

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 28, 2023

Genesco Inc.

(Exact name of Registrant as Specified in Its Charter)

Tennessee
(State or Other Jurisdiction
of Incorporation)

1-3083
(Commission File Number)

62-0211340
(IRS Employer
Identification No.)

535 Marriott Drive
Nashville,, Tennessee
(Address of Principal Executive Offices)

37214
(Zip Code)

Registrant's Telephone Number, Including Area Code: 615 367-7000

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.00 par value	GCO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 28, 2023, Genesco Inc. (the “Company”) announced that Andrew I. Gray has been named President, Journeys Group and Senior Vice President of the Company, effective January 3, 2024 (the “Effective Date”).

Prior to his employment with the Company, Mr. Gray, 46, served in multiple roles at Foot Locker, Inc., beginning in 2001. Mr. Gray most recently served as executive vice president, global president of Foot Locker, Kids Foot Locker, Champs Sports and Sidestep, a position he held from June 2022 until his departure from the company in January 2023. Previously, Mr. Gray served as executive vice president, chief commercial officer from July 2020 to June 2022, chief merchandising officer from October 2017 to July 2020, general manager of Foot Locker and Lady Foot Locker North America from February 2016 to October 2017, and as vice president and general merchandise manager of Foot Locker Europe from July 2013 to February 2016. Mr. Gray does not have any family relationships with any of the Company's directors or executive officers. There are no arrangements or understandings between Mr. Gray and any other persons pursuant to which he was selected as President, Journeys Group and Senior Vice President of the Company. There are no transactions involving the Company and Mr. Gray that would be reportable under Item 404(a) of Regulation S-K.

In connection with his appointment, Mr. Gray will receive an annual base salary of \$635,000. In the event of Mr. Gray’s involuntary termination without cause within the first 18 months following the Effective Date, Mr. Gray will be eligible for one year of salary continuation and a pro-rated bonus, provided he is employed at least 120 days in the plan year and conditional upon execution of customary release and restrictive covenant agreements. Mr. Gray will be eligible under the Company’s Fourth Amended and Restated EVA Incentive Compensation Plan (as such plan may be amended from time to time) to receive a target incentive award for the fiscal year beginning February 4, 2024 (“Fiscal 2025”) equal to 75% of Mr. Gray’s base salary. Subject to the approval of the compensation committee of the Company’s Board of Directors, for Fiscal 2025, Mr. Gray will be eligible to receive Company stock under the Company’s long-term incentive compensation program equal to 150% of Mr. Gray’s annual compensation (the “LTI Compensation Award”), comprised of a mix of time-based restricted stock awards (“RSAs”) and performance share units. Fifty percent of Mr. Gray’s total LTI Compensation Award for Fiscal 2025 will be granted on the Effective Date in the form of RSAs that vest over an accelerated 2-year ratable vesting period. Mr. Gray will receive relocation assistance, including coverage of direct moving costs not to exceed \$50,000, standard and customary buyer closing costs or lease termination costs not to exceed \$50,000, and a relocation bonus in the amount of \$25,000. All eligible relocation expenses are subject to employee reimbursement upon voluntary termination within two years from date of employment. Mr. Gray will also be paid a \$25,000 quarterly travel and lodging stipend until July 2025, not to exceed \$175,000 in total.

A press release issued by the Company announcing Mr. Gray’s appointment is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 28, 2023, issued by Genesco Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENESCO INC.

Date: November 28, 2023

By: /s/ Scott E. Becker

Scott E. Becker

Senior Vice President, General Counsel
and Corporate Secretary



GENESCO NAMES ANDY GRAY PRESIDENT OF THE JOURNEYS GROUP

*A proven leader and seasoned global consumer product executive
who brings deep footwear and retail industry expertise,
Gray adds meaningfully to Genesco's already deep leadership bench*

NASHVILLE, Tenn. Nov. 28, 2023 -- Genesco Inc. (NYSE: GCO), after a broad search process, today announced the appointment of Andy Gray as the new President of the Journeys Group, effective January 3, 2024. In this role, Gray will drive strategic growth for the Company's largest business, building on the foundation of Journeys' leading position in teen fashion footwear retail and its brand mission of living life with an attitude that celebrates self-expression inspired by youth culture. He succeeds Journeys Group President Mario Gallione, whose planned retirement was announced in August.

"Andy brings invaluable expertise in the areas essential to building the Journeys business for the future, along with a passion for leading youth-focused consumer businesses," said Genesco Board Chair, President and Chief Executive Officer Mimi E. Vaughn. "He is a visionary leader with extensive experience in athletic and fashion footwear. Andy's connection to youth culture and the strong brand relationships he's forged over his accomplished career make him the ideal person to lead the talented team we have in place at Journeys, as we work to elevate the business and unlock the tremendous potential we see ahead."

Gray joins Genesco most recently from Foot Locker, Inc. Before departing in January 2023, he served as Global President, where he led and motivated teams across all regions and was responsible for Foot Locker's largest global brand portfolio, including oversight of brand building, business innovation and all product functions. He championed a commercial offense to reach more consumers across core categories,

refocused teams on the biggest brands and high ROI-potential regions and repositioned the portfolio to evolve and elevate Foot Locker globally.

“I’m incredibly excited to join the Genesco team and to lead Journeys – a retail brand I’ve long admired. I see significant runway to capitalize on its unique positioning in the market, while further leveraging the unparalleled strength of its vendor partnerships,” said Gray. “There is something really captivating about the power of Journeys’ connection with its teen consumer, and I’m looking forward to hitting the ground running with the team to evolve the business for a new era.”

Gray joins a strong and dedicated Journeys leadership team, including Journeys’ Chief Operating Officer Mike Sypert, who was appointed in August, and has been managing the day-to-day responsibilities for Journeys, Journeys Kidz and Little Burgundy’s business, including stores and websites in the U.S. and Canada. Sypert is a 34-year company veteran who previously served as Journeys Executive Vice President of Sales and Retail Operations. Vaughn commented, “Mike has provided exceptional leadership already in his new role, and I look forward to his continued contributions in partnership with Andy.”

About Andy Gray

Gray comes to Genesco from his prior roles at Foot Locker, where he served for over two decades in several senior leadership positions, including EVP, Global President of Foot Locker, Kids Foot Locker, Champs and Sidestep, and EVP, Global Chief Commercial Officer. During that time, he developed a multi-dimensional skill set spanning merchandising, general management, retail and digital, consumer insight, brand building and global leadership. As Global Chief Commercial Officer, he brought all consumer facing disciplines together for increased consumer, vendor and business benefit.

About Genesco Inc.

Genesco Inc. is a footwear focused company with distinctively positioned retail and lifestyle brands and proven omnichannel capabilities offering customers the footwear they desire in engaging shopping environments, including approximately 1,400 retail stores and branded e-commerce websites. Its Journeys, Little Burgundy and Schuh brands serve teens, kids and young adults with on-trend fashion footwear that inspires youth culture in the U.S., Canada and the U.K. Johnston & Murphy serves the successful, affluent man and woman with premium footwear, apparel and accessories in the U.S. and Canada, and Genesco Brands Group sells branded lifestyle footwear to leading retailers under licensed brands including Levi's, Dockers and G.H. Bass. Founded in 1924, Genesco is based in Nashville, Tennessee. For more information on Genesco and its operating divisions, please visit www.genesco.com.

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