

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. )<sup>1</sup>

Genesco Inc.  
(Name of Issuer)

Common Stock, \$1.00 par value per share  
(Title of Class of Securities)

371532102  
(CUSIP Number)

CHRISTOPHER S. KIPER  
LEGION PARTNERS ASSET MANAGEMENT, LLC  
9401 Wilshire Blvd, Suite 705  
Beverly Hills, CA 90212  
(310) 729-8588

STEVEN E. LITT  
4010 CAPITAL, LLC  
48 Brookridge Drive  
Greenwich, CT 06830  
646-863-8024

STEVE WOLOSKY, ESQ.  
OLSHAN FROME WOLOSKY LLP  
1325 Avenue of the Americas  
New York, New York 10019  
(212) 451-2300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 4, 2018  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1	NAME OF REPORTING PERSON  Legion Partners, L.P. I	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  732,087
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  732,087
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  732,087	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  3.68%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  Legion Partners, L.P. II	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  33,020
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  33,020
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  33,020	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  Legion Partners Special Opportunities, L.P. VIII	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  268,427
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  268,427
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  268,427	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.35%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  Legion Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  1,033,534
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  1,033,534
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,033,534	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.19%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  Legion Partners Asset Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  1,033,534
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  1,033,534
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,033,534	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.19%	
14	TYPE OF REPORTING PERSON  IA	

1	NAME OF REPORTING PERSON  Legion Partners Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  1,033,534
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  1,033,534
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,033,534	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.19%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  Christopher S. Kiper	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  1,033,534
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  1,033,534
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,033,534	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.19%	
14	TYPE OF REPORTING PERSON  IN	



1	NAME OF REPORTING PERSON  Raymond White	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  1,033,534
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  1,033,534
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,033,534	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.19%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  4010 Partners, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  39,500*
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  39,500*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  39,500*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  PN	

\* Includes 19,000 Shares underlying call options exercisable within 60 days hereof.

1	NAME OF REPORTING PERSON  4010 General Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  39,500*
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  39,500*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  39,500*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  OO	

\* Includes 19,000 Shares underlying call options exercisable within 60 days hereof.

1	NAME OF REPORTING PERSON  4010 Capital, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  39,500*
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  39,500*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  39,500*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  OO	

\* Includes 19,000 Shares underlying call options exercisable within 60 days hereof.

1	NAME OF REPORTING PERSON  Steven E. Litt	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  39,500*
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  39,500*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  39,500*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  IN	

\* Includes 19,000 Shares underlying call options exercisable within 60 days hereof.

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1. Security and Issuer.

This statement relates to the Common Stock, \$1.00 par value per share (the "Shares"), of Genesco Inc., a Tennessee corporation (the "Issuer"). The address of the principal executive offices of the Issuer is Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee 37217-2895.

Item 2. Identity and Background.

(a) This statement is filed by:

- (i) Legion Partners, L.P. I, a Delaware limited partnership ("Legion Partners I");
- (ii) Legion Partners, L.P. II, a Delaware limited partnership ("Legion Partners II");
- (iii) Legion Partners Special Opportunities, L.P. VIII, a Delaware limited partnership ("Legion Partners Special VIII");
- (iv) Legion Partners, LLC, a Delaware limited liability company, which serves as the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII;
- (v) Legion Partners Asset Management, LLC, a Delaware limited liability company ("Legion Partners Asset Management"), which serves as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII;
- (vi) Legion Partners Holdings, LLC, a Delaware limited liability company ("Legion Partners Holdings"), which serves as the sole member of Legion Partners Asset Management and sole member of Legion Partners, LLC;
- (vii) Christopher S. Kiper, who serves as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings;
- (viii) Raymond White, who serves as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings;
- (ix) 4010 Partners, LP, a Delaware limited partnership ("4010 Partners");
- (x) 4010 General Partner, LLC, a Delaware limited liability company ("4010 General Partner"), which serves as the general partner of 4010 Partners;
- (xi) 4010 Capital, LLC, a Delaware limited liability company ("4010 Capital"), which serves as the investment manager to 4010 Partners; and
- (xii) Steven E. Litt, who serves as the managing member of each of 4010 General Partner and 4010 Capital.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Group Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Legion Partners I, Legion Partners II, Legion Partners Special VIII, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White (collectively, the "Legion Group") is 9401 Wilshire Boulevard, Suite 705, Beverly Hills, California 90212. The address of the principal office of each of 4010 Partners, 4010 General Partner, 4010 Capital and Mr. Litt (collectively, the "4010 Group") is 48 Brookridge Drive, Greenwich, CT 06830.

