

As filed with the Securities and Exchange Commission on January 31, 1994

Registration No. 2-86509

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
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
(IRS Employer
Identification No.)

1415 MURFREESBORO ROAD
NASHVILLE, TENNESSEE 37217
(615) 367-7000

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

THOMAS B. CLARK, ESQ.
EXECUTIVE VICE PRESIDENT
AND GENERAL COUNSEL
GENESCO INC.
1415 MURFREESBORO ROAD
NASHVILLE, TENNESSEE 37217
(615) 367-8464

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

On October 6, 1983, Genesco Inc. registered 1,637,840 shares of common stock, \$1.00 par value, ("Common Stock") for issuance upon the exercise of two series of warrants, 737,840 shares that were issuable upon the exercise of warrants to purchase Common Stock at a price of \$8.00 per share until February 15, 1993 and 900,000 shares that were issuable upon the exercise of warrants to purchase Common Stock at a price of \$11.75 per share, subject to adjustment, until October 15, 1993.

Both series of warrants have expired. Pursuant to the undertaking by Genesco Inc. set forth in this registration statement, Genesco Inc. is hereby removing from registration 913,353 shares of Common Stock that were not issued upon the exercise of such warrants prior to their expiration.

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-3 AND HAS DULY CAUSED THIS POST-EFFECTIVE AMENDMENT TO THE REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF NASHVILLE AND STATE OF TENNESSEE, ON THE 24th DAY OF JANUARY, 1994.

GENESCO INC.

BY: /s/ James S. Gulmi

James S. Gulmi

Vice President - Finance