



As Filed With the Securities and Exchange Commission  
on September 9, 2005

Registration No. 333-\_\_\_\_\_

**UNITED STATES  
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.)

**1415 Murfreesboro Road  
Nashville, Tennessee 37217-2895**  
(Address of Principal Executive Offices)

**GENESCO INC. 2005 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**Roger G. Sisson**  
**Vice President, Secretary and General Counsel**  
**Genesco Inc.**  
**1415 Murfreesboro Road**  
**Nashville, Tennessee 37217-2895**  
**(615) 367-7000**  
(Name, Address, and Telephone Number of Registrant's agent for service)

Copy to:

**J. Allen Overby**  
**Bass, Berry & Sims PLC**  
**315 Deaderick Street, Suite 2700**  
**Nashville, Tennessee 37238-0002**

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$1.00 par value, and associated rights to purchase Series 6 Subordinated Serial Preferred Stock	1,000,000	\$ 38.48	\$ 38,480,000	\$ 4,530

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), includes an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Pursuant to Rule 457(h)(1) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange on September 2, 2005.

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**PART I**

**Information Required in the Section 10(a) Prospectus**

Genesco Inc. (the “Registrant”) has sent or given or will send or give documents containing the information specified by Part I of this Form S-8 Registration Statement (the “Registration Statement”) to participants in the plan to which this Registration Statement relates, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”). The Registrant is not filing such documents with the SEC, but these documents constitute (along with the documents incorporated by reference into the Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### Information Required in the Registration Statement

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference and shall be deemed to be a part hereof from the date of filing of such document:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended January 29, 2005;
- (2) The Registrant's Quarterly Reports on Form 10-Q for the quarterly periods ended April 30, 2005 and July 30, 2005;
- (3) The Registrant's Current Reports on Form 8-K filed with the SEC on February 7, 2005, February 15, 2005, March 3, 2005, March 7, 2005, March 24, 2005, May 11, 2005, May 26, 2005, June 7, 2005, June 28, 2005, June 28, 2005, August 2, 2005 and August 24, 2005; and
- (4) The description of the Registrant's Common Stock, \$1.00 par value, and the associated rights to purchase Series 6 Subordinated Serial Preferred Stock, contained in the Registrant's Registration Statement on Form 8-A/A, filed with the SEC on May 1, 2003, and including all other amendments and reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or replaces such statement. Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part hereof.

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits, is not incorporated by reference in this Registration Statement or the related prospectus.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Roger G. Sisson, Vice President, Secretary and General Counsel of the Registrant, has opined as to the validity of the securities registered hereby. Mr. Sisson is employed by the Registrant and is eligible to participate in the Genesco Inc. 2005 Equity Incentive Plan. Mr. Sisson owns shares of Common Stock and has been granted options to acquire additional shares of Common Stock.

#### Item 6. Indemnification of Directors and Officers.

The Tennessee Business Corporation Act, or the "TBCA," provides that a corporation may indemnify any of its directors and officers against liability incurred in connection with a proceeding if:

- the director or officer acted in good faith;

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- in the case of conduct in his or her official capacity with the corporation, the director or officer reasonably believed such conduct was in the corporation's best interest;
- in all other cases, the director or officer reasonably believed that his or her conduct was not opposed to the best interest of the corporation; and
- in connection with any criminal proceeding, the director or officer had no reasonable cause to believe that his or her 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. In cases where the director or officer is wholly successful, on the merits or otherwise, in the defense of any proceeding instituted because of his or her status as an officer or director of a corporation, the TBCA mandates that the corporation indemnify the director or officer against reasonable expenses incurred in the proceeding. 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 the officer or director is adjudged liable on the basis that the personal benefit was improperly received. Notwithstanding the foregoing, the TBCA provides that a court of competent jurisdiction, upon application, may order that an officer or director be indemnified for reasonable expenses if, in consideration of all relevant circumstances, the court determines that the individual is fairly and reasonably entitled to indemnification, notwithstanding the fact that:

- the officer or director was adjudged liable to the corporation in a proceeding by or in the right of the corporation;
- the officer or director was adjudged liable on the basis that personal benefit was improperly received by him or her; or
- the officer or director breached his or her duty of care to the corporation.

Our charter provides that no director shall be liable to us or our 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 our directors from personal liability to us or our shareholders for monetary damages for breach of fiduciary duty as a director, except for liability arising from a judgment or other final adjudication establishing:

- any breach of the director's duty of loyalty;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or
- any unlawful distributions.

We currently have in effect an executive liability insurance policy which provides coverage for our directors and officers. We also have in effect agreements with our directors which, to the maximum extent permitted by law and on the terms set forth therein, generally require us to indemnify such persons against any liability incurred in a proceeding because such person is or was a director and, in advance of the disposition of such proceeding, to advance reasonable expenses incurred by the director in connection with such proceeding. The foregoing summaries are subject to the full text of the TCBA, our charter and the form of agreements with our directors and are qualified in their entirety by reference thereto.

### Item 7. Exemption from Registration Claimed.

None.

### Item 8. Exhibits.

- 4.1 Restated Charter of Genesco Inc.
- 4.2 Bylaws of Genesco Inc.
- 4.3 Indenture dated as of June 24, 2003, between Genesco Inc. and Bank of New York
- 4.4 Registration Rights Agreement dated as of June 24, 2003 among Genesco Inc., Banc of America Securities, LLC, Banc One Capital Markets, Inc., JP Morgan Securities Inc. and Wells Fargo Securities, LLC

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4.5	Form of Certificate for the Common Stock
4.6	Amended and Restated Rights Agreement, dated as of August 28, 2000, between Genesco Inc. and First Chicago Trust Company of New York, as Rights Agent
5	Opinion of Registrant's General Counsel
10	Genesco Inc. 2005 Equity Incentive Plan
23.1	Consent of Registrant's General Counsel
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm
24	Power of Attorney

### Item 9. Undertakings.

#### A. The 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;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

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

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

(2) That, for the purpose 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 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 15(d) of the Exchange Act (and where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new

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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 SEC 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, 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 this 9<sup>th</sup> day of September, 2005.