(c) The principal business of each of Legion Partners I, Legion Partners II, Legion Partners Special VIII and 4010 Partners is investing in securities. The principal business of Legion Partners, LLC is serving as the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII. The principal business of Legion Partners Asset Management is managing investments in securities and serving as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII. The principal business of Legion Partners Holdings is serving as the sole member of Legion Partners Asset Management and sole member of Legion Partners, LLC. The principal occupation of each of Messrs. Kiper and White is serving as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings. The principal business of 4010 General Partner is serving as the general partner of 4010 Partners. The principal business of 4010 Capital is serving as the investment manager to 4010 Partners. The principal occupation of Mr. Litt is serving as the managing member of each of 4010 General Partner and 4010 Capital.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Kiper, White and Litt are citizens of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by each of Legion Partners I, Legion Partners II, Legion Partners Special VIII and 4010 Partners were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted in Schedule A, which is incorporated herein by reference.

The aggregate purchase price of the 732,087 Shares owned directly by Legion Partners I is approximately \$21,149,941, including brokerage commissions. The aggregate purchase price of the 33,020 Shares owned directly by Legion Partners II is approximately \$937,435, including brokerage commissions. The aggregate purchase price of the 268,427 Shares owned directly by Legion Partners Special VIII is approximately \$8,440,323, including brokerage commissions. The aggregate purchase price of the 20,500 Shares beneficially owned by 4010 Partners is approximately \$558,552, including brokerage commissions. The aggregate purchase price of certain call options exercisable into 19,000 Shares beneficially owned by 4010 Partners, as further described in Item 6 below, is approximately \$18,863, including brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

The Reporting Persons believe that the current market price of the Shares does not reflect the Issuer's intrinsic value. In the Reporting Persons' view, one of the key areas that does not appear to be well understood or fully appreciated by the market is the opportunity for the Issuer to monetize certain segments of its business and return a significant amount of capital to shareholders. Such transactions have become even more actionable given the recently enacted Federal tax law changes. The Reporting Persons are highly focused on collaborating with the Issuer's management and board of directors (the "Board") to significantly improve returns on invested capital.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and the Board, engaging in discussions with shareholders of the Issuer and others about the Issuer and the Reporting Persons' investment, making proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition) or operations of the Issuer, purchasing additional Shares, selling some or all of their Shares, entering into financial instruments or other agreements that increase or decrease the Reporting Persons' economic or beneficial exposure with respect to their investment in the Issuer, engaging in short selling of or any hedging or similar transaction with respect to the Shares, including swaps and other derivative instruments, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. Interest in Securities of the Issuer.

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 19,913,201 Shares outstanding as of November 24, 2017, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on December 7, 2017.

A. Legion Partners I

(a) As of the close of business on January 12, 2018, Legion Partners I beneficially owned 732,087 Shares.

Percentage: Approximately 3.68%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 732,087
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 732,087

(c) The transactions in the Shares by Legion Partners I during the past 60 days are set forth in Schedule A and are incorporated herein by reference.



B. Legion Partners II

(a) As of the close of business on January 12, 2018, Legion Partners I beneficially owned 33,020 Shares.

Percentage: Less than 1.0%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 33,020
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 33,020

(c) The transactions in the Shares by Legion Partners II during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

C. Legion Partners Special VIII

(a) As of the close of business on January 12, 2018, Legion Partners Special VIII beneficially owned 268,427 Shares.

Percentage: Approximately 1.35%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 268,427
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 268,427

(c) The transactions in the Shares by Legion Partners Special VIII during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

D. Legion Partners, LLC

(a) As the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII, Legion Partners, LLC may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 33,020 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.

