



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 12, 2007 (January 11, 2007)

**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))

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**ITEM 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.**

On January 11, 2007, Hat World, Inc. ("Hat World"), a wholly-owned subsidiary of Genesco Inc., a Tennessee corporation (the "Company"), consummated the acquisition of all of the outstanding stock of Hat Shack, Inc. ("Hat Shack"), a retailer of headwear, in accordance with the terms of a Stock Purchase Agreement dated as of December 9, 2006 (the "Agreement") among Hat World, Hat Shack and all the shareholders of Hat Shack. Pursuant to the acquisition, Hat Shack has become a wholly-owned subsidiary of Hat World.

Pursuant to the terms and conditions of the Agreement, the Company acquired Hat World for \$16.6 million in cash, including a preliminary adjustment for net asset levels, subject to a final post-closing adjustment. \$1,000,000 of the purchase price is being held in escrow to satisfy any final net asset adjustment and \$2,500,000 of the purchase price is being held in escrow to satisfy certain potential indemnification obligations of the Hat Shack shareholders. The Company funded the acquisition and associated expenses with cash on hand. The consideration paid under the Agreement was determined through arm's-length negotiation between Hat World and Hat Shack.

**ITEM 7.01 REGULATION FD DISCLOSURE.**

A copy of the Company's press release, dated January 12, 2007, announcing the consummation of the Hat Shack acquisition is furnished with this Current Report as Exhibit 99.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

The following exhibit is furnished herewith:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated January 12, 2007.

**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: January 12, 2007

By: /s/ Roger G. Sisson

Name: Roger G. Sisson

Title: Senior Vice President, Secretary  
and General Counsel

**EXHIBIT INDEX**

<u>No.</u>	<u>Exhibit</u>
99.1	Press Release dated January 12, 2007.

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**Financial Contact: James S. Gulmi (615) 367-8325**

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

### **GENESCO COMPLETES HAT SHACK, INC. ACQUISITION**

NASHVILLE, Tenn., Jan. 12, 2007 — Genesco Inc. (NYSE: GCO) announced today that its Hat World subsidiary has completed the acquisition of all the outstanding stock of Hat Shack, Inc. for a purchase price of \$16.6 million, after preliminary closing adjustments anticipated in the purchase agreement, funded from cash on hand. Hat Shack operates 49 retail headwear stores located in 10 states, primarily in the southeastern United States.

Kenneth J. Kocher, Hat World president, said, “We are pleased to add the 49 Hat Shack stores to our base of more than 700 stores and talented members of the Hat Shack organization to our team. We view this acquisition as a meaningful step forward in our plans for continuing growth.”

Genesco said it expects the acquisition to have a slightly positive effect on the Company’s earnings for the fiscal year ending February 2, 2008.

Genesco also said that it currently plans to announce operating results for the fourth quarter and fiscal year ending February 3, 2007, in a press release and webcast conference call on March 7, 2007. As a matter of policy, Genesco comments on expected operating results only in press releases and previously announced, publicly accessible internet webcasts, or by other means complying with Regulation FD.

Forward-looking statements in this release (including those about Hat World’s continuing growth, the expected effects of the acquisition on next fiscal year’s performance and all other statements not reflecting exclusively historical or present facts or conditions) reflect the Company’s expectations as of the date of this release and are subject to risks and uncertainties. Actual events could turn out materially different from the expectations

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## **GENESCO INC. — Add One**

reflected in the statements. Factors that could cause materially different outcomes include all those that could impact Genesco's or its subsidiaries' business and financial condition generally, including weakness in consumer demand for products sold by the Company, fashion trends that affect the sales or product margins of the Company's product offerings, disruptions in product supply or distribution, and changes in business strategies by competitors. Other factors that could change expected outcomes include the Company's ability to integrate Hat Shack's operations as planned, the continued performance of Hat Shack in accordance with expectations, and the outcome of litigation affecting the Company.

Genesco Inc., a Nashville-based specialty retailer, sells footwear, headwear and accessories in more than 1,900 retail stores in the United States and Canada, principally under the names Journeys, Journeys Kidz, Shi by Journeys, Johnston & Murphy, Underground Station, Hatworld, Lids, Hat Zone, Cap Factory, Head Quarters and Cap Connection, and on internet websites [www.journeys.com](http://www.journeys.com), [www.journeyskidz.com](http://www.journeyskidz.com), [www.undergroundstation.com](http://www.undergroundstation.com), [www.johnstonmurphy.com](http://www.johnstonmurphy.com), [www.lids.com](http://www.lids.com), [www.hatworld.com](http://www.hatworld.com), and [www.lidscy.com](http://www.lidscy.com). The Company also sells footwear at wholesale under its Johnston & Murphy brand and under the licensed Dockers brand. Additional information on Genesco and its operating divisions may be accessed at its website [www.genesco.com](http://www.genesco.com).

Hat World is a leading specialty retailer of athletic and fashion headwear. Founded in 1995, Indianapolis-based Hat World operates primarily under the Lids and Hat World retail brands with more than 700 mall-based, airport, street level and factory outlet stores nationwide and in Canada. Hat World also operates Lids Kids, Hat Zone, Head Quarters and Cap Connection stores as well as its e-commerce sites [www.lids.com](http://www.lids.com), [www.hatworld.com](http://www.hatworld.com), and [www.lidscy.com](http://www.lidscy.com).