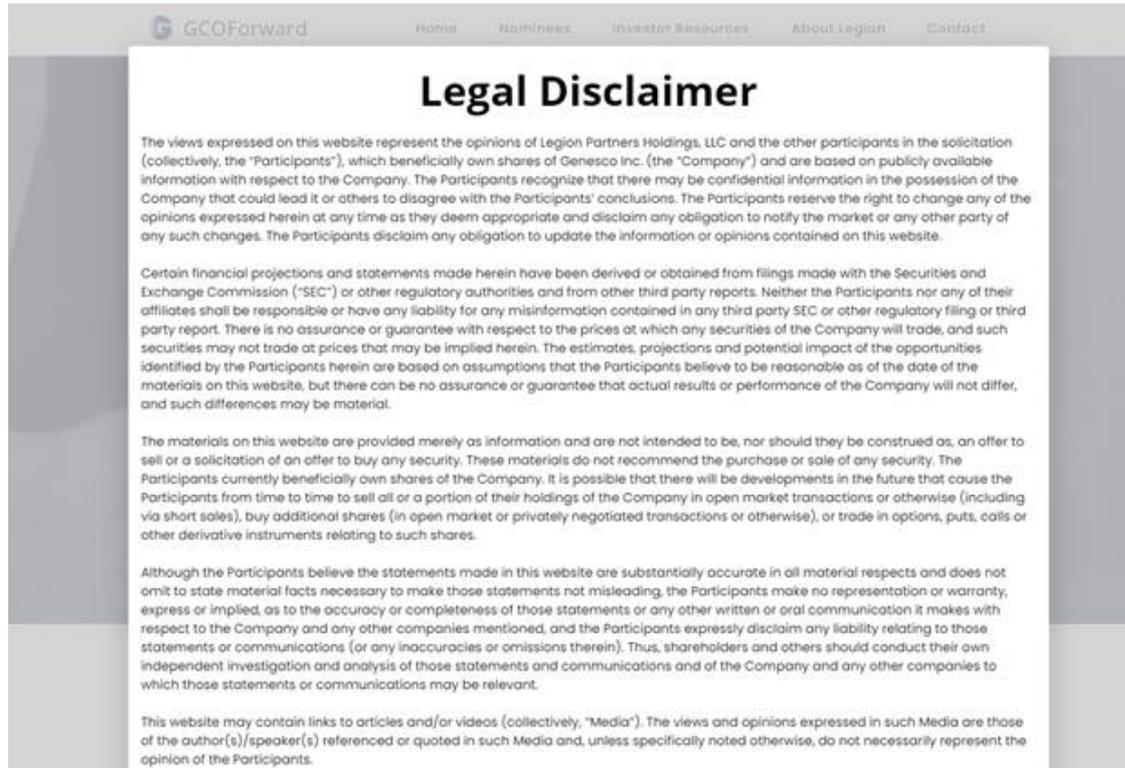
For Media:

Profile

Greg Marose / Charlotte Kiaie, 347-343-2999

gmarose@profileadvisors.com / ckiaie@profileadvisors.com

Item 2: Also on April 20, 2021, Legion uploaded the following materials to <https://www.gcoforward.com/>:



The screenshot shows the GCOForward website's "Legal Disclaimer" page. The page has a navigation bar at the top with links for Home, Nominees, Investor Resources, About Legion, and Contact. The main heading is "Legal Disclaimer" in a large, bold, black font. Below the heading, there are four paragraphs of text in a smaller, standard font. The first paragraph discusses the opinions of Legion Partners Holdings, LLC and other participants. The second paragraph mentions financial projections and statements derived from SEC filings. The third paragraph states that the materials are provided as information and not an offer. The fourth paragraph disclaims any liability for the accuracy of the statements. The fifth paragraph notes that the website may contain links to external media.

GCOForward Home Nominees Investor Resources About Legion Contact

Legal Disclaimer

The views expressed on this website represent the opinions of Legion Partners Holdings, LLC and the other participants in the solicitation (collectively, the "Participants"), which beneficially own shares of Genesco Inc. (the "Company") and are based on publicly available information with respect to the Company. The Participants recognize that there may be confidential information in the possession of the Company that could lead it or others to disagree with the Participants' conclusions. The Participants reserve the right to change any of the opinions expressed herein at any time as they deem appropriate and disclaim any obligation to notify the market or any other party of any such changes. The Participants disclaim any obligation to update the information or opinions contained on this website.

Certain financial projections and statements made herein have been derived or obtained from filings made with the Securities and Exchange Commission ("SEC") or other regulatory authorities and from other third party reports. Neither the Participants nor any of their affiliates shall be responsible or have any liability for any misinformation contained in any third party SEC or other regulatory filing or third party report. There is no assurance or guarantee with respect to the prices at which any securities of the Company will trade, and such securities may not trade at prices that may be implied herein. The estimates, projections and potential impact of the opportunities identified by the Participants herein are based on assumptions that the Participants believe to be reasonable as of the date of the materials on this website, but there can be no assurance or guarantee that actual results or performance of the Company will not differ, and such differences may be material.

