

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): December 1, 2020 (December 1, 2020)

GENESCO INC.

(Exact name of registrant as specified in its charter)

Tennessee
(State or Other Jurisdiction
of Incorporation)

1-3083
(Commission
File Number)

62-0211340
(I.R.S. Employer
Identification No.)

1415 Murfreesboro Pike Nashville Tennessee
(Address of Principal Executive Offices)

37217-2895
(Zip Code)

(615) 367-7000

Registrant's telephone number, including area code

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$1.00 par value	GCO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On December 1, 2020, Genesco Inc. (the “Company”) announced that Thomas A. George has been named Senior Vice President – Finance and Interim Chief Financial Officer of the Company, effective December 14, 2020. Mr. George began employment with the Company as a financial advisor on November 30, 2020. Mr. George’s appointment is structured around the timing of the filing of the Company’s Annual Report on Form 10-K for the 2022 fiscal year (the “2022 10-K”), and anticipates a six-month mutual checkpoint.

Mr. George, 65, most recently served as chief financial officer of Deckers Brands, a position he held from September 2009 to July 2018. Prior to serving in that role, Mr. George served as chief financial officer of Ophthonix, Inc. from 2005 to 2009, and as chief financial officer of Oakley, Inc. from 1997 to 2005.

In connection with his employment, Mr. George will be entitled to receive (subject to proration for the Company’s 2021 fiscal year) an annual base salary of \$500,000. Although Mr. George will not participate in the Company’s EVA Plan, he will be entitled to a discretionary cash bonus of up to \$625,000 (with a minimum guarantee of \$125,000 (the “Guaranteed Payment”)) for service through the filing of the 2022 10-K subject to Company performance (based on EVA Plan targets) and individual performance objectives. If Mr. George’s employment is involuntarily terminated without cause prior to the filing of the 2022 10-K, he is entitled to payment of a pro rata portion of the Guaranteed Payment based on the number of days employed.

A press release by the Company announcing the appointment is filed as Exhibit 99.1 hereto and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit Number	Description
99.1	Press Release Issued by Genesco Inc. on December 1, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 1, 2020

GENESCO INC.

By: /s/ Scott E. Becker
Name: Scott E. Becker
Title: Senior Vice President, Secretary and
General Counsel

GENESCO ANNOUNCES APPOINTMENT OF INTERIM CHIEF FINANCIAL OFFICER

NASHVILLE, Tenn., Dec. 1, 2020 – Genesco Inc. (NYSE: GCO) today announced that Thomas A. George is joining the company as senior vice president-finance and interim chief financial officer, effective December 14, 2020. He succeeds Melvin G. Tucker, whose resignation was effective November 27, 2020.

George brings significant leadership experience to the role having served nine years as chief financial officer of global footwear company, Deckers Brands, where, during his tenure, the company doubled its revenue and increased its market capitalization fourfold. Earlier in his career, he was chief financial officer of Oakley, the global eyewear brand and served in the same capacity at companies in the technology and medical device industries. George graduated from the University of Southern California with a bachelor of science in business administration and is a Certified Public Accountant.

Mimi E. Vaughn, board chair, president and chief executive officer, commented, “We are extremely excited to welcome Tom to the team. Tom is a proven leader with more than 40 years of experience including almost three decades as chief financial officer of public and private companies. His extensive knowledge and financial acumen combined with his understanding of the footwear industry will be tremendous assets as we continue to navigate through the challenges presented by COVID-19 and capitalize on the opportunities that are emerging through the pandemic.”

As previously announced, Vaughn has been temporarily serving as chief financial officer and will continue in that role until George’s appointment becomes effective on December 14, 2020.

About Genesco Inc.

Genesco Inc., a Nashville-based specialty retailer, sells footwear and accessories in more than 1,475 retail stores throughout the U.S., Canada, the United Kingdom and the Republic of Ireland, principally under the names Journeys, Journeys Kidz, Schuh, Schuh Kids, Little Burgundy, Johnston & Murphy, and on internet websites www.journeys.com, www.journeyskidz.com, www.journeys.ca, www.littleburgundyshoes.com, www.schuh.co.uk, www.johnstonmurphy.com, www.johnstonmurphy.ca, and www.dockersshoes.com. In addition, Genesco sells wholesale footwear under its Johnston & Murphy brand, the licensed Dockers brand, the licensed Levi’s brand, the licensed Bass brand, and other brands. For more information on Genesco and its operating divisions, please visit www.genesco.com.

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