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. 16)1

Genesco Inc.
(Name of Issuer)

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

> 371532102 (CUSIP Number)

CHRISTOPHER S. KIPER LEGION PARTNERS ASSET MANAGEMENT, LLC 12121 Wilshire Blvd, Suite 1240 Los Angeles, California 90025 (424) 253-1773

ELIZABETH GONZALEZ-SUSSMAN, 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)

February 2, 2023 (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 \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.

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*).

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.

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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) ☑				
	(b) 🗆				
2	CECTICE ONLY				
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
4	SOURCE OF FUND.				
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6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
	Delaware				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		- 0 -			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING		671,120			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
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		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		671,120			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\ \Box$				
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	5.3%				
14	TYPE OF REPORTIN	NG PERSON			
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1	NAME OF REPORTING PERSON				
	Legion Partners, L.P. II				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠				
	(b) □				
3	SEC USE ONLY				
4	SOURCE OF FUNDS	5			
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	WC				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
	Delaware				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER			
EACH	0	SHARED VOTING FOWER			
REPORTING		56,822			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
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	10	SHARED DISPOSITIVE POWER			
		56,822			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	56,822				
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	Less than 1%				
14	TYPE OF REPORTI	NG PERSON			
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1	NAME OF REPORTING PERSON					
	Legion Partners, LLC					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ (b) □					
_						
3	SEC USE ONLY					
4	SOURCE OF FUND	OS .				
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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION				
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NUMBER OF SHARES	7	SOLE VOTING POWER				
BENEFICIALLY		- 0 -				
OWNED BY	8	SHARED VOTING POWER				
EACH REPORTING		727,942				
PERSON WITH	9 SOLE DISPOSITIVE POWER					
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	10	SHARED DISPOSITIVE POWER				
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11	727,942 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	AGGREGATE AMOUNT DENEFICIALLY OWNED BY EACH REPORTING PERSON					
12	727,942					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	5.8%					
14	TYPE OF REPORT	ING PERSON				
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1	NAME OF REPORTING PERSON						
	Legion Partners Asset Management, LLC						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \square						
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)						
6	CITIZENSHIP OR P	LACE OF ORGANIZATION					
	Delaware						
NUMBER OF	7	SOLE VOTING POWER					
SHARES BENEFICIALLY		- 0 -					
OWNED BY	8	SHARED VOTING POWER	-				
EACH REPORTING		727,942					
PERSON WITH	9	SOLE DISPOSITIVE POWER					
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	10	SHARED DISPOSITIVE POWER					
		727,942					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	727,942						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	5.8%						
14	TYPE OF REPORTI	NG PERSON					
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1	NAME OF REPORTING PERSON				
	Legion Partners Holdings, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠				
			(b) □		
3	SEC USE ONLY				
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6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
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SHARES					
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER			
EACH	0	SHARED VOTING POWER			
REPORTING		728,042			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
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	10	SHARED DISPOSITIVE POWER			
		728,042			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	728,042				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
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	5.8%				
14	TYPE OF REPORTI	NG PERSON			
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1	NAME OF REPORTING PERSON					
	Christopher S. Kiper					
2	Christopher S. Kiper CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑					
_	(a) (b) (b)					
3	SEC USE ONLY					
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4	SOURCE OF FUNDS					
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6	CITIZENSHIP OR	PLACE OF ORGANIZATION				
	USA					
NUMBER OF	7	SOLE VOTING POWER				
SHARES BENEFICIALLY		- 0 -				
OWNED BY	8	SHARED VOTING POWER				
EACH REPORTING		728,042				
PERSON WITH	9 SOLE DISPOSITIVE POWER					
	10	- 0 - SHARED DISPOSITIVE POWER				
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11	ACCDEC ATE AM	728,042				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	728,042					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □					
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)				
	5.8%					
14	TYPE OF REPORT	TING PERSON				
	IN					
l	11.4					

	<u> </u>			
1	NAME OF REPORTING PERSON			
	Raymond T. White			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠			
_	(a) \square			
3	SEC USE ONLY			
4	SOURCE OF FUNDS	S		
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5	2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO HEM 2(0) OR		
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6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY		- 0 -		
EACH	8	SHARED VOTING POWER		
REPORTING		728,042		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
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		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		728,042		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	730.043			
12	728,042 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
12	CHECK BOX II' III.	E AGGREGATE AMOUNT IN NOW (11) EXCEODES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	()			
	5.8%			
14	TYPE OF REPORTII	NG PERSON		
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The following constitutes Amendment No. 16 to the Schedule 13D filed by the undersigned ("Amendment No. 16"). This Amendment No. 16 amends the Schedule 13D as specifically set forth herein.

Item 6. <u>Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.</u>

Item 6 is hereby amended to add the following:

Legion Partners I has sold short in the over-the-counter market American-style call options referencing an aggregate of 40,500 Shares, which have an exercise price of \$45 per Share and expire on March 17, 2023, as set forth on Schedule A, which is incorporated herein by reference.

Legion Partners II has sold short in the over-the-counter market American-style call options referencing an aggregate of 3,400 Shares, which have an exercise price of \$45 per Share and expire on March 17, 2023, as set forth on Schedule A, which is incorporated herein by reference.

Legion Partners I has sold short in the over-the-counter market American-style call options referencing an aggregate of 92,200 Shares, which have an exercise price of \$50 per Share and expire on March 17, 2023, as set forth on Schedule A, which is incorporated herein by reference.

Legion Partners II has sold short in the over-the-counter market American-style call options referencing an aggregate of 7,800 Shares, which have an exercise price of \$50 per Share and expire on March 17, 2023, as set forth on Schedule A, which is incorporated herein by reference.

SIGNATURES

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

Dated: February 3, 2023

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, 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 T. White
Raymond T. White

(\$50.00 Strike Price)¹

SCHEDULE A

<u>Transactions in the Securities of the Issuer Since the Filing of Amendment No. 15 to the Schedule 13D</u>

Nature of the Transaction	Amount of Securi Purchased/(Solo		<u> Price (\$)</u>	Date of <u>Purchase/Sale</u>		
<u>LEGION PARTNERS, L.P. I</u>						
Sale of March 2023 Call Option (\$45.00 St	trike Price) ¹	(25,700)	5.4165	01/26/2023		
Sale of March 2023 Call Option (\$45.00 St	trike Price) ¹	(14,800)	5.5350	01/30/2023		
Sale of March 2023 Call Option (\$50.00 St	trike Price) ¹	(92,200)	3.0000	02/02/2023		
	LE	GION PARTNERS	<u>, L.P. II</u>			
Sale of March 2023 Call Option	(2,200)		5.4165	01/26/2023		
(\$45.00 Strike Price) ¹						
Sale of March 2023 Call Option	(1,200)		5.5350	01/30/2023		
(\$45.00 Strike Price) ¹						
Sale of March 2023 Call Option	(7,800)		3.0000	02/02/2023		

¹ Represents Shares underlying American-style call options sold short in the over-the-counter market with an expiration date of March 17, 2023.