The materials on this website are provided merely as information and are not intended to be, nor should they be construed as, an offer to sell or a solicitation of an offer to buy any security. These materials do not recommend the purchase or sale of any security. The Participants currently beneficially own shares of the Company. It is possible that there will be developments in the future that cause the Participants from time to time to sell all or a portion of their holdings of the Company in open market transactions or otherwise (including via short sales), buy additional shares (in open market or privately negotiated transactions or otherwise), or trade in options, puts, calls or other derivative instruments relating to such shares.

Although the Participants believe the statements made in this website are substantially accurate in all material respects and does not omit to state material facts necessary to make those statements not misleading, the Participants make no representation or warranty, express or implied, as to the accuracy or completeness of those statements or any other written or oral communication it makes with respect to the Company and any other companies mentioned, and the Participants expressly disclaim any liability relating to those statements or communications (or any inaccuracies or omissions therein). Thus, shareholders and others should conduct their own independent investigation and analysis of those statements and communications and of the Company and any other companies to which those statements or communications may be relevant.

This website may contain links to articles and/or videos (collectively, "Media"). The views and opinions expressed in such Media are those of the author(s)/speaker(s) referenced or quoted in such Media and, unless specifically noted otherwise, do not necessarily represent the opinion of the Participants.

This website may not be deemed to constitute solicitation material and is intended solely to inform shareholders so that they may make an informed decision regarding the proxy solicitation, as explained in greater detail below.

Cautionary Statement Regarding Forward-Looking Statements

The materials on this website contain forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessarily depend on future events are forward-looking, and the words "anticipate," "believe," "expect," "potential," "opportunity," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained herein that are not historical facts are based on current expectations, speak only as of the date of these materials and involve risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such projected results and statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Participants. Although the Participants believe that the assumptions underlying the projected results or forward-looking statements are reasonable as of the date of these materials, any of the assumptions could be inaccurate and therefore, there can be no assurance that the projected results or forward-looking statements included herein will prove to be accurate. In light of the significant uncertainties inherent in the projected results and forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or that the objectives and strategic initiatives expressed or implied by such projected results and forward-looking statements will be achieved. The Participants will not undertake and specifically declines any obligation to disclose the results of any revisions that may be made to any projected results or forward-looking statements herein to reflect events or circumstances after the date of such projected results or statements or to reflect the occurrence of anticipated or unanticipated events.

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Important Materials

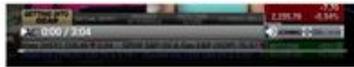
Click on the file name below to view/download.

- [April 12, 2021 Legion Letter to GCO Shareholders](#)
- [April 12, 2021 Press Release](#)
- [April 20, 2021 Legion Partners Issues Letter to Genesco's Board Regarding Its Decision to Delay the Company's 2021 Annual Meeting](#)

Media Coverage

Click on the article name below to view.

- [April 12, 2021 Bloomberg - Activist Legion Seeks to Replace Majority of Genesco Board](#)
- [April 12, 2021 Reuters - Activist Investor Legion Partners nominates 7 directors to Genesco board](#)



CNBC: Power Lunch: Activist Investor Legion Partners Nominates 7 Directors to Genesco Board

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I have read and agree to the terms of this website.

Nominees

Marjorie L. Bowen

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Ms. Bowen has previously served a one-year term as an independent director of Genesco. During that period, she actively monitored the successful exit process for Lids, and participated in the consideration of other strategic alternatives. Her prior tenure positions have to immediately understand the company, its operations, and challenges. Ms. Bowen has served as a director on over a dozen public and privately held companies, including Genesco and other industry participants Caraco Brands and Tatters. As a qualified listed and NASDAQ financial expert, Ms. Bowen has experience chairing Special Committees, Audit Committees, and Restructuring/Strategic Committees. She also has experience serving as a director in situations where that called for improved governance transparency and accountability. Prior to her directorships, Ms. Bowen had nearly a 20-year career in investment banking at Houlihan Lokey, serving as Managing Director from 1997 to 2008 and leading its industry leading business acquisition practice. During her tenure at Houlihan Lokey Ms. Bowen was the most senior woman on the firm. As both an investment banker and corporate director, Ms. Bowen has experience across different types of corporate finance and M&A transactions for both healthy and distressed companies. In addition to the retail experience above, she has broad industry experience, including a focus in real estate intensive and related industries while at Houlihan Lokey. Ms. Bowen holds a B.A. and graduated cum laude from Colgate University in 1987. She holds an M.B.A., with a concentration in Finance from the University of Chicago in 1989.



