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.)[1]

Genesco Inc.
(Name of Issuer)

Common Stock, $1.00 par value per share
(Title of Class of Securities)

371532102
(CUSIP Number)

CHRISTOPHER S. KIPER
LEGION PARTNERS ASSET MANAGEMENT, LLC
12121 Wilshire Blvd, Suite 1240
Los Angeles, CA 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)

March 31, 2021
(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(f) or 240.13d-1(g), check the following 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.

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1 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*).

1	NAME OF REPORTING PERSON Legion Partners, L.P. I		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☒ (b) ☐
3	SEC USE ONLY		
4	SOURCE OF FUNDS 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 Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER 791,552	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER 791,552	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 791,552		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.29%		
14	TYPE OF REPORTING PERSON PN		

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		
4	SOURCE OF FUNDS 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 Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER 44,526	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER 44,526	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,526		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%		
14	TYPE OF REPORTING PERSON PN		

<table>
<tr><td>1</td><td colspan="2">NAME OF REPORTING PERSON

Legion Partners, LLC</td></tr>
<tr><td>2</td><td colspan="2">CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒
(b) ☐</td></tr>
<tr><td>3</td><td colspan="2">SEC USE ONLY</td></tr>
<tr><td>4</td><td colspan="2">SOURCE OF FUNDS

OO</td></tr>
<tr><td>5</td><td colspan="2">CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐</td></tr>
<tr><td>6</td><td colspan="2">CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware</td></tr>
<tr><td rowspan="4">NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</td><td>7</td><td>SOLE VOTING POWER

- 0 -</td></tr>
<tr><td>8</td><td>SHARED VOTING POWER

836,078</td></tr>
<tr><td>9</td><td>SOLE DISPOSITIVE POWER

- 0 -</td></tr>
<tr><td>10</td><td>SHARED DISPOSITIVE POWER

836,078</td></tr>
<tr><td>11</td><td colspan="2">AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

836,078</td></tr>
<tr><td>12</td><td colspan="2">CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐</td></tr>
<tr><td>13</td><td colspan="2">PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.59%</td></tr>
<tr><td>14</td><td colspan="2">TYPE OF REPORTING PERSON

OO</td></tr>
</table>

1	NAME OF REPORTING PERSON Legion Partners Asset Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) ☒ (b) ☐
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 836,078
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 836,078
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 836,078	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.59%	
14	TYPE OF REPORTING PERSON IA	

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		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER 836,178	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER 836,178	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 836,178		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.59%		
14	TYPE OF REPORTING PERSON OO		

<table>
<tr><td>1</td><td colspan="2">NAME OF REPORTING PERSON

Christopher S. Kiper</td></tr>
<tr><td>2</td><td colspan="2">CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐</td></tr>
<tr><td>3</td><td colspan="2">SEC USE ONLY</td></tr>
<tr><td>4</td><td colspan="2">SOURCE OF FUNDS

OO</td></tr>
<tr><td>5</td><td colspan="2">CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐</td></tr>
<tr><td>6</td><td colspan="2">CITIZENSHIP OR PLACE OF ORGANIZATION

USA</td></tr>
<tr><td rowspan="4">NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</td><td>7</td><td>SOLE VOTING POWER

- 0 -</td></tr>
<tr><td>8</td><td>SHARED VOTING POWER

836,178</td></tr>
<tr><td>9</td><td>SOLE DISPOSITIVE POWER

- 0 -</td></tr>
<tr><td>10</td><td>SHARED DISPOSITIVE POWER

836,178</td></tr>
<tr><td>11</td><td colspan="2">AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

836,178</td></tr>
<tr><td>12</td><td colspan="2">CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐</td></tr>
<tr><td>13</td><td colspan="2">PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.59%</td></tr>
<tr><td>14</td><td colspan="2">TYPE OF REPORTING PERSON