**GENESCO INC.**

By: /s/ Hal N. Pennington  
Hal N. Pennington  
Chairman, President and Chief Executive Officer

**KNOW ALL MEN BY THESE PRESENTS**, each person whose signature appears below hereby constitutes and appoints James S. Gulmi and Roger G. Sisson and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including 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 attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hal N. Pennington</u> Hal N. Pennington	Chairman, President and Chief Executive Officer (Principal Executive Officer)	September 9, 2005
<u>/s/ James S. Gulmi</u> James S. Gulmi	Senior Vice President — Finance and Chief Financial Officer (Principal Financial Officer)	September 9, 2005
<u>/s/ Paul D. Williams</u> Paul D. Williams	Chief Accounting Officer (Principal Accounting Officer)	September 9, 2005
<u>/s/ Leonard L. Berry</u> Leonard L. Berry, Ph.D.	Director	September 9, 2005
<u>/s/ William F. Blaufuss, Jr.</u> William F. Blaufuss, Jr.	Director	September 9, 2005
<u>/s/ Robert V. Dale</u> Robert V. Dale	Director	September 9, 2005

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Matthew C. Diamond</u> Matthew C. Diamond	Director	September 9, 2005
<u>/s/ Marty G. Dickens</u> Marty G. Dickens	Director	September 9, 2005
<u>/s/ Ben T. Harris</u> Ben T. Harris	Director	September 9, 2005
<u>/s/ Kathleen Mason</u> Kathleen Mason	Director	September 9, 2005
<u>/s/ William A. Williamson, Jr.</u> William A. Williamson, Jr.	Director	September 9, 2005

**EXHIBIT INDEX**

4.1	Restated Charter of Genesco Inc. (filed as Exhibit 1 to the Registrant's Registration Statement on Form 8-A/A filed with the SEC on May 1, 2003, and incorporated herein by reference)
4.2	Bylaws of Genesco Inc. (filed as Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 1995, and incorporated herein by reference)
4.3	Indenture dated as of June 24, 2003, between Genesco Inc. and Bank of New York (filed as Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended August 2, 2003, and incorporated herein by reference)
4.4	Registration Rights Agreement dated as of June 24, 2003 among Genesco Inc., Banc of America Securities, LLC, Banc One Capital Markets, Inc., JP Morgan Securities Inc. and Wells Fargo Securities, LLC (filed as Exhibit 4.2 to the Registrant's Quarterly Report on Form 10-Q for the period ended August 2, 2003, and incorporated herein by reference)
4.5	Form of Certificate for the Common Stock (filed as Exhibit 3 to the Registrant's Registration Statement on Form 8-A/A filed with the SEC on May 1, 2003, and incorporated herein by reference)
4.6	Amended and Restated Rights Agreement, dated as of August 28, 2000, between Genesco Inc. and First Chicago Trust Company of New York, as Rights Agent (filed as Exhibit 4 to the Registrant's Current Report on Form 8-K filed with the SEC on August 30, 2000, and incorporated herein by reference)
5	Opinion of Registrant's General Counsel
10	Genesco Inc. 2005 Equity Incentive Plan (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on June 28, 2005, and incorporated herein by reference)
23.1	Consent of Registrant's General Counsel (included in Exhibit 5)
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm
24	Power of Attorney (included on signature page to this Registration Statement)

ROGER G. SISSON  
VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL  
GENESCO INC.  
1415 MURFREESBORO ROAD  
NASHVILLE, TENNESSEE 37217-2895

September 9, 2005

Genesco Inc.  
1415 Murfreesboro Road  
Nashville, Tennessee 37217-2895

Gentlemen and Ladies:

At your request, I have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Genesco Inc., a Tennessee corporation ("Genesco" or the "Company"), with the Securities and Exchange Commission (the "Commission") on or about September 9, 2005 in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,000,000 shares of Genesco's common stock, \$1.00 par value, and related preferred stock purchase rights (the "Shares"), subject to issuance by Genesco pursuant to the Genesco Inc. 2005 Equity Incentive Plan.

In rendering this opinion, I have examined such documents as I have deemed necessary in order to render the opinion set forth herein. In my examination of documents for purposes of this opinion, I have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to me as originals, the conformity to originals and completeness of all documents submitted to me as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any such document and the due authorization, execution and delivery of all such documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof. I have also assumed that the certificates representing the Shares have been, or will be when issued, properly signed by authorized officers of the Company or their agents.

As to matters of fact relevant to this opinion, I have relied solely upon my examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from such documents. I have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

I am admitted to practice law in the State of Tennessee, and I render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America and of the State of Tennessee.

Based upon the foregoing, it is my opinion that the 1,000,000 Shares that may be issued pursuant to the Plan, when issued, sold and delivered in accordance with the terms of the Plan will be validly issued, fully paid and nonassessable.

I consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to me, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto. This opinion is intended solely for use in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and based solely on my understanding of facts in existence as of such date after the aforementioned examination. I assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to my attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

/s/ Roger G. Sisson

Roger G. Sisson



Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Genesco Inc. 2005 Equity Incentive Plan of our reports dated April 12, 2005, with respect to the consolidated financial statements and schedule of Genesco Inc. and Subsidiaries, Genesco Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Genesco Inc., included in its Annual Report (Form 10-K) for the year ended January 29, 2005, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Nashville, Tennessee  
September 9, 2005