Percentage: Approximately 5.19%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,033,534
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,033,534

(c) Legion Partners, LLC has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special VIII during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

E. Legion Partners Asset Management

- (a) Legion Partners Asset Management, as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 33,020 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.

Percentage: Approximately 5.19%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 1,033,534  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 1,033,534
- (c) Legion Partners Asset Management has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special VIII during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

F. Legion Partners Holdings

- (a) Legion Partners Holdings, as the sole member of Legion Partners Asset Management and sole member of Legion Partners, LLC, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 33,020 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.

Percentage: Approximately 5.19%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 1,033,534  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 1,033,534
- (c) Legion Partners Holdings has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special VIII during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

G. Messrs. Kiper and White

- (a) Each of Messrs. Kiper and White, as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 33,020 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.

Percentage: Approximately 5.19%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 1,033,534  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 1,033,534

- (c) None of Messrs. Kiper or White has entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special VIII during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

H. 4010 Partners

- (a) As of the close of business on January 12, 2018, 4010 Partners beneficially owned 39,500 Shares, including 19,000 Shares underlying call options exercisable within 60 days hereof.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 39,500
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 39,500

- (c) The transactions in the Shares by 4010 Partners during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

I. 4010 General Partner

- (a) As of the general partner of 4010 Partners, 4010 General Partner may be deemed to beneficially owned the 39,500 Shares, including 19,000 Shares underlying call options exercisable within 60 days hereof, beneficially owned by 4010 Partners.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 39,500
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 39,500

- (c) 4010 General Partner has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by 4010 Partners during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

J. 4010 Capital

- (a) As of the investment manager to 4010 Partners, 4010 Capital may be deemed to beneficially owned the 39,500 Shares, including 19,000 Shares underlying call options exercisable within 60 days hereof, beneficially owned by 4010 Partners.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 39,500
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 39,5000

- (c) 4010 Capital has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by 4010 Partners during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

K. Mr. Litt

- (a) As of the managing member of 4010 General Partner, Mr. Litt may be deemed to beneficially own the 39,500 Shares, including 19,000 Shares underlying call options exercisable within 60 days hereof, beneficially owned by 4010 Partners.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 39,500  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 39,500
- (c) Mr. Litt has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by 4010 Partners during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the securities reported herein. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Schedule A is incorporated herein by reference, to this Item 6.

Legion Partners I has sold short in over the counter market American-style put options referencing an aggregate of 231,400 Shares, which have an exercise price of \$25.00 and expire on January 19, 2018, an aggregate of 124,300 Shares, which have an exercise price of \$30.00 and expire on January 19, 2018, an aggregate of 21,700 Shares, which have an exercise price of \$35.00 and expire on January 19, 2018, and an aggregate of 210,900 Shares, which have an exercise price of \$35.00 and expire on March 16, 2018, as further detailed on Schedule A hereto, which is incorporated by reference herein.

Legion Partners II has sold short in over the counter market American-style put options referencing an aggregate of 10,600 Shares, which have an exercise price of \$25.00 and expire on January 19, 2018, an aggregate of 6,100 Shares, which have an exercise price of \$30.00 and expire on January 19, 2018, an aggregate of 400 Shares, which have an exercise price of \$35.00 and expire on January 19, 2018, and an aggregate of 8,900 Shares, which have an exercise price of \$35.00 and expire on March 16, 2018, as further detailed on Schedule A hereto, which is incorporated by reference herein.

Legion Partners Special VIII has sold short in over the counter market American-style put options referencing an aggregate of 18,400 Shares, which have an exercise price of \$35.00 and expire on January 19, 2018 and an aggregate of 42,100 Shares, which have an exercise price of \$35.00 and expire on March 16, 2018, as further detailed on Schedule A hereto, which is incorporated by reference herein.

4010 Partners purchased in the over the counter market American-style call options referencing an aggregate of (i) 13,000 Shares, which have an exercise price of \$35.00 per Share and expire on January 19, 2018, (ii) 4,000 Shares, which have an exercise price of \$30.00 per Share and expire on January 19, 2018, and (iii) 2,000 Shares, which have an exercise price of \$25.00 per Share and expire on January 19, 2018.

