

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
EUGENE R. MCCARTHY
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").

On April 22, 2021, Legion uploaded the following materials to <https://www.gcoforward.com/> :

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.

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

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LEGION PARTNERS HOLDINGS STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS PROXY SOLICITOR.

The participants in the proxy solicitation are anticipated to be Legion Partners Holdings, Legion Partners, LP, a Delaware limited partnership ("Legion Partners I"), Legion Partners, LP, II, a Delaware limited partnership ("Legion Partners II"), Legion Partners, LLC, a Delaware limited liability company ("Legion Partners GP"), Legion Partners Asset Management, LLC, a Delaware limited liability company ("Legion Partners Asset Management"), Christopher S. Kiper, Raymond T. White, Marjorie L. Bowen, Thomas M. Kibarlan, Eugene R. McCarthy, Margenett Moore-Roberts, Dawn H. Robertson, Georgina L. Russell and Hobart P. Sichel.

As of the date hereof, Legion Partners I directly beneficially owns 841,977 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. Kibarlan, McCarthy and Sichel or Msrs. Bowen, Moore-Roberts, Robertson and Russell own beneficially or of record any securities of the Company.

This communication is not a solicitation of a proxy, which may be done only pursuant to a definitive proxy statement.

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

I AGREE

Marjorie L. Bowen

(page 14)

Ms. Bowen has previously served a one-year term as an independent director of Genesco. During that period, she actively translated the successful same process for Lids, and participated in the consideration of other strategic alternatives. Her prior tenure positions her to intelligently understand the company, its operations, and challenges. Ms. Bowen has served as a director on over a dozen public and privately held companies, including Behlen and other industry participants Centre Brands and Hobbie. As a qualified firm and HACC's 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 Houthart Ledyard serving as Managing Director from 1987 to 2008 and heading its industry leading financial services practice. During her tenure at Houthart Ledyard Ms. Bowen was the most senior woman on the firm. As both an investment banker and corporate director, Ms. Bowen has experience across a variety of corporate finance and risk 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 Houthart Ledyard. Ms. Bowen holds a B.S. and graduated cum laude from Chicago University in 1987. She holds an M.B.A., with a concentration in Finance from the University of Chicago in 1985.



Tom M. Kibarian

(page 14)

Tom Kibarian is an advisor to private equity firms that invest in mid-cap retail and consumer wholesale businesses. He leads these firms in identifying 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 service. Tom was CEO of Garden Ridge, the home decor retailer that now operates as All Home, from 2005 to 2013. Tom took over as CEO shortly after Garden Ridge was purchased for \$2M out of bankruptcy and as a low-margin business and sold the business seven years later for over \$700M when it was a 25% EBITDA margin business. Tom and his team increased EBITA from 40% to 60% through category remix, elimination of money-losing promotions, and better disciplines around inventory planning, allocation, replenishment, and markdown management. Prior to his time with Garden Ridge, Tom was an Associate Principal with McKinsey & Company, based in Chicago. Tom focused primarily on the retail industry, and served a wide range of clients, 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.



Eugene McCarthy

(page 14)

Mr. McCarthy is the Founder & CEO of Top League Advisory since February 2019. He is a recognized leader in the footwear and apparel industry and has more than 22 years of experience driving organic and accelerated growth around the world. Mr. McCarthy previously served as CEO and President at A&C's America Corporation from September 2015 to February 2019. He served as the President of the Marshall Brand at Inducture World Wide Inc. from August 2013 to May 2015. He served as Senior Vice President of Footwear of Under Armour, Inc. from August 2009 to February 2013. Prior to Under Armour, Mr. McCarthy served as a Co-President of Timberland Brand at Timberland Co. from 2007 to July 2008 and Group Vice President of Product and Design from April 2005 to February 2007. He served as Senior Vice President of Product and Design of Bedale International from July 2003 to November 2005, where he led product marketing, design, development and sub-brand concepts. He served as Global Director for Sales and Retail Marketing for the Jordan® brand of Nike Inc., where he served in various roles for over 17 years. Mr. McCarthy holds a BS in Marketing from Fairleigh University.