IN</td></tr>
</table>

1	NAME OF REPORTING PERSON Raymond T. White		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☒ (b) ☐
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER 836,178	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER 836,178	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 836,178		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.59%		
14	TYPE OF REPORTING PERSON IN		

1	NAME OF REPORTING PERSON Marjorie L. Bowen		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☒ (b) ☐
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%		
14	TYPE OF REPORTING PERSON IN		

1	NAME OF REPORTING PERSON Thomas M. Kibarian		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☒ (b) ☐
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%		
14	TYPE OF REPORTING PERSON IN		

1	NAME OF REPORTING PERSON Margenett Moore-Roberts		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☒ (b) ☐
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%		
14	TYPE OF REPORTING PERSON IN		

<table>
<tr><td>1</td><td colspan="2">NAME OF REPORTING PERSON

Dawn H. Robertson</td></tr>
<tr><td>2</td><td colspan="2">CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐</td></tr>
<tr><td>3</td><td colspan="2">SEC USE ONLY</td></tr>
<tr><td>4</td><td colspan="2">SOURCE OF FUNDS</td></tr>
<tr><td>5</td><td colspan="2">CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐</td></tr>
<tr><td>6</td><td colspan="2">CITIZENSHIP OR PLACE OF ORGANIZATION

USA</td></tr>
<tr><td rowspan="4">NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</td><td>7</td><td>SOLE VOTING POWER

- 0 -</td></tr>
<tr><td>8</td><td>SHARED VOTING POWER

- 0 -</td></tr>
<tr><td>9</td><td>SOLE DISPOSITIVE POWER

- 0 -</td></tr>
<tr><td>10</td><td>SHARED DISPOSITIVE POWER

- 0 -</td></tr>
<tr><td>11</td><td colspan="2">AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -</td></tr>
<tr><td>12</td><td colspan="2">CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐</td></tr>
<tr><td>13</td><td colspan="2">PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%</td></tr>
<tr><td>14</td><td colspan="2">TYPE OF REPORTING PERSON

IN</td></tr>
</table>

1	NAME OF REPORTING PERSON Patricia M. Ross		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☒ (b) ☐
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%		
14	TYPE OF REPORTING PERSON IN		

1	NAME OF REPORTING PERSON Georgina L. Russell		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☒ (b) ☐
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%		
14	TYPE OF REPORTING PERSON IN		

1	NAME OF REPORTING PERSON Hobart P. Sichel		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☒ (b) ☐
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%		
14	TYPE OF REPORTING PERSON IN		

The following constitutes the Schedule 13D filed by the undersigned (the “Schedule 13D”).

Item 1. Security and Issuer.

This statement relates to the Common Stock, $1.00 par value per share (the “Shares”), of Genesco Inc., a Tennessee corporation (the “Issuer”). The address of the principal executive offices of the Issuer is Genesco Park, 1415 Murfreesboro Pike, Nashville, TN 37217-2895.

Item 2. Identity and Background.

(a) This statement is filed by:

(i) Legion Partners, L.P. I, a Delaware limited partnership (“Legion Partners I”);

(ii) Legion Partners, L.P. II, a Delaware limited partnership (“Legion Partners II”);

(iii) Legion Partners, LLC, a Delaware limited liability company (“Legion Partners GP”), which serves as the general partner of each of Legion Partners I and Legion Partners II;

(iv) Legion Partners Asset Management, LLC, a Delaware limited liability company (“Legion Partners Asset Management”), which serves as the investment advisor of each of Legion Partners I and Legion Partners II;

(v) Legion Partners Holdings, LLC, a Delaware limited liability company (“Legion Partners Holdings”), which serves as the sole member of each of Legion Partners Asset Management and Legion Partners GP;

(vi) Christopher S. Kiper, who serves as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings;

(vii) Raymond T. White, who serves as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings;

(viii) Marjorie L. Bowen, as a nominee for the Board of Directors of the Issuer (the “Board”);

(ix) Thomas M. Kibarian, as a nominee for the Board

(x) Margenett Moore-Roberts, as a nominee for the Board;

(xi) Dawn H. Robertson, as a nominee for the Board;

(xii) Patricia M. Ross, as a nominee for the Board;

(xiii) Georgina L. Russell, as a nominee for the Board; and

(xiv) Hobart P. Sichel, as a nominee for the Board (together with Mses. Bowen, Moore-Roberts, Robertson, Ross and Russell and Mr. Kibarian, the “Nominees”).

