

As Filed With the Securities and Exchange Commission
on November 19, 1997

Registration No. 333-40165

.....
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Post Effective Amendment No.1 to

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
.....

GENESCO INC.
(Exact name of Registrant as specified in its charter)

TENNESSEE
(State or other jurisdiction of
incorporation or organization)

62-0211340
(I.R.S. employer
identification no.)

GENESCO PARK
1415 MURFREESBORO ROAD
NASHVILLE, TENNESSEE
(Address of Principal Executive Offices)

37217-2895
(Zip Code)

NONQUALIFIED STOCK OPTION AGREEMENTS
(Full title of the plan)

ROGER G. SISSON
GENESCO INC.
GENESCO PARK
1415 MURFREESBORO ROAD
NASHVILLE, TENNESSEE 37217-2895
(Name and address of agent for service)

(615) 367-7000
(Telephone number, including area code, of agent for service)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on the 18th day of November, 1997.

GENESCO INC.

By: /s/ Ben T. Harris
President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities and on the date indicated:

Signature -----	Title -----	Date -----
* /s/ David M. Chamberlain	Chairman and a Director	November 18, 1997
* /s/ Ben T. Harris	President and Chief Executive Officer (Principal Executive Officer) and a Director	November 18, 1997
* /s/ James S. Gulmi	Senior Vice President, Finance (Principal Financial Officer)	November 18, 1997
* /s/ Paul D. Williams	Principal Accounting Officer	November 18, 1997
* /s/ Harry D. Garber	Director	November 18, 1997
* /s/ W. Lipscomb Davis, Jr.	Director	November 18, 1997
* /s/ John Diebold	Director	November 18, 1997
* /s/ Joel C. Gordon	Director	November 18, 1997

*
/s/ Kathleen Mason Director November 18, 1997

*
/s/ William A. Williamson, Jr. Director November 18, 1997

*
/s/ William S. Wire II Director November 18, 1997

*
/s/ Gary M. Witkin Director November 18, 1997

/s/ Roger G. Sisson
* By Roger G. Sisson, as attorney in fact
pursuant to power of attorney filed as
Exhibit 24 to Registration Statement

EXHIBIT
INDEX

Exhibit
No

Exhibit Description

23.2

Consent of Price Waterhouse LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 1997, except as to Note 19 which is as of October 31, 1997, appearing on Page 28 of Genesco Inc.'s Annual Report on Form 10-K/A for the year ended February 1, 1997. We also consent to the incorporation by reference in this Registration Statement of our report dated April 10, 1997 appearing on Page 1 of Exhibit 99 to Genesco Inc.'s Annual Report on Form 10-K for the year ended February 1, 1997.

/s/ PRICE WATERHOUSE LLP

Nashville, Tennessee
November 17, 1997