On December 12, 2017, the Reporting Persons entered into a Group Agreement for the purpose of working together to enhance shareholder value at the Issuer. Pursuant to the terms of the Group Agreement, the Reporting Persons agreed, among other things, (i) to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Issuer to the extent required by applicable law, (ii) to solicit proxies for the election of the persons to be nominated by the Reporting Persons to the Board at the Issuer's 2018 Annual Meeting of Shareholders, (iii) that all expenses incurred in connection with the solicitation would be split on a pro rata basis based on the number of Shares beneficially owned by each of the Legion Group and 4010 Group, (iv) that the Legion Group and 4010 Group would transact in securities of the Issuer through the same broker(s) whenever practicable, other than as authorized by the Legion Group and (v) that the 4010 Group would not purchase or otherwise acquire beneficial ownership of in excess 60,000 Shares without the prior written consent of the Legion Group. The Group Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

- 99.1 Group Agreement by and among Legion Partners, L.P. I, a Delaware limited partnership, Legion Partners, L.P. II, a Delaware limited partnership, Legion Partners Special Opportunities, L.P. VIII, a Delaware limited partnership, Legion Partners, LLC, a Delaware limited liability company, Legion Partners Asset Management, LLC, a Delaware limited liability company, Legion Partners Holdings, LLC, a Delaware limited liability company, Christopher S. Kiper, Raymond White, 4010 Partners, LP, a Delaware limited partnership, 4010 General Partner, LLC, a Delaware limited liability company, 4010 Capital, LLC, a Delaware limited liability company, and Steven E. Litt dated December 12, 2017.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 16, 2018

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners, L.P. II

By: Legion Partners Asset Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Special Opportunities, L.P. VIII

By: Legion Partners Asset Management, LLC Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners, LLC

By: Legion Partners Holdings, LLC  
Managing Member

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Member

Legion Partners Asset Management, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper

Title: Managing Member

/s/ Christopher S. Kiper

Christopher S. Kiper

/s/ Raymond White

Raymond White

4010 Partners, LP

By: 4010 General Partner, LLC, its General Partner

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

4010 General Partner, LLC

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

4010 Capital, LLC

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

/s/ Steven E. Litt  
Steven E. Litt



**SCHEDULE A****Transaction in the Shares During the Past Sixty (60) Days**

<u>Nature of Transaction</u>	<u>Date of Purchase/Sale</u>	<u>Securities Purchased/(Sold)</u>	<u>Price (\$)</u>
<b><u>LEGION PARTNERS, L.P. I</u></b>			
Sale of December 2017 Put Option (\$25.00 Strike Price) <sup>1</sup>	11/27/2017	(176)	0.8511
Sale of December 2017 Put Option (\$30.00 Strike Price) <sup>1</sup>	11/27/2017	(297)	3.0035
Sale of December 2017 Put Option (\$25.00 Strike Price) <sup>1</sup>	11/28/2017	(27)	0.6500
Sale of December 2017 Put Option (\$30.00 Strike Price) <sup>1</sup>	11/28/2017	(35)	2.5000
Sale of January 2018 Put Option (\$25.00 Strike Price) <sup>2</sup>	11/29/2017	(2,310)	0.7885
Sale of January 2018 Put Option (\$25.00 Strike Price) <sup>2</sup>	11/29/2017	(4)	0.8000
Sale of January 2018 Put Option (\$30.00 Strike Price) <sup>2</sup>	11/30/2017	(2,869)	2.1430
Purchase of Common Stock	12/01/2017	276,073	25.3828
Purchase of Common Stock	12/08/2017	60,887	29.7093
Purchase of Common Stock	12/11/2017	1,336	30.0000
Purchase of Common Stock	12/11/2017	57,688	30.2959
Sale of December 2017 Put Option (\$30.00 Strike Price) <sup>1</sup>	12/11/2017	(849)	0.5446
Purchase of Common Stock	12/12/2017	67,967	30.2801
Purchase of Common Stock	12/12/2017	40,861	30.2239
Purchase of Common Stock	12/13/2017	57	30.2580
Purchase of Common Stock	12/13/2017	28	30.0000
Purchase of Common Stock	12/14/2017	44,811	30.3233
Purchase of Common Stock	12/14/2017	25,799	30.2814
Purchase of Common Stock	12/15/2017	2,216	30.3031
Purchase of Common Stock	12/15/2017	1,853	30.3750
Purchase of Common Stock	12/20/2017	10,945	32.2037