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Group Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Legion Partners I, Legion Partners II, Legion Partners GP, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White is 12121 Wilshire Blvd, Suite 1240, Los Angeles, CA 90025. The principal business address of Ms. Bowen is 225 6th Street, Manhattan Beach, CA 90266. The principal business address of Mr. Kibarian is 270 Bellevue Avenue #367, Newport, RI 02840. The principal business address of Ms. Moore-Roberts is 909 Third Avenue, 5th Floor, New York, NY 10022. The principal business address of Ms. Robertson is 3 Graphics Drive, Ewing, NJ 08628. The principal business address for Ms. Ross is 925 SW Theater Driver, Bend, Oregon 97702. The principal business address of Ms. Russell is 60 Hazel Lane, Piedmont, CA 94611. The principal business address of Mr. Sichel is 1570 River Road, New Hope, PA 18938.

(c) The principal business of each of Legion Partners I and Legion Partners II is investing in securities. The principal business of Legion Partners GP is serving as the general partner of each of Legion Partners I and Legion Partners II. The principal business of Legion Partners Asset Management is managing investments in securities and serving as the investment advisor of each of Legion Partners I and Legion Partners II. The principal business of Legion Partners Holdings is serving as the sole member of Legion Partners Asset Management and sole member of Legion Partners GP. The principal occupation of each of Messrs. Kiper and White is serving as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings. The principal occupation of Ms. Bowen is managing her private investments. The principal occupation of Mr. Kibarian is serving as a freelance advisor. The principal occupation of Ms. Moore-Roberts is serving as Chief Inclusion & Diversity Officer at IPG DXTRA. The principal occupation of Ms. Robertson is serving as Chief Executive Officer of OnCampus Marketing, LLC. The principal occupation of Ms. Ross is serving as Founder and Principal of PMR Consulting LLC. The principal occupation of Ms. Russell is serving as Founder of Chicane GP, LLC. The principal occupation of Mr. Sichel is serving as President of bps Captura, LLC.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of Mses. Bowen, Moore-Roberts, Robertson, Ross and Russell, and Messrs. Kibarian, Kiper, Sichel and White are citizens of the United States of America. Ms. Robertson is also a citizen of Australia.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by each of Legion Partners I, Legion Partners II and Legion Partners Holdings were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted in Schedule A, which is incorporated herein by reference.

The aggregate purchase price of the 791,552 Shares owned directly by Legion Partners I is approximately $33,870,877, including brokerage commissions. The aggregate purchase price of the 44,526 Shares owned directly by Legion Partners II is approximately $1,906,639, including brokerage commissions. The aggregate purchase price of the 100 Shares owned directly by Legion Partners Holdings is approximately $3,612, including brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the securities of the Issuer based on the Reporting Persons' belief that such securities, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of securities of the Issuer at prices that would make the purchase or sale of such securities desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of securities of the Issuer on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

On April 12, 2021, Legion Partners Holdings delivered a letter to the Issuer (the "Nomination Notice") nominating a slate of seven highly-qualified candidates: Marjorie L. Bowen, Thomas M. Kibarian, Margenett Moore-Roberts, Dawn H. Robertson, Patricia M. Ross, Georgina L. Russell and Hobart P. Sichel for election to the Board at the Issuer's 2021 annual meeting of shareholders (the "2021 Annual Meeting"). The Reporting Persons believe the Nominees have the necessary experience, qualifications, and skill sets to serve as directors of the Issuer, which are described in more detail in their biographies below. The election of the Nominees to the Board would result in a change to the composition of the Board and could constitute a change in control under certain of the Issuer's material agreements.

