

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

**FORM 8-A/A**

**Amendment No. 6**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**GENESCO INC.**

(Exact name of registrant as specified in its charter)

Tennessee  
(State of incorporation or organization)

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

Genesco Park  
1415 Murfreesboro Road  
Nashville, Tennessee  
(Address of principal executive offices)

37217  
(Zip Code)

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Rights to Purchase Series 6 Subordinated Serial Preferred Stock	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: None.

Securities to be registered pursuant to Section 12(g) of the Act: None.

## **Explanatory Note**

This Amendment No. 6 to the Registration Statement on Form 8-A is being filed to amend the description of the securities registered pursuant to the Registration Statement on Form 8-A filed by Genesco Inc., a Tennessee corporation (the “Company”), with the Securities and Exchange Commission on August 15, 1990 (as amended on Forms 8-A/A, filed with the Securities and Exchange Commission on March 25, 1998, November 19, 1998, August 30, 2000, June 17, 2007 and April 9, 2010) (as so amended, the “Form 8-A”), relating to the Rights Agreement, dated as of August 8, 1990, between the Company and Computershare Trust Company, N.A., as successor to First Chicago Trust Company of New York, as Rights Agent, which has been amended and restated in its entirety pursuant to a Second Amended and Restated Rights Agreement, dated as of April 8, 2010. This Amendment No. 6 to the Registration Statement on Form 8-A is also being filed to attach the Amendment (as defined below) as an exhibit.

### **Item 1. Description of Registrant’s Securities to be Registered.**

Item 1 of the Form 8-A is amended and supplemented by adding the following:

On May 13, 2016, the Company entered into an Amendment and Termination of the Second Amended and Restated Rights Agreement (the “Amendment”) with Computershare Trust Company, N.A. (the “Rights Agent”), which amended that certain Second Amended and Restated Rights Agreement, dated as of August 8, 2010, between the Company and the Rights Agent (the “Rights Agreement”).

The Amendment accelerates the expiration date of the Company’s preferred share purchase rights issued pursuant to the Rights Agreement (the “Rights”) from the close of business on March 30, 2020 to the close of business on May 13, 2016, such that, as of 5:00 p.m., New York City time, on May 13, 2016, the Rights expired and are no longer outstanding and the Rights Agreement terminated.

A copy of the Amendment is attached as Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 13, 2016 and is incorporated herein by reference. A copy of the Rights Agreement is attached as Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 9, 2010 and is incorporated herein by reference. The foregoing description of the Amendment and Rights Agreement does not purport to be completed and is qualified in its entirety by reference to the Amendment and the Rights Agreement.

### **Item 2. Exhibits.**

1. Second Amended and Restated Rights Agreement, dated as of April 8, 2010, between Genesco Inc. and Computershare Trust Company, N.A., as Rights Agent, including the Form of Certificate of Designation, Preferences and Rights (Exhibit A), Form of Rights Certificate (Exhibit B) and Form of Summary of Rights (Exhibit C), incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 9, 2010.
2. Amendment and Termination of the Second Amended and Restated Rights Agreement, dated as of May 13, 2016, between Genesco Inc. and Computershare Trust Company, N.A., as Rights Agent, incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 13, 2016.
3. Form of Certificate for the Common Stock.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GENESCO INC.

Date: May 13, 2016

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

## EXHIBIT INDEX

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3. Form of Certificate for the Common Stock.

ZQ|CERT#|COY|CLS|IRGSTRY|ACCT#|TRANSTYPE|RUN#|TRANS#

COMMON STOCK  
PAR VALUE \$1.00

GENESCO



GENESCO INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF TENNESSEE

COMMON STOCK

THIS CERTIFICATE IS TRANSFERABLE  
IN CANTON, NJ, JERSEY CITY, NJ AND  
COLLEGE STATION, TX

Certificate  
Number  
ZQ00000000

Shares  
\*\*\*\*\*000000\*\*\*\*\*

THIS CERTIFIES THAT

MR. SAMPLE & MRS. SAMPLE &  
MR. SAMPLE & MRS. SAMPLE

CUSIP 371532 10 2  
SEE REVERSE FOR CERTAIN DEFINITIONS

is the owner of

\*\*\*ZERO HUNDRED THOUSAND  
ZERO HUNDRED AND ZERO\*\*\*

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK OF

GENESCO INC. (hereinafter referred to as the "Corporation"), transferable on the books of the Corporation in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be held subject to all of the provisions of the Certificate of Incorporation of the Corporation and all amendments thereof (copies of which are on file at the office of the Corporation and its transfer agent), to all of which the holder of this Certificate by acceptance hereof assents. This Certificate is not valid until countersigned by the Transfer Agent and duly registered by the Registrar.

Witness the seal of the Corporation and the signatures of its duly authorized officers.

*[Signature]*  
Chairman and Chief Executive Officer



*[Signature]*  
Secretary

DATED DD-MMM-YYYY

COUNTERSIGNED AND REGISTERED:  
COMPUTERSHARE TRUST COMPANY, N.A.  
TRANSFER AGENT AND REGISTRAR.

By \_\_\_\_\_  
AUTHORIZED SIGNATURE

GENESCO  
PO BOX 4040K, Providence, RI 02941-3044

MR. SAMPLE  
ADD1  
CANTON, NJ 08811  
ADD2  
ADD3  
ADD4

CUSIP	Holder ID	Insurance Value	Number of Shares	DTC	Certificate Numbers	Num/No. Demon.	Total
XXXXXX XX X	XXXXXXXXXX	1,000,000.00	12345678	12345678	12345678	1	1
			12345678		12345678	2	2
			12345678		12345678	3	3
			12345678		12345678	4	4
			12345678		12345678	5	5
			12345678		12345678	6	6
			12345678		12345678	7	7
			<b>Total</b>				

1234567

**GENESCO INC.**

COPIES OF THE PROVISIONS SETTING FORTH THE RIGHTS AND PREFERENCES OF ALL CLASSES OF CAPITAL STOCK OF THE COMPANY MAY BE OBTAINED WITHOUT CHARGE FROM ANY TRANSFER AGENT, OR FROM THE MAIN OFFICE OF THE CORPORATION.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT- . . . . .Custodian . . . . .	(Cust)	(Minor)
TEN ENT - as tenants by the entireties	under Uniform Gifts to Minors Act . . . . .		(State)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	UNIF TRF MIN ACT . . . . .Custodian (until age. . . ). . . . .	(Cust)	(Minor)
	under Uniform Transfers to Minors Act. . . . .		(State)

Additional abbreviations may also be used though not in the above list.

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

For value received, \_\_\_\_\_ hereby sell, assign and transfer unto \_\_\_\_\_

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_ Shares  
of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint \_\_\_\_\_

\_\_\_\_\_ Attorney  
to transfer the said stock on the books of the within-named Company with full power of substitution in the premises.

Dated: \_\_\_\_\_ 20 \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed: Medallion Guarantee Stamp  
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17Ad-15.

**SECURITY INSTRUCTIONS**

THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.



The IRS requires that the named transfer agent ("wa") report the cost basis of certain shares or units acquired after January 1, 2011. If your shares or units are covered by the legislation, and you requested to sell or transfer the shares or units using a specific cost basis calculation method, then we have processed as you requested. If you did not specify a cost basis calculation method, then we have defaulted to the first in, first out (FIFO) method. Please consult your tax advisor if you need additional information about cost basis.

If you do not keep in contact with the issuer or do not have any activity in your account for the time period specified by state law, your property may become subject to state unclaimed property laws and transferred to the appropriate state.

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