Tom M. Kibarian

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Tom Kibarian is an advisor to private equity firms that invest in mid-cap retail and consumer wholesale businesses. He assists these firms in developing investment thesis, in conducting due diligence on prospective investments, and in the strategic oversight of portfolio companies. Tom is also a coach to CEOs, with a focus on entrepreneurs who are running a wide range of retail and consumer product companies, including a home decor retailer, an apparel brand, a food brand, and a consumer health services firm. Tom was CEO of Garden Ridge, the home decor retailer that now operates as All Home, from 2008 to 2012. Tom took over as CEO shortly after Garden Ridge was purchased for \$284 million by a leveraged buyout and sold the business seven years later for over \$700 million when it was a 25% EBITDA margin business. Tom and his team increased GM% from 40% to 50%, through a category re mix, elimination of money-losing promotions, and better disciplines around inventory planning, allocation, replenishment, and merchandise management. Prior to his time with Garden Ridge, Tom was an Associate Principal with Machinery & Company, based in Chicago. Tom focused primarily on the retail industry, and served a wide range of US retailers, including mass merchants, department stores, and specialty apparel retailers. He served clients on a wide range of issues, including strategy, growth, and marketing spend effectiveness. Tom earned a Bachelor of Science degree in Statistics from the University of Chicago, a Master of Science degree in Statistics from Stanford University and a Master of Business Administration degree in Finance and Operations from the Wharton School of the University of Pennsylvania.



Margenett Moore-Roberts

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Ms. Moore-Roberts serves as Chief Inclusion & Diversity Officer for IFC OX18, a global collective of 28 marketing services and agency brands as a part of Interpublic Group since January 2020. Previously, Ms. Moore-Roberts held Corporate Diversity & Inclusion leadership roles at both and Yahoo. She served as VP and Chief Inclusion Officer at Yahoo from 2008 to 2017 and established Yahoo's first Office of Inclusive Diversity at Yahoo's global Center of Excellence. She also established and led the growth of Yahoo's first video advertising network. Prior to joining Yahoo in 2005, she served as VP of Client Services & Ad Operations at Intermedia (Thomas Video [now known as Vidmate]) from 2007 to 2011 and VP of Client Services at Mullen from 2001 to 2007. Ms. Moore-Roberts holds a Bachelor's degree from Oberlin University.



Dawn H. Robertson

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Ms. Dawn Robertson serves as Independent Non-Executive Chairman at Egitel Payments Ltd since February 2020 and previously served as a Director of the Company. She serves as the CEO of On Campus Marketing, a nationwide leader in embedded marketing to college students and parents since 2016. Ms. Robertson is a business leader of major retailers, department stores and startups with extensive commercial experience at Old Navy, Macy, Kohl's Avenue, Old Navy Dept Stores, and Macy's. She has 20 years' expertise at the executive management level. Ms. Robertson served as the Chief Executive Officer of Egitel Inc. in 2016. Ms. Robertson served as the President of Old Navy, Inc., of Gap Inc. from November 2006 to February 2008. She served as Managing Director of Mayer Group Bank of Codes Group limited from 2002 to 2006. Ms. Robertson is a graduate from Auburn University with a BA in Fashion Merchandising.



Georgina L. Russell

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Georgina Russell is the Portfolio Manager of Chicago Opportunities Fund. Previously, she invested in portfolio of credit and equity securities at Wells Advisors LLC. Prior to Wells, Ms. Russell was a Managing Director of Institutional Advisors, L.P., an investment advisory firm with \$2.5 billion in assets under management at the time. Earlier in her career, Ms. Russell served as an Analyst at Cornerstone Capital Management LLC, an investment advisory firm, from January 2009 to April 2010, from August 2007 to December 2006.



Mr. Russell served as an Analyst at Smith Barney in their Hong Kong office. Before embarking on a career in investing, Mr. Russell was a software engineer. He architected and authored cloud-based distributed systems. Mr. Russell graduated from the University of California, Berkeley with honors in Computer Science. She received an MBA with honors from The Wharton School at the University of Pennsylvania.



Hobart P. Sichel

(page 64)

Mr. Sichel is the President of Igo Capture, an independent advisory and consulting firm for corporate sector leaders, private equity firms, and startups across multiple consumer facing industries since 2018. Mr. Sichel previously worked at Burlington Stores from 2015 to 2018, where he served as Executive Vice President and Chief Marketing Officer. He was a key member of the leadership team that turned the business around and IPO'd the company. Prior to joining Burlington and since 2008, Mr. Sichel served as a Principal at McKinsey & Company. He was a leader in McKinsey's Marketing and Retail practices in North America. Prior to 2008, Mr. Sichel worked in various capacities across consumer facing industries including retail, e-commerce, packaged goods, financial services, and media. Mr. Sichel holds an M.B.A. from Columbia University and a B.A. from Yeshiva College.

