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on November 13, 1997

Registration No. 33-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

GENESCO INC.

(Exact name of Registrant as specified in its charter)

TENNESSEE  
(State or other jurisdiction of  
incorporation or organization)

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

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

37217-2895  
(Zip Code)

NONQUALIFIED STOCK OPTION AGREEMENTS  
(Full title of the plan)

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

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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered(1)	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$1.00 per share	200,000 shares	(1)	\$425,500	\$128.94

(1) 100,000 shares have an offering price of \$1.875 per share; 100,000 shares  
have an offering price of \$2.38 per share.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION  
STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents previously filed by Genesco Inc., a Tennessee corporation (the "Registrant"), with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended February 1, 1997, as amended;
- (b) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended May 3, 1997, as amended;
- (c) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended August 2, 1997, as amended; and
- (d) The description of the Registrant's Common Stock, par value \$1.00 per share (the "Common Stock"), contained in the Registrant's registration statement on Form 8-A, as amended or updated pursuant to the Exchange Act.

All documents and reports subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all shares covered hereby have been sold or which deregisters all such shares then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

None.

## ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Tennessee Business Corporation Act ("TBCA") provides that a corporation may indemnify any of the directors and officers against liability incurred in connection with a proceeding if (i) such person acted in good faith; (ii) in the case of conduct in an official capacity with the corporation, he reasonably believed such conduct was in the corporation's best interests; (iii) in all other cases, he reasonably believed that his conduct was at least not opposed to the best interests of the corporation; and (iv) in connection with any criminal proceeding, such person had no reasonable cause to believe his conduct was unlawful. In actions brought by or in the right of the corporation, however, the TBCA provides that no indemnification may be made if the director or officer was adjudged to be liable to the corporation. The TBCA also provides that in connection with any proceeding charging improper personal benefit to an officer or director, no indemnification may be made if such officer or director is adjudged liable on the basis that such personal benefit was improperly received. Notwithstanding the foregoing, the TBCA provides that a court of competent jurisdiction, unless the corporation's charter provides otherwise, upon application, may order that an officer or director be indemnified at reasonable expenses if, in consideration of all relevant circumstances, the court determines that such individual is fairly and reasonably entitled to indemnification, notwithstanding the fact that (i) such officer or director was adjudged liable to the corporation in a proceeding by or in right of the corporation; (ii) such officer or director was adjudged liable on the basis that personal benefit was improperly received by him; or (iii) such officer or director breached his duty of care to the corporation.

The Registrant's Restated Charter and the Registrant's Bylaws provide that no director shall be personally liable to the Registrant or its shareholders for monetary damages for breach of any fiduciary duty as a director except to the extent provided by the TBCA. Under the TBCA, this provision relieves the Registrant's directors from personal liability arising from a judgment or other final adjudication establishing (i) any breach of the director's duty of loyalty, (ii) acts or commissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) any unlawful distributions. The Registrant has entered into indemnification agreements with each of its directors.

The foregoing statements contained within this Item 6 are subject to the detailed provisions of the Tennessee Business Corporation Act, the Registrant's Restated Charter and the Registrant's Bylaws referenced above.

## ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

## ITEM 8. EXHIBITS

- 4.1 Nonqualified Stock Option Agreement, as amended and restated through December 21, 1994, between the Registrant and David M. Chamberlain (previously filed as Exhibit (10)x to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 1995).
- 4.2 Nonqualified Stock Option Agreement, dated as of December 21, 1994, between the Registrant and David M. Chamberlain (previously filed as Exhibit (10)y to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 1995).
- 4.3 Restated Charter of the Registrant (previously filed as Exhibit (3)b to the Registrant's Annual Report on Form 10-K for the year ended January 31, 1993).
- 4.4 Bylaws of the Registrant (previously filed as Exhibit (3)a to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 1995).
- 5 Opinion of Registrant's general counsel.
- 23.1 Consent of Registrant's general counsel (included in Exhibit 5).
- 23.2 Consent of Price Waterhouse LLP.
- 24 Powers of Attorney (included at pages II-5 and II-6).

## ITEM 9. UNDERTAKINGS

- A. The undersigned Registrant hereby undertakes:
  - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
    - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");
    - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment hereof) which individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act, that are incorporated by reference in the Registration Statement.

(2) That, for the purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and each filing of the Plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on the 10th day of November, 1997.

GENESCO INC.

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

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James S. Gulmi and Roger G. Sisson, or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated:

Signature -----	Title -----	Date -----
/s/ David M. Chamberlain	Chairman and a Director	October 29, 1997

/s/ Ben T. Harris	President and Chief Executive Officer (Principal Executive Officer) and a Director	October 29, 1997
/s/ James S. Gulmi	Senior Vice President, Finance (Principal Financial Officer)	October 29, 1997
/s/ Paul D. Williams	Principal Accounting Officer	October 29, 1997
/s/ Harry D. Garber	Director	October 29, 1997
/s/ W. Lipscomb Davis, Jr.	Director	October 29, 1997
/s/ John Diebold	Director	October 29, 1997
/s/ Joel C. Gordon	Director	October 29, 1997
/s/ Kathleen Mason	Director	October 29, 1997
/s/ William A. Williamson, Jr.	Director	October 29, 1997
/s/ William S. Wire II	Director	October 29, 1997
/s/ Gary M. Witkin	Director	October 29, 1997

EXHIBIT  
INDEX

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November 7, 1997

Genesco Inc.  
1415 Murfreesboro Road  
Nashville, Tennessee 37217

Gentlemen:

I have acted as counsel to you in connection with the authorization and registration under the Securities Act of 1933 of certain shares of your common stock, \$1.00 par value per share, to be offered and sold pursuant to Non-Qualified Stock Option Agreements with David M. Chamberlain dated December 21, 1994, as amended and restated (the "Agreements"). In that capacity, I am of the opinion that such shares have been validly authorized and, when issued and paid for as provided in the Agreements, will be validly issued, fully paid and non-assessable.

I hereby consent to your filing this letter as an exhibit to the Registration Statement on Form S-8 covering the Agreements and the shares to be issued thereunder.

Yours very truly,

/s/ ROGER G. SISSON

Roger G. Sisson

## CONSENT OF INDEPENDENT ACCOUNTANTS

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

/s/ PRICE WATERHOUSE LLP

Nashville, Tennessee  
November \_\_, 1997