Over the upcoming weeks, the Nominees intend to work with one another to detail their ideas and release a comprehensive strategic plan for transforming the Issuer into a stronger and more focused Company that can deliver near-term and long-term value.

Also on April 12, 2021, the Reporting Persons issued a press release (the "Press Release") and public letter to shareholders of the Issuer (the "Shareholder Letter," and together with the Press Release, the, "Public Letter") announcing that Legion Partners Holdings had nominated the Nominees for election to the Board at the 2021 Annual Meeting. In the Public Letter, the Reporting Persons detailed their views for why the Board needed to be substantially refreshed, including that the Board has overseen chronic operational and share price underperformance, a long history of questionable capital allocation decisions, and a compensation plan that appears to pay for underperformance. The full text of the Press Release is attached hereto as Exhibit 99.1 and the full text of the Shareholder Letter is attached hereto as Exhibit 99.2, each of which is incorporated herein by reference.

The Nominees are:

Marjorie L. Bowen, age 56, is an experienced board director, having served on over a dozen public and private boards. Ms. Bowen's principal occupation during the past five years has been private investing. Ms. Bowen's directorships follow a nearly 20 year career in investment banking at Houlihan Lokey, where she advised boards of public companies on transaction, strategic and other shareholder matters and handled the firm's fairness opinion practice. Ms. Bowen joined Houlihan Lokey in 1989, was a Managing Director in 1997, and was an active deal advisor to public company boards, a product and practice leader, as well as a member of the firm's senior management. Ms. Bowen's directorships include serving on the boards of directors of Centric Brands, Inc. (formerly NASDAQ: CTRC), a lifestyle brand, from April 2020 to October 2020, Navient Corporation (NASDAQ: NAVI), a corporation that has operations for servicing and collecting student loans, from May 2019 to May 2020, Vertellus, a provider of specialty chemicals, from December 2016 to May 2020, V Global Holdings, LLC, a leading global provider of specialty chemicals for the agriculture, nutrition, and pharmaceutical industry, from December 2016 to March 2020, Centerline Logistics Corporation, a private provider of marine transportation services, from December 2018 to June 2019, and the Company (NYSE: GCO), from April 2018 to June 2019. Additionally, Ms. Bowen served as special independent director on the Board of Directors of Illinois Power Generating Company (a subsidiary of Dynegy Inc. (formerly NYSE:DYN)), an energy company that was subsequently acquired), from December 2013 to February 2017. Ms. Bowen served on the Board of Directors of ShoreTel, Inc. (formerly NASDAQ: SHOR), a provider of cloud, premises based and hybrid business telephony and unified communications solutions, from August 2016 to October 2017. Additionally, Ms. Bowen served on the Board of Directors of SquareTwo Financial (now a part of Resurgent Holdings LLC), a financial asset recovery and management company, from May 2016 to June 2017. Ms. Bowen served on the Board of Directors of Hansen Medical, Inc. (formerly NASDAQ: HNSN), a medical device company, from July 2013 until its acquisition in July 2016. Prior to that, she served as a director of OmniForce, LLC, an athletic event production company, from June 2013 to October 2016, Dune Energy, Inc., an independent energy company engaged in the exploration and acquisition of oil & gas properties, from March 2013 to March 2015, Global Aviation Holdings, Inc., a provider of transportation services for the U.S. Military, from April 2008 to April 2014, The Talbots, Inc. (formerly NYSE: TLB), a specialty retailer offering women classic sportswear, casual wear, dresses, coats, sweaters, accessories, and shoes, from April 2010 to July 2012, Euramax International, Inc., an international producer of steel, vinyl, copper and fiberglass products for OEMs, distributors, contractors and home centers, from July 2009 to April 2012, and Texas Industries, Inc. (now a subsidiary of Martin Marietta Materials, Inc.), from October 2009 to August 2010. Ms. Bowen received a B.A. in Economics from Colgate University in 1987 and an M.B.A. from the University of Chicago in 1989.

