



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): September 17, 2007

**GENESCO INC.**

(Exact Name of Registrant as Specified in Charter)

**Tennessee**

(State or Other Jurisdiction of  
Incorporation)

**1-3083**

(Commission  
File Number)

**62-0211340**

(I.R.S. Employer  
Identification No.)

**1415 Murfreesboro Road**  
**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))

**Item 8.01 Other Events.**

On September 17, 2007, Genesco Inc. (“Genesco”) issued a press release announcing that the shareholders of Genesco had voted to approve the previously announced Agreement and Plan of Merger (the “Merger Agreement”), dated as of June 17, 2007, by and among Genesco, The Finish Line, Inc., an Indiana corporation (“Finish Line”), and Headwind, Inc., a Tennessee corporation and a wholly-owned subsidiary of Finish Line (“Merger Sub”), pursuant to which Merger Sub is proposed to be merged with Genesco, with Genesco continuing as the surviving corporation (the “Merger”). Additionally, Genesco announced that, following the vote on the Merger, the special meeting was adjourned due to the lack of a quorum with respect to a proposal to approve and adopt a charter amendment that would permit the redemption of Genesco’s Employees’ Subordinated Convertible Preferred Stock following the completion of the Merger. The special meeting is expected to be reconvened in order to take a vote on the charter amendment proposal following the completion of the Merger. The approval and adoption of the charter amendment is not a condition to the completion of the Merger.

A copy of the press release issued by Genesco announcing the results of the special meeting is filed as an exhibit hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated September 17, 2007.

**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.

GENESCO INC.

Date: September 17, 2007

By: /s/ Roger G. Sisson

Name: Roger G. Sisson

Title: Senior Vice President, Secretary and General  
Counsel

**EXHIBIT INDEX**

No.  
99.1

Exhibit  
Press Release dated September 17, 2007.

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Financial Contact: James S. Gulmi, +1-615-367-8325

Media Contact: Claire S. McCall, +1-615-367-8283

**GENESCO SHAREHOLDERS VOTE TO APPROVE  
ACQUISITION BY FINISH LINE**

NASHVILLE, Tenn., Sept. 17, 2007 — Genesco Inc. (NYSE:GCO) today announced that its shareholders voted to approve the merger agreement providing for the acquisition of Genesco by The Finish Line, Inc. at a special meeting of shareholders held today at Genesco's executive offices in Nashville, Tennessee. Based on the preliminary tally of shares voted, approximately 73% of the shares of Genesco capital stock present and voting at the special meeting (in person or by proxy) voted in favor of the proposed merger agreement. The number of shares that voted to approve the merger agreement represents approximately 72% of the total number of shares of Genesco capital stock outstanding and entitled to vote as of August 6, 2007, the record date for the special meeting. If the merger is completed, the holders of Genesco common stock will be entitled to receive \$54.50 in cash, without interest, for each share of Genesco common stock owned by such holders.

Following the vote on the merger agreement, the special meeting was adjourned due to the lack of a quorum with respect to a proposal to approve and adopt a charter amendment that would permit the redemption of Genesco's Employees' Subordinated Convertible Preferred Stock following the completion of the merger. The special meeting is expected to be reconvened in order to take a vote on the charter amendment proposal following the completion of the merger. The approval and adoption of the charter amendment is not a condition to the completion of the merger.

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## **GENESCO INC. — Add One**

Genesco Inc., a Nashville-based specialty retailer, sells footwear, headwear and accessories in more than 2,050 retail stores in the United States and Canada, principally under the names Journeys, Journeys Kidz, Shi by Journeys, Johnston & Murphy, Underground Station, Hatworld, Lids, Hat Shack, Hat Zone, Head Quarters and Cap Connection, and on internet websites [www.journeys.com](http://www.journeys.com), [www.journeyskidz.com](http://www.journeyskidz.com), [www.undergroundstation.com](http://www.undergroundstation.com), [www.johnstonmurphy.com](http://www.johnstonmurphy.com), [www.lids.com](http://www.lids.com), [www.hatworld.com](http://www.hatworld.com), and [www.lidscy.com](http://www.lidscy.com). The Company also sells footwear at wholesale under its Johnston & Murphy brand and under the licensed Dockers brand. Additional information on Genesco and its operating divisions may be accessed at its website <http://www.genesco.com>.

### **Cautionary Note Regarding Forward-Looking Statements**

Certain statements contained in this transcript regard matters that are not historical facts and are forward looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, as amended, and the rules promulgated pursuant to the Securities Act of 1933, as amended. Because such forward looking statements contain risks and uncertainties, actual results may differ materially from those expressed in or implied by such forward looking statements. Factors that could cause actual results to differ materially include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; (2) the outcome of any legal proceedings that have been or may be instituted against Genesco and others following announcement of the proposal or the merger agreement; (3) the inability to complete the merger due to the failure to satisfy conditions to the completion of the merger; (4) the failure by The Finish Line, Inc. to obtain the necessary debt financing arrangements set forth in commitment letters they received in connection with the merger; (5) risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the merger; and (6) the amount of the costs, fees, expenses and charges related to the merger. Our business is also subject to a number of risks generally such as: (1) changing consumer preferences; (2) the companies’ inability to successfully market their footwear, apparel, accessories and other

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**GENESCO INC. — Add Two**

merchandise; (3) price, product and other competition from other retailers (including internet and direct manufacturer sales); (4) the unavailability of products; (5) the inability to locate and obtain favorable lease terms for the companies' stores; (6) the loss of key employees; (7) general economic conditions and adverse factors impacting the retail athletic industry; (8) management of growth; and (9) other risks that are set forth in the "Risk Factors," "Legal Proceedings" and "Management Discussion and Analysis of Results of Operations and Financial Condition" sections of, and elsewhere, in our SEC filings, copies of which may be obtained by contacting the investor relations department of Genesco via our website [www.genesco.com](http://www.genesco.com). Many of the factors that will determine the outcome of the subject matter of this transcript are beyond Genesco's ability to control or predict. Genesco undertakes no obligation to release publicly the results of any revisions to these forward looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.