FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OMB APPROVAL	
RSHIP	OMB Number:	3235-0

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person (Check all applicable) GENESCO INC [GCO] MARSHALL THURGOOD JR ✓ Director 10% Owner 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title Other (specify (Middle) 06/27/2024 below) below) (Last) (First) C/O GENESCO INC 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 535 MARRIOTT DRIVE 1 Form filed by One Reporting Person Form filed by More than One Reporting Person NASHVILLE 37214 TN Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 6. Ownership 7. Nature 2A. Deemed 5. Amount of 1. Title of Security (Instr. 3) of Indirect Beneficial **Execution Date** Transaction Form: Direct (Month/Day/Year) 5) Beneficially (D) or Indirect Code (Instr. if any (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) Price ν Code Amount (Instr. 3 and 4) Common Stock 06/27/2024 4,540(1) 27,346 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Transaction Code (Instr. Expiration Date (Month/Day/Year) of Indirect Derivative Conversion **Execution Date** derivative Ownership (Month/Day/Year) Derivative or Exercise if any Security Securities Securities Beneficial Security Form: (Instr. 3) Price of Derivative (Month/Day/Year) 8) Securities Underlying (Instr. 5) Beneficially Direct (D) Ownership or Indirect (I) (Instr. 4) Acquired (Instr. 4) Security (Instr. 3 and 4) Security (A) or Following Disposed of (D) (Instr. 3, 4 Reported Transaction(s) (Instr. 4)

Explanation of Responses:

1 Grant of restricted stock under the Second Amended and Restated 2020 Equity Incentive Plan

Scott E. Becker, Attorney-in-** Signature of Reporting Person

Amount Number

Shares

Fact

Expiration

Date

07/01/2024

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

and 5)

(A) (D) Date