Thomas M. Kibarian, age 55, currently serves as a freelance advisor to private equity firms that invest in mid-cap retail and consumer wholesale businesses, since January 2013. Mr. Kibarian previously served as the Chief Executive Officer at Garden Ridge (n/k/a At Home Group Inc. (NYSE: HOME)), a home décor retailer, from September 2005 to December 2012, and as a member of its board of directors, from April 2003 to December 2012. Prior to that, Mr. Kibarian served as a Partner at Three Cities Research, Inc., a private equity firm, from February 2003 to September 2005, and as an Associate Principal at McKinsey & Company, Inc., a global management consulting firm, from August 1997 to January 2003. Mr. Kibarian received his M.B.A. with a concentration in Finance from The Wharton School of the University of Pennsylvania, a M.S. in Statistics from Stanford University, and a B.S. in Statistics from the University of Chicago.

Margenett Moore-Roberts, age 50, has served as Chief Inclusion & Diversity Officer at IPG DXTRA, a global collective of marketing services and agency brands and a division of The Interpublic Group of Companies, Inc. (NYSE: IPG), since January 2020, and Founder and Chief Executive Officer of The Moore Roberts Group, LLC (a/k/a MRG Inclusion Solutions), a diversity, equity and inclusion consulting group for organizations focused on strategy development, workshop development and facilitation, executive inclusion coaching, and inclusive market strategy, since April 2018. Prior to that, Ms. Moore-Roberts served as Chief Inclusion & Diversity Officer at Golin, a public relations agency within IPG DXTRA, from May 2018 to January 2020. From September 2011 to July 2017, Ms. Moore-Roberts held a variety of positions at Yahoo! Inc. (formerly NASDAQ: YHOO) ("Yahoo"), a web services provider, including as Vice President, Global Head, Inclusive Diversity from March 2016 to July 2017, Senior Director, Video Advertising Strategy, from January 2013 to February 2016 and as General Manager of Video Monetization at Interclick, an online advertising technology company that was acquired by Yahoo, from September 2011 to January 2013. Before that, Ms. Moore-Roberts served as Vice President of Client Services and Ad Operations at Tremor Video (n/k/a Telaria (NYSE: TLRA)), a video advertising company, from November 2010 to June 2011, and also at ScanScout, from June 2007 until it merged with Tremor Video in November 2010. Earlier in her career, Ms. Moore-Roberts served as Vice President, Client Services at Muze Inc., a provider of media information, metadata and digital previews for digital entertainment products, from 2001 to 2007, and as Director of Client Services at a number of media companies, including Vindigo, Inc., govWorks and C2 Media. Ms. Moore-Roberts received a B.A. from Otterbein University and holds a Diversity and Inclusion Certificate from Cornell University ILR.