Purchase of Common Stock	12/21/2017	158	32.2500
Purchase of Common Stock	12/22/2017	3,269	32.0600
Purchase of Common Stock	12/27/2017	26,012	32.1946
Purchase of Common Stock	01/03/2018	47,615	33.5336
Sale of January 2018 Put Option (\$35.00 Strike Price) <sup>2</sup>	01/03/2018	(169)	2.1894
Sale of January 2018 Put Option (\$35.00 Strike Price) <sup>2</sup>	01/04/2018	(70)	2.7492
Purchase of Common Stock	01/04/2018	52,686	32.2422
Purchase of Common Stock	01/05/2018	267	32.2300
Purchase of Common Stock	01/08/2018	11,559	32.1502
Purchase of January 2018 Put Option (\$30.00 Strike Price) <sup>3</sup>	01/08/2018	20	0.2062
Purchase of January 2018 Put Option (\$35.00 Strike Price) <sup>3</sup>	01/08/2018	22	1.6028
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/08/2018	(42)	3.7752
Purchase of January 2018 Put Option (\$30.00 Strike Price) <sup>3</sup>	01/09/2018	1,545	0.3266
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/09/2018	(1,545)	4.0810
Purchase of January 2018 Put Option (\$30.00 Strike Price) <sup>3</sup>	01/10/2018	61	0.2876
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/10/2018	(61)	4.1016
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/11/2018	(3)	3.8000
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/12/2018	(458)	2.5900

**LEGION PARTNERS, L.P. II**

Sale of December 2017 Put Option (\$25.00 Strike Price) <sup>1</sup>	11/27/2017	(8)	0.8511
Sale of December 2017 Put Option (\$30.00 Strike Price) <sup>1</sup>	11/27/2017	(14)	3.0035
Sale of December 2017 Put Option (\$25.00 Strike Price) <sup>1</sup>	11/28/2017	(1)	0.6500
Sale of December 2017 Put Option (\$30.00 Strike Price) <sup>1</sup>	11/28/2017	(2)	2.5000

Sale of January 2018 Put Option (\$25.00 Strike Price) <sup>2</sup>	11/29/2017	(106)	0.7885
Sale of January 2018 Put Option (\$30.00 Strike Price) <sup>2</sup>	11/30/2017	(131)	2.1430
Purchase of Common Stock	12/01/2017	14,394	25.3828
Purchase of Common Stock	12/08/2017	2,913	29.7093
Purchase of Common Stock	12/11/2017	64	30.0000
Purchase of Common Stock	12/11/2017	2,760	30.2959
Sale of December 2017 Put Option (\$30.00 Strike Price) <sup>1</sup>	12/11/2017	(41)	0.5446
Purchase of Common Stock	12/12/2017	3,232	30.2801
Purchase of Common Stock	12/12/2017	1,943	30.2239
Purchase of Common Stock	12/13/2017	3	30.2580
Purchase of Common Stock	12/13/2017	1	30.0000
Purchase of Common Stock	12/14/2017	2,142	30.3233
Purchase of Common Stock	12/14/2017	1,234	30.2814
Purchase of Common Stock	12/15/2017	106	30.3031
Purchase of Common Stock	12/15/2017	88	30.3750
Purchase of Common Stock	12/20/2017	523	32.2037
Purchase of Common Stock	12/21/2017	8	32.2500
Purchase of Common Stock	12/22/2017	156	32.0600
Purchase of Common Stock	12/27/2017	1,244	32.1946
Purchase of Common Stock	01/03/2018	941	33.5336
Sale of January 2018 Put Option (\$35.00 Strike Price) <sup>2</sup>	01/03/2018	(3)	2.1894
Sale of January 2018 Put Option (\$35.00 Strike Price) <sup>2</sup>	01/04/2018	(1)	2.7492
Purchase of Common Stock	01/04/2018	1,056	32.2422
Purchase of Common Stock	01/05/2018	5	32.2300
Purchase of Common Stock	01/08/2018	207	32.1502
Purchase of January 2018 Put Option (\$30.00 Strike Price) <sup>3</sup>	01/08/2018	1	0.2062
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/08/2018	(1)	3.7752
Purchase of January 2018 Put Option (\$30.00 Strike Price) <sup>3</sup>	01/09/2018	67	0.3266
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/09/2018	(67)	4.0810

