

**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) (Zip Code)

**GENESCO INC. SECOND AMENDED AND RESTATED  
2009 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Roger G. Sisson**

**Senior Vice President, Secretary and General Counsel  
Genesco Inc.**

**1415 Murfreesboro Road  
Nashville, Tennessee 37217-2895  
(615) 367-7000**

(Name, Address, and Telephone Number of agent for service)

Copy to:

**Jennifer H. Noonan  
Bass, Berry & Sims PLC  
150 Third Avenue South, Suite 2800  
Nashville, Tennessee 37201**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share <sup>(2)</sup>	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$1.00 par value	2,500,000	\$35.88	\$89,700,000	\$10,396.23

(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(c) and 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 June 6, 2017.

## Explanatory Note

On June 30, 2009, we filed with the Securities and Exchange Commission (“SEC”) a Form S-8, Registration Statement No. 333-160339, pertaining to our Genesco Inc. 2009 Equity Incentive Plan and on March 29, 2012, we filed with the SEC a Form S-8 Registration Statement No. 333-180463, pertaining to our first Amended and Restated Genesco Inc. 2009 Equity Incentive Plan (the “2009 Plan”). This Form S-8 is being filed to effectuate the shareholder approved increase of the number of shares reserved for issuance under the 2009 Plan such that the maximum number of shares that may be issued in respect of awards granted under the 2009 Plan after the date of shareholder approval of the Genesco Inc. Second Amended and Restated 2009 Equity Incentive Plan is 2,969,404 shares, subject to adjustment, and to impose limits on the amount of total compensation of non-employee directors.

In accordance with General Instruction E to Form S-8, the contents of Registration Statements Nos. 333-160339 and 333-180463 are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items required by Form S-8 which contain new information not previously contained in Registration Statements Nos. 333-160339 and 333-180463 are presented herein.

## 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 year ended January 28, 2017;
- (2) The information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the year ended January 28, 2017 from the Registrant's definitive proxy statement on Schedule 14A, filed with the SEC on May 12, 2017;
- (3) The Registrant's Quarterly Report on Form 10-Q for the first quarter ended April 29, 2017; and
- (4) The description of the Registrant's Common Stock, \$1.00 par value 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, including the amendment filed on May 13, 2016.

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 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 8. Exhibits.

- 4.1 Restated Charter of Genesco Inc., as amended (filed as Exhibit 1 to the Registrant's Registration Statement on Form 8-A/A with the SEC on May 1, 2003 and incorporated herein by reference)
- 4.2 Amended and Restated Bylaws of Genesco Inc. (filed as Exhibit 99.2 to the current report on Form 8-K filed November 12, 2015 (and amended on November 17, 2015) and incorporated herein by reference)
- 4.3 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)
- 5 Opinion of Registrant's General Counsel
- 10 Genesco Inc. Second Amended and Restated 2009 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, 2016)
- 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 the signature page to this Registration Statement)

## 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 12th day of June, 2017.

### GENESCO INC.

By: /s/Robert J. Dennis

Robert J. Dennis  
Chairman

**KNOW ALL MEN BY THESE PRESENTS**, each person whose signature appears below hereby constitutes and appoints 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/Robert J. Dennis</u> Robert J. Dennis	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	June 9, 2017
<u>/s/Mimi Eckel Vaughn</u> Mimi Eckel Vaughn	Senior Vice President – Finance, and Chief Financial Officer (Principal Financial Officer)	June 8, 2017
<u>/s/Paul D. Williams</u> Paul D. Williams	Vice President and Chief Accounting Officer (Principal Accounting Officer)	June 8, 2017
<u>/s/Joanna Barsh</u> Joanna Barsh	Director	June 6, 2017
<u>/s/Leonard L. Berry, Ph.D.</u> Leonard L. Berry, Ph.D.	Director	June 6, 2017
<u>/s/James W. Bradford</u> James W. Bradford	Director	June 7, 2017
<u>/s/Matthew C. Diamond</u> Matthew C. Diamond	Director	June 7, 2017
<u>/s/Marty G. Dickens</u> Marty G. Dickens	Director	June 7, 2017
<u>/s/Thurgood Marshall, Jr.</u> Thurgood Marshall, Jr.	Director	June 6, 2017
<u>/s/Kathleen Mason</u> Kathleen Mason	Director	June 6, 2017
<u>/s/Kevin P. McDermott</u> Kevin P. McDermott	Director	June 6, 2017
<u>David M. Tehle</u> David M. Tehle	Director	June 6, 2017

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Exhibit 5  
**Roger G. Sisson**  
**Senior Vice President, Secretary and General Counsel**  
**Genesco Inc.**  
**1415 Murfreesboro Road**  
**Nashville, Tennessee 37217-2895**

June 12, 2017

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 June 12, 2017 in connection with the registration under the Securities Act of 1933, as amended, of an additional 2,500,000 shares of Genesco's common stock, \$1.00 par value (the "Shares"), subject to issuance by Genesco pursuant to the Genesco Inc. Second Amended and Restated 2009 Equity Incentive Plan (the "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 2,500,000 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 Amended and Restated Genesco Inc. 2009 Equity Incentive Plan of our reports dated March 29, 2017, with respect to the consolidated financial statements and schedule of Genesco Inc. and Subsidiaries, 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 28, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Nashville, Tennessee  
June 12, 2017