

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): October 28, 2020 (October 28, 2020)

**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**  
(I.R.S. Employer  
Identification No.)

**1415 Murfreesboro Pike Nashville Tennessee**  
(Address of Principal Executive Offices)

**37217-2895**  
(Zip Code)

**(615) 367-7000**

Registrant's telephone number, including area code

**Not Applicable**

(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 (see General Instruction A.2. below):

- 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 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 October 28, 2020, the Board of Directors (the “Board”) of Genesco Inc. (the “Company”), voted to (i) increase the size of the Board from seven members to eight members and (ii) appoint John Lambros to fill the newly created vacancy, effective October 28, 2020. Mr. Lambros was also appointed to serve on the Board’s Compensation Committee effective as of such date.

Mr. Lambros will serve as a director until the Company’s 2021 annual meeting of shareholders or until his successor is duly elected and qualified or until his earlier resignation or removal. The Board has determined that Mr. Lambros is independent under the listing standards of the New York Stock Exchange and the Company’s Corporate Governance Guidelines.

As a non-employee director of the Company, Mr. Lambros will receive an annual cash retainer of \$87,500 for Board service. As part of director compensation, each non-employee director is also entitled to receive an annual restricted stock award equal to a value of approximately \$107,500. His annual cash retainer and restricted stock award will be pro-rated for his time of service during the current board term. In connection with his appointment, Mr. Lambros also received a grant of restricted shares of the Company’s common stock valued at \$25,000. The restricted stock vests on the first anniversary of the grant date, subject to continued service on the board. Pursuant to the Company’s stock ownership policy for directors, Mr. Lambros is required to hold common stock of the Company having a value equal to three times his annual cash retainer and has five years to achieve compliance with this policy.

There are no arrangements or understandings between Mr. Lambros and any other persons pursuant to which he was selected as a director. There are no transactions involving the Company and Mr. Lambros that would be reportable under Item 404(a) of Regulation S-K. A copy of the press release with respect to Mr. Lambros’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 furnished herewith:

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | <a href="#">Press Release issued by Genesco Inc. dated October 28, 2020</a> |
| 104            | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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**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.

Date: October 28, 2020

GENESCO INC.

By: /s/ Melvin G. Tucker  
Name: Melvin G. Tucker  
Title: Senior Vice President and Chief Financial Officer

## GENESCO INC. APPOINTS JOHN F. LAMBROS TO BOARD OF DIRECTORS

NASHVILLE, Tenn., Oct. 28, 2020 --- Genesco Inc. (NYSE: GCO) today announced that John F. Lambros has been appointed to its board of directors, effective today.

Lambros is president of GCA-U.S., a global investment bank. He serves as the head of GCA's digital media banking practice, is a member of its board of directors and executive committee, and serves as head of the firm's New York office. For more than 22 years, Lambros has been an active advisor to or operator in the digital media and emerging technology markets, including leading more than 250 public and private market financings, mergers & acquisitions, recapitalizations, joint ventures and debt financings. Prior to GCA, from 2000 to 2003, he was senior vice president of business development for Into Networks, a broadband technology company and pioneer in content streaming. From 1993 to 2000, Lambros was a banker at Morgan Stanley & Co. where he served as a vice president and a member of the global communications group focused on advising emerging telecommunications, media and technology clients.

Mimi E. Vaughn, Genesco Board Chair, President and Chief Executive Officer, said, "We are very pleased to welcome John as a new independent director to Genesco's board. John's extensive background in banking, digital media and technology will add valuable expertise to our board and support the growth of our business. As a footwear-focused company with rapidly growing omnichannel and e-commerce operations, we are confident that John's strategic counsel and deep experience as an advisor and operator will help us accelerate digital initiatives at a pivotal time for our company."

"I look forward to working with Genesco, and bringing my experience to inform its digital strategy and support its overall growth. Genesco is a leader in the footwear industry and I am excited to be part of the next chapter in the Company's history," said Lambros.

Lambros has been appointed to serve as a member of the compensation committee. Genesco's board now has eight members.

### **About Genesco Inc.**

Genesco Inc., a Nashville-based specialty retailer, sells footwear and accessories in more than 1,475 retail stores throughout the U.S., Canada, the United Kingdom and the Republic of Ireland, principally under the names Journeys, Journeys Kidz, Schuh, Schuh Kids, Little Burgundy, Johnston & Murphy, and on internet websites [www.journeys.com](http://www.journeys.com), [www.journeyskids.com](http://www.journeyskids.com), [www.journeys.ca](http://www.journeys.ca), [www.littleburgundyshoes.com](http://www.littleburgundyshoes.com), [www.schuh.co.uk](http://www.schuh.co.uk), [www.johnstonmurphy.com](http://www.johnstonmurphy.com), [www.johnstonmurphy.ca](http://www.johnstonmurphy.ca), and [www.dockersshoes.com](http://www.dockersshoes.com). In addition, Genesco sells wholesale footwear under its Johnston & Murphy brand, the licensed Dockers brand, the licensed Levi's brand, the licensed Bass brand, and other brands. For more information on Genesco and its operating divisions, please visit [www.genesco.com](http://www.genesco.com).

### **Genesco Inc. Financial Contacts**

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