Purchase of January 2018 Put Option (\$30.00 Strike Price) <sup>3</sup>	01/10/2018	2	0.2876
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/10/2018	(2)	4.1016
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/12/2018	(19)	2.5900

**LEGION PARTNERS SPECIAL OPPORTUNITIES, L.P. VIII**

Purchase of Common Stock	12/13/2017	973	30.2580
Purchase of Common Stock	12/13/2017	471	30.0000
Purchase of Common Stock	12/14/2017	82,447	30.3233
Purchase of Common Stock	12/14/2017	47,467	30.2814
Purchase of Common Stock	12/15/2017	4,078	30.3031
Purchase of Common Stock	12/15/2017	3,409	30.3750
Purchase of Common Stock	12/20/2017	9,297	32.2037
Purchase of Common Stock	12/21/2017	134	32.2500
Purchase of Common Stock	12/22/2017	2,776	32.0600
Purchase of Common Stock	12/27/2017	22,094	32.1946
Purchase of Common Stock	01/03/2018	40,444	33.5336
Sale of January 2018 Put Option (\$35.00 Strike Price) <sup>2</sup>	01/03/2018	(143)	2.1894
Sale of January 2018 Put Option (\$35.00 Strike Price) <sup>2</sup>	01/04/2018	(59)	2.7492
Purchase of Common Stock	01/04/2018	44,775	32.2422
Purchase of Common Stock	01/05/2018	228	32.2300
Purchase of Common Stock	01/08/2018	9,834	32.1502
Purchase of January 2018 Put Option (\$35.00 Strike Price) <sup>3</sup>	01/08/2018	18	1.6028
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/08/2018	(18)	3.7752
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/09/2018	(314)	4.0810
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/10/2018	(10)	4.1016
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/11/2018	(1)	3.8000
Sale of March 2018 Put Option (\$35.00 Strike Price) <sup>4</sup>	01/12/2018	(78)	2.5900

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**4010 PARTNERS, LP**

Purchase of Common Stock	11/17/2017	500	29.6500
Purchase of Common Stock	11/20/2017	500	29.9450
Purchase of December 2017 Call Option (\$25.00 Strike Price) <sup>5</sup>	11/21/2017	10	4.5000
Sale of Common Stock	11/30/2017	(3,000)	31.2717
Purchase of December 2017 Call Option (\$35.00 Strike Price) <sup>6</sup>	11/30/2017	20	1.0000
Purchase of December 2017 Call Option (\$30.00 Strike Price) <sup>7</sup>	11/30/2017	30	3.0000
Purchase of Common Stock	12/01/2017	6,000	25.5134
Purchase of Common Stock	12/04/2017	1,000	27.3000
Purchase of January 2018 Call Option (\$25.00 Strike Price) <sup>8</sup>	12/04/2017	20	3.4000
Purchase of January 2018 Call Option (\$30.00 Strike Price) <sup>8</sup>	12/06/2017	20	1.4000
Purchase of Common Stock	12/07/2017	2,000	29.0950
Purchase of January 2018 Call Option (\$35.00 Strike Price) <sup>8</sup>	12/07/2017	70	0.3379
Purchase of Common Stock	12/08/2017	3,000	29.3400
Purchase of Common Stock	12/11/2017	1,500	30.2250
Purchase of Common Stock	12/12/2017	2,000	30.3750
Sale of December 2017 Call Option (\$30.00 Strike Price) <sup>9</sup>	12/12/2017	(30)	0.7217
Purchase of January 2018 Call Option (\$30.00 Strike Price) <sup>8</sup>	12/12/2017	20	2.0750
Purchase of January 2018 Call Option (\$35.00 Strike Price) <sup>8</sup>	12/12/2017	30	0.4500
Sale of December 2017 Put Option (\$30.00 Strike Price) <sup>1</sup>	12/12/2017	(10)	0.4500
Purchase of Common Stock <sup>10</sup>	12/15/2017	1,000	25.00
Purchase of January 2018 Call Option (\$35.00 Strike Price) <sup>8</sup>	01/05/2018	30	0.4000