Dawn H. Robertson, age 65, has served as Chief Executive Officer of On Campus Marketing, LLC, a premier ecommerce website for college students and their families, since October 2018, Partner of WHYZ Partners, a partnership that offers retailers and brands a unique combination of experience and fresh perspective, since August 2018 and Adjunct Professor at the Fashion Institute of Technology, a public college, since August 2015. Ms. Robertson served as President and Chief Operating Officer of Scout and Molly's Boutique, a women's clothing boutique, from February 2017 to January 2018. She served as Chief Executive Officer of Stein Mart, Inc. (OTCMKTS: SMRTQ), a national retailer, from March 2016 to September 2016, UNKNWN, an apparel brand, concept retail store and community venue, during 2015, Deb Shops, Inc., a retail company, from 2013 to 2015 and the Avenue Division at Redcats, formerly a mail order unit of the French retail group PPR, from 2010 to 2012. Prior to that, Ms. Robertson served as President of Sean John Clothing Inc., a fashion lifestyle company, from 2008 to 2010, and Old Navy, a clothing and accessories retailing company owned by multinational corporation Gap Inc. (NYSE: GPS), from 2006 to 2008. Ms. Robertson also served as Managing Director of Myer Stores (ASX: MYR), a large department store group, from 2002 to 2006; President and Chief Merchandising Officer of Federated Department Stores, Inc., the largest operator of premier retail chains, from 1999 to 2002 and Executive Vice President of Federated Department Stores, Inc., from 1998 to 1999; Chief Executive Officer and President of McRae's Inc., a regional department store chain now owned by Saks Incorporated, from 1996 to 1998; Senior Vice President and General Merchandise Manager of May Department Stores Company, a department store holding company that operated retail chains, from 1985 to 1996; Divisional Merchandise Manager and Vice President of G. Fox & Co., a department store division of May Department Stores Company, from 1983 to 1985; and a Buyer of Davison's, a department store chain owned by Macy's, Inc., from 1977 to 1983. Ms. Robertson currently serves on the boards of directors of The Apparel Group Ltd., an apparel and fashion company, since March 2020, Splitit Ltd (OTCMKTS: STTTF), a financial services company that enables e-commerce merchants to offer interest-free monthly installment payments to their customers, since January 2019, where she serves as Chairman, and On Campus Marketing, LLC, since October 2016. Ms. Robertson served on the board of directors of Stein Mart, Inc., from March 2016 to September 2016. Ms. Robertson also currently serves on the boards of directors of Runway of Dreams Foundation, a non-profit organization that works toward a future of inclusion, acceptance and opportunity in the fashion industry for people with disabilities, since February 2019 and Women in Retail Leadership Circle, an exclusive community of women executives at leading retailers and brands, since March 2018. Ms. Robertson received a B.A. in Fashion Merchandising from Auburn University.

Patricia M. Ross, age 56, currently serves as Founder and Principal of PMR Consulting, LLC, a management consulting company, since March 2017. Ms. Ross served as Executive Advisor at Apple, Inc. (NASDAQ: AAPL), a consumer electronics company, from November 2018 to February 2020. Prior to that, Ms. Ross held numerous positions at Nike, Inc. (NYSE: NKE), a designer and distributor of athletic footwear and apparel, from 1992 to March 2017, including Vice President in Global Operations, Technology and Innovation, from January 2014 to March 2017, Vice President of Global Product Process of Innovation and Technology, from February 2009 to January 2014 and Senior Director of Global Footwear Operations and Technology, from October 2007 to February 2009. Ms. Ross served as Business Manager of Global Sales at Sequent Computer Systems Inc., a computer company that manufactured and designed multiprocessing computer systems, from 1990 to 1992. Ms. Ross serves on the boards of directors of Nautilus, Inc. (NYSE: NLS), a worldwide marketer, developer and manufacturer of fitness equipment brands, since March 2020 and MMC Corporation, a provider of preconstruction and construction services, since January 2020. Ms. Ross served on the boards of directors at 4word, a national membership organization that serves professional women with faith through mentorship, digital content networks and on-demand consumption, from January 2018 to December 2020. Ms. Ross serves as Advisor to ThenWhat, Inc., a brand strategy and content creation agency, since February 2020, and Caterpillar, Inc. (NYSE: CAT), a manufacturer of construction and mining equipment, diesel and natural gas engines, industrial gas turbines, and diesel-electric locomotives, since March 2014. Ms. Ross received a Bachelor of Applied Science in Finance and Marketing from Portland State University, Executive Education Certification in Corporate Board Governance, Operations and Management and an Advanced Management Certification of Business Administration and General Management from the Harvard Business School and Professional Coaching Certification in Global Executive Leadership Development from the Hudson Institute of Coaching.

