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

#### **SCHEDULE 13D**

(Rule 13d-101)

## INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 11)<sup>1</sup>

<u>Genesco Inc.</u> (Name of Issuer)

<u>Common Stock, \$1.00 par value per share</u> (Title of Class of Securities)

> <u>371532102</u> (CUSIP Number)

CHRISTOPHER S. KIPER LEGION PARTNERS ASSET MANAGEMENT, LLC 12121 Wilshire Blvd, Suite 1240 Los Angeles, California 90025 (424) 253-1773

STEVE WOLOSKY, ESQ. ELIZABETH GONZALEZ-SUSSMAN, ESQ. OLSHAN FROME WOLOSKY LLP 1325 Avenue of the Americas New York, New York 10019 (212) 451-2300 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 9, 2022 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(g), check the following box  $\Box$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

<sup>&</sup>lt;sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

# CUSIP No. 371532102

1	NAME OF REPOR	TING PERSON		
-				
	Legion Partners, L.P. I			
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □	
3	SEC USE ONLY			
4	SOURCE OF FUN	DS		
	WC			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
NUMBER OF	Delaware 7	SOLE VOTING POWER		
SHARES	/	Sole voling rower		
BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING		864,697*		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		864,697*		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	864,697*			
12	,	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	6.3%			
14	TYPE OF REPORT	TING PERSON		
	PN	DN		
	111			

\*Includes 287,000 Shares underlying certain call options which are currently exercisable.

# CUSIP No. 371532102

	NAME OF DECOD			
1	NAME OF REPORTING PERSON			
	Legion Partners, L.P. II			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 🗵			
	(b) 🗆			
3	SEC USE ONLY			
3	SEC USE ONLY			
4	SOURCE OF FUNI	DS		
	WC			
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
_				
	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		57,383		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
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	10			
	10	SHARED DISPOSITIVE POWER		
		57,383		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	57,383			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 1%			
14	TYPE OF REPORT	ING PERSON		
	PN			
	111			

I				
1	NAME OF REPOR	TING PERSON		
	Legion Partners, LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(b) 🗆			
3	SEC USE ONLY			
3	SEC USE ONLY			
4	SOURCE OF FUN	DS	<u>.</u>	
	00			
5	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
NUMBER OF	Delaware 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		922,080*		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		922,080*		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11		CONTRACTORINET CONTREPORT ENGINEE OKTING LEKSON		
	922,080*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	6.8%			
14	TYPE OF REPORT	ING PERSON		
	00			
	00			

1	NAME OF REPORTING PERSON			
	Legian Destaura Acast Management LLC			
	Legion Partners Asset Management, LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\boxtimes$			
	(b) 🗆			
3	SEC USE ONLY			
5	SEC USE ONLI			
4	SOURCE OF FUN	DS		
	00			
5		VISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSUID OD	PLACE OF ORGANIZATION		
O	CITIZENSHIP OR	PLACE OF OKGANIZATION		
	Delaware			
NUMBER OF	7	SOLE VOTING POWER		
SHARES	, ,			
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		922,080*		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWER		
	10			
		922,080*		
11	AGGREGATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	922,080*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
10				
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	6.8%			
14	6.8% TYPE OF REPORTING PERSON			
± '				
	IA			

\*Includes 287,000 Shares underlying certain call options which are currently exercisable.

1	NAME OF REPORTING PERSON				
	Legion Partners Holdings, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 🖂				
		(b) 🗆			
3	SEC USE ONLY				
	SOURCE OF FUNI				
4	SOURCE OF FUNI	15			
	00				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
5	2(e)	SCEOSORE OF LEGAL PROCEEDINGS IS REQUIRED FORSOANT TO THEM 2(d) OR			
	2(0)				
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION			
-					
	Delaware				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		- 0 -			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING		922,180*			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		077 100*			
11		922,180* DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGREGALE AIM	JUNI DENEFICIALLI UWINED DI EACH REPORTING PERSON			
	922,180*				
12	922,180*   CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
_					
	6.8%				
14	TYPE OF REPORT	ING PERSON			
	00				

1	NAME OF REPORTING PERSON				
		Christopher S. Kiper			
2	CHECK THE AP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)			
	(b) 🗆				
3	SEC USE ONLY				
5	JEC USE UNLY	SEC USE ONLY			
4	SOURCE OF FUI	NDS			
	00				
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF			
	2(e)				
6	CITIZENSUIDO	R PLACE OF ORGANIZATION			
O	CITIZENSHIPUI	A PLACE OF ORGANIZATION			
	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES	,				
BENEFICIALLY		- 0 -			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING		922,180*			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		0			
	10	- 0 - SHARED DISPOSITIVE POWER			
	10				
		922,180*			
11	AGGREGATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	922,180*				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
10					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	6.8%				
14	6.8% TYPE OF REPORTING PERSON				
17					
	IN				
P	1				