<sup>1</sup> Represents American-style put option sold short in the over-the counter market, all of which expired for a full gain on December 15, 2017, the expiration date.

<sup>2</sup> Represents American-style put option sold short in the over-the counter market with an expiration date of January 19, 2018.

<sup>3</sup> Represents American-style put option purchased to cover a short in the over-the-counter market with an expiration date of January 19, 2018.

<sup>4</sup> Represents American-style put option sold short in the over-the counter market with an expiration date of March 16, 2018.

<sup>5</sup> Represents American-style call option purchased in the over-the-counter market, all of which were exercised on December 15, 2017, the expiration date.

<sup>6</sup> Represents American-style call option purchased in the over-the counter market, all of which expired for a full loss on December 15, 2017, the expiration date.

<sup>7</sup> Represents American-style call option purchased in the over-the counter market with an expiration date of December 15, 2017.

<sup>8</sup> Represents American-style call option purchased in the over-the counter market with an expiration date of January 19, 2018.

<sup>9</sup> Represents American-style call option sold in the over-the counter market with an expiration date of December 15, 2017.

<sup>10</sup> Represents Shares underlying American-style call options that were exercised at a strike price of \$25.00.

**GROUP AGREEMENT**

WHEREAS, certain of the undersigned are stockholders, direct or beneficial, of Genesco Inc., a Tennessee corporation (the "Company");

WHEREAS, Legion Partners, L.P. I, a Delaware limited partnership, Legion Partners, L.P. II, a Delaware limited partnership, Legion Partners Special Opportunities, L.P. VIII, a Delaware limited partnership, Legion Partners, LLC, a Delaware limited liability company, Legion Partners Asset Management, LLC, a Delaware limited liability company, Legion Partners Holdings, LLC, a Delaware limited liability company, Christopher S. Kiper, and Raymond White (collectively, "Legion Partners"), and 4010 Partners, LP, a Delaware limited partnership, 4010 General Partner, LLC, a Delaware limited liability company, 4010 Capital, LLC, a Delaware limited liability company, and Steven E. Litt (collectively, "4010 Capital" and, together with Legion Partners, the "Group"), wish to form a group for the purpose of working together to enhance stockholder value at the Company, including seeking representation on the Board of Directors of the Company (the "Board") at the 2018 annual meeting of stockholders of the Company (including any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the "Annual Meeting") and for the purpose of taking all other action necessary to achieve the foregoing.

NOW, IT IS AGREED, this 12<sup>th</sup> day of December 2017 by the parties hereto:

1. To the extent required by applicable law, in accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each member of the Group agrees to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Company. Each member of the Group shall be responsible for the accuracy and completeness of his or its own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate.
2. So long as this agreement (the "Agreement") is in effect, 4010 Capital shall, no later than 24 hours after each such transaction, provide written notice to Legion Partners and Olshan Frome Wolosky LLP ("Olshan") of (i) any of their purchases or sales of securities of the Company, or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership. Legion Partners shall also make its best efforts to notify 4010 Capital of any significant purchases or sales of securities on its behalf and will in any case provide periodic information on sales and purchases upon reasonable request by 4010 Capital.
3. Each of the undersigned agrees to form the Group for the purpose of working together to enhance stockholder value at the Company, including (i) soliciting proxies for the election of the persons to be nominated by the Group to the Board at the Annual Meeting, (ii) taking such other actions as the parties deem advisable, and (iii) taking all other action necessary or advisable to achieve the foregoing.
4. Each of the undersigned agrees that all out-of-pocket costs and expenses (including fees of outside legal counsel and obligations under any written indemnification agreements between Legion Partners and 4010 Capital, on the one hand, and individuals nominated by the Group to the Board, on the other hand) incurred in connection with the Group's activities set forth in Section 3 beginning with the activities of Legion Partners and 4010 Capital directly relating to their initial formation of the Group, including the preparation of this Agreement and any future SEC filings, and so long as this Agreement is in effect (the "Expenses") will be split on a pro rata basis based on the number of shares of Common Stock of the Company directly or indirectly beneficially owned by each of Legion Partners and 4010 Capital, respectively (calculated as of the date hereof and as of the first of each month hereafter). Legion Partners and 4010 Capital plan to discuss periodically Expenses and strategy with respect to the Group's activities. Any reimbursement from the Company regarding the Expenses paid pursuant to this Section 4 shall be split by Legion Partners and 4010 Capital in proportion to the Expenses paid pursuant to this Section 4.