Margenett Moore-Roberts

(page 14)

Ms. Moore-Roberts serves as Chief Inclusion & Diversity Officer for IPG DEXIA, a global collective of 28 marketing services and agency brands as a part of Interpublic Group since January 2021. Previously, Ms. Moore-Roberts held Corporate Diversity & Inclusion leadership roles at Bain and Yahoo. She served as VP and Global Head of Inclusive Diversity at Yahoo from 2016 to 2017 and established Yahoo's first office of Inclusive Diversity as a Global Center of Excellence. She also established and led the growth of Yahoo's first video advertising network. Prior to joining Yahoo in 2011, she served as VP of Client Services & Ad Operations at Interstitial / Thomson 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 Otterbein University.



Dawn H. Robertson

(page 14)

Ms. Dawn Robertson serves as Independent Non-Executive Chairman of Spigit Payments Ltd since February 2021 and previously served as a Director of the Company. She served as the CEO of Campaign Marketing, a nationwide leader in endorsed 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's, Target, American, DCV, Macy Dept Stores, and Macy's. She has 26 years' expertise of the executive management level. Ms. Robertson served as the Chief Executive Officer of Sunbelt Inc. in 2010. Ms. Robertson served as the President of Old Navy, Inc., of Gap Inc. from November 2008 to February 2009. She served as Managing Director of Super Track Box of Coxe Group Limited from 2003 to 2005. Ms. Robertson is a graduate from Auburn University with a BA in Fashion Merchandising.



Georgina L. Russell



(Page 40)

Georgina Russell is the Portfolio Manager of Citicorp Opportunities Fund. Previously, she managed a portfolio of credit and equity securities at Wilbur Advisors LLC. Prior to Wilbur, Ms. Russell was a Managing Director at Smithwood Advisors, L.P., an investment advisory firm with \$2.8 billion in assets under management at the time. Earlier in her career, Ms. Russell served as an Analyst at Concrete Capital Management LLC, an investment advisory firm, from January 2008 to April 2012. From August 2007 to December 2006, Ms. Russell served as an Analyst at Smithwood in their Hong Kong office. Before entering an investment career, Ms. Russell was a software engineer, she architected and authored cloud based distributed systems. Ms. 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 36)

Mr. Sichel is the President of Igo Capital, an independent advisory and consulting firm to corporate senior leaders, private equity firms, and boards across multiple consumer facing industries since 2008. Mr. Sichel previously worked at Burlington Stores from 2011 to 2015, 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 1998, Mr. Sichel served as a Principal at McKinney & Company. He was a leader in McKinney's Marketing and Retail practices in North America. Prior to 1998, 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 Wesleyan College.



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Home

Nominees

Investor Resources

About Legion

Contact

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CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

Legion Partners Holdings, LLC, its subsidiaries or its wholly owned subsidiaries, Legion Partners Management, L.P., its general partner and other participants named herein, 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").

LEGION PARTNERS HOLDINGS STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR.

The participants in the proxy solicitation are anticipated to be Legion Partners Holdings, Legion Partners, L.P. I, a Delaware limited partnership ("Legion Partners I"), Legion Partners, L.P. II, a Delaware limited partnership ("Legion Partners II"), Legion Partners, LLC, a Delaware limited liability company ("Legion Partners GP"), Legion Partners Asset Management, LLC, a Delaware limited liability company ("Legion Partners Asset Management"), Christopher S. Kiper, Raymond T. White, Marjorie L. Bowen, Thomas M. Kibarion, Eugene R. McCarthy, Margenett Moore-Roberts, Dawn H. Robertson, Georgina L. Russell and Hobart P. Sichel.

As of the date hereof, Legion Partners I directly beneficially owns 84,197 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 47,393 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. Kibarion, McCarthy and Sichel or Mrs. Bowen, Moore-Roberts, Robertson and Russell own beneficially or of record any securities of the Company.

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