1	NAME OF REPC	RTING PERSON			
	Raymond T. White				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\boxtimes$				
	(b) 🗆				
3	SEC USE ONLY				
J	SEC USE OINLY				
4	SOURCE OF FU	NDS			
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5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSUDO	R PLACE OF ORGANIZATION			
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	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		- 0 -			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING		922,180*			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
	10				
		922,180*			
11	AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	922,180*				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	PERCENT OF CI	LASS KERKESENTED BY AMOUNT IN KOW (11)			
	6.8%				
14	1.0% TYPE OF REPORTING PERSON				
	IN				

### CUSIP No. 371532102

The following constitutes Amendment No. 11 to the Schedule 13D filed by the undersigned ("Amendment No. 11"). This Amendment No. 11 amends the Schedule 13D as specifically set forth herein.

#### Item 6. <u>Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer</u>.

#### Item 6 is hereby amended to add the following:

Legion Partners I previously sold short in the over-the-counter market American-style call options referencing an aggregate of 217,100 Shares, which have an exercise price of \$70 per Share and expire on June 17, 2022. Legion Partners I has subsequently purchased these call options prior to the expiration date, as set forth on Schedule A, which is incorporated herein by reference. Accordingly, Legion Partners I no longer has any exposure to such call options.

Legion Partners II previously sold short in the over-the-counter market American-style call options referencing an aggregate of 14,100 Shares, which have an exercise price of \$70 per Share and expire on June 17, 2022. Legion Partners II has subsequently purchased these call options prior to the expiration date, as set forth on Schedule A, which is incorporated herein by reference. Accordingly, Legion Partners II no longer has any exposure to such call options.

## SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 11, 2022

Legion Partners, L.P. I

- By: Legion Partners Asset Management, LLC Investment Advisor
- By: /s/ Christopher S. Kiper
  - Name:Christopher S. KiperTitle:Managing Director

Legion Partners, L.P. II

- By: Legion Partners Asset Management, LLC Investment Advisor
- By: /s/ Christopher S. Kiper Name: Christopher S. Kiper
  - Title: Managing Director

Legion Partners, LLC

- By: Legion Partners Holdings, LLC Managing Member
- By: /s/ Christopher S. Kiper Name: Christopher S. Kiper Title: Managing Member

Legion Partners Asset Management, LLC

By: /s/ Christopher S. Kiper Name: Christopher S. Kiper Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper

Name:Christopher S. KiperTitle:Managing Member

/s/ Christopher S. Kiper Christopher S. Kiper

/s/ Raymond T. White Raymond T. White

## SCHEDULE A

## Transactions in the Securities of the Issuer Since the Filing of Amendment No. 10 to the Schedule 13D

Nature of the Transaction	Amount of Securities <u>Purchased/(Sold)</u>	<u>Price (\$)</u>	Date of <u>Purchase/Sale</u>
	LEGION PAR	<u>TNERS, L.P. I</u>	
Purchase of June 2022 Call Option (\$70.00 Strike Price) <sup>1</sup>	23,400	2.3829	05/03/2022
Purchase of June 2022 Call Option (\$70.00 Strike Price) <sup>1</sup>	70,600	2.2380	05/06/2022
Purchase of June 2022 Call Option (\$70.00 Strike Price) <sup>1</sup>	44,300	2.0826	05/09/2022
Purchase of June 2022 Call Option (\$70.00 Strike Price) <sup>1</sup>	5,200	1.9300	05/10/2022
Purchase of June 2022 Call Option (\$70.00 Strike Price) <sup>1</sup>	47,000	1.9000	05/10/2022
Purchase of June 2022 Call Option (\$70.00 Strike Price) <sup>1</sup>	26,600	1.8683	05/11/2022

# LEGION PARTNERS, L.P. II

Purchase of June 2022 Call Option	1,500	2.3829	05/05/2022
(\$70.00 Strike Price) <sup>1</sup>			
Purchase of June 2022 Call Option	4,600	2.2380	05/06/2022
(\$70.00 Strike Price) <sup>1</sup>			
Purchase of June 2022 Call Option	2,900	2.0826	05/09/2022
(\$70.00 Strike Price) <sup>1</sup>			
Purchase of June 2022 Call Option	300	1.9300	05/10/2022
(\$70.00 Strike Price) <sup>1</sup>			
Purchase of June 2022 Call Option	3,000	1.9000	05/10/2022
(\$70.00 Strike Price) <sup>1</sup>			
Purchase of June 2022 Call Option	1,800	1.8683	05/11/2022
(\$70.00 Strike Price) <sup>1</sup>			

<sup>&</sup>lt;sup>1</sup> Represents shares underlying American-style call options purchased to cover a short position in the over-the-counter market with an expiration date of June 17, 2022.