5. Legion Partners and 4010 Capital will only buy, sell or otherwise transact in securities of the Company through the same broker(s) whenever practicable, other than as authorized by Legion Partners. 4010 Capital will not purchase or otherwise acquire beneficial ownership of in excess 60,000 shares of Common Stock of the Company without the prior written consent of Legion Partners. 4010 Capital will vote its shares of Common Stock of the Company in the same manner as Legion Partners.
6. Each of the undersigned agrees that any SEC filing, press release, public stockholder communication or Company communication proposed to be made or issued by the Group or any member of the Group in connection with the Group's activities set forth in Section 3 shall be authorized by a representative of Legion Partners and a copy of any such material provided to 4010 Capital. The parties hereto hereby agree to work in good faith to resolve any disagreement that may arise between or among any of the members of the Group concerning decisions to be made, actions to be taken or statements to be made in connection with the Group's activities.
7. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this Agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification.
8. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.
9. Any legal action or proceeding arising out of the provisions of this Agreement or the parties' investment in the Company shall be brought and determined in the United States District Court for the Southern District of New York located in the Borough of Manhattan or the courts of the State of New York located in the County of New York.
10. The parties' rights and obligations under this Agreement (other than the rights and obligations set forth in Section 4 (solely with respect to Expenses incurred prior to the termination of the Agreement) and Section 9 which shall survive any termination of this Agreement) shall terminate immediately after the conclusion of the activities set forth in Section 3 or as otherwise agreed to by the parties. Notwithstanding the foregoing, any party hereto may terminate his/its obligations under this Agreement on 24 hours' written notice to all other parties, with a copy by fax to Steve Wolosky at Olshan, Fax No. (212) 451-2222.
11. Each party acknowledges that Olshan shall act as counsel for the Group and each of Legion Partners and 4010 Capital relating to their investment in the Company.

12. The terms and provisions of this Agreement may not be modified, waived or amended without the written consent of each of the parties hereto.
13. To the extent required by applicable law, each of the undersigned parties hereby agrees that this Agreement shall be filed as an exhibit to a Schedule 13D pursuant to Rule 13d-1(k)(1)(iii) under the Exchange Act.

[Signature pages follow]



IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper  
Title: Managing Member

Legion Partners, L.P. II

By: Legion Partners Asset Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper  
Title: Managing Member

Legion Partners Special Opportunities, L.P. VIII

By: Legion Partners Asset Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper  
Title: Managing Member

Legion Partners, LLC

By: Legion Partners Holdings, LLC  
Managing Member

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper  
Title: Managing Member

Legion Partners Asset Management, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper

Title: Managing Member

/s/ Christopher S. Kiper

Christopher S. Kiper

/s/ Raymond White

Raymond White

4010 Partners, LP

By: 4010 General Partner, LLC, its General Partner

By: /s/ Steven E. Litt

Name: Steven E. Litt

Title: Managing Member

4010 General Partner, LLC

By: /s/ Steven E. Litt

Name: Steven E. Litt

Title: Managing Member

4010 Capital, LLC

By: /s/ Steven E. Litt

Name: Steven E. Litt

Title: Managing Member

/s/ Steven E. Litt

Steven E. Litt