Georgina L. Russell, age 44, has served as the Founder of Chicane GP, LLC, an investment management firm, since January 2019. Previously, Ms. Russell served as a Portfolio Manager at Willett Advisors, LLC (“Willett”), an investment management company, where she oversaw a fund of credit and equity securities, from January 2015 to December 2018. Prior to Willett, from April 2012 to July 2014, she served as a Managing Director at Smithwood Advisers, L.P. (“Smithwood”), an investment advisory firm with $2.5 billion in assets under management at the time. Earlier in her career, Ms. Russell served as an Analyst at Lonestar Capital Management LLC, an investment advisory firm, from January 2009 to April 2012. From August 2006 to December 2008, Ms. Russell served as an Analyst at Smithwood in their Hong Kong office. Before establishing her career in investing, Ms. Russell was a software engineer. From 2002 to 2005, she architected and authored cloud-based distributed systems in the Chief Technology Officer’s Advanced Technology Group at Veritas Software Corporation (n/k/a Veritas Technologies LLC, “Veritas”). Prior to her role at Veritas, Ms. Russell served as a Co-Founder of Scale8 Corporation (“Scale8”), a cloud-based storage-as-a-service provider to technology companies, from 1999 to 2002, where she developed Scale8’s backend distributed system storage. Ms. Russell received her Bachelor of Arts in Computer Science from the University of California at Berkeley and her Master of Business Administration from The Wharton School at the University of Pennsylvania.

Hobart (Bart) P. Sichel, age 56, has served as President of bps Captura, LLC, an independent advisory and consulting firm to corporate senior leaders, private equity firms, and boards across multiple consumer facing industries, since October 2019, and as an Adjunct Instructor at New York University, since January 2020. From June 2011 to August 2019, Mr. Sichel served as Chief Marketing Officer and Executive Vice President of Burlington Stores, Inc. (NYSE: BURL), a national off-price department store retailer. Prior to that, Mr. Sichel served as a Principal at McKinsey & Company, a global management consulting firm, where he was employed from May 1998 to May 2011. Before that, he served as Chief Marketing Officer at Commerce Enablement Services, a designer and provider of e-commerce websites and web strategies, since co-founding the company in 1996 to 1998. Mr. Sichel served as President of Maverick Foods, a start-up independent food company, from 1994 to 1996 and also held various positions at Chemical Bank, a New York money center bank, where he worked from 1988 to 1994, including most recently as Vice President for Mass Market Retention and Consolidation. Earlier in his career, Mr. Sichel worked at Time, Inc. and also MicroPost Publishing. Mr. Sichel has served as a member and as former Vice Chairman of the National Board of Directors of The Leukemia and Lymphoma Society, a non-profit dedicated to curing blood cancers, since July 2015. Additionally, Mr. Sichel currently serves on the Advisory Board for Forman Mills, a mid-sized discount retailer, since March 2020. Mr. Sichel received his Bachelor of Arts in Economics and Political Science from Vassar College and his M.B.A. in Finance and Marketing from Columbia University’s Graduate School of Business.

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 14,955,569 Shares outstanding as of March 12, 2021, which is the total number of Shares outstanding as reported in the Issuer’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 31, 2021.

A. Legion Partners I

(a) As of the close of business on April 9, 2021, Legion Partners I beneficially owned 791,552 Shares.

Percentage: Approximately 5.29%

(b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 791,552
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 791,552

(c) The transactions in the Shares by Legion Partners I during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

B. Legion Partners II

(a) As of the close of business on April 9, 2021, Legion Partners II beneficially owned 44,526 Shares.

Percentage: Less than 1%

(b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 44,526
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 44,526

(c) The transactions in the Shares by Legion Partners II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

C. Legion Partners GP

(a) Legion Partners GP, as the general partner of each of Legion Partners I and Legion Partners II, may be deemed the beneficial owner of the (i) 791,552 Shares owned by Legion Partners I and (ii) 44,526 Shares owned by Legion Partners II.

Percentage: Approximately 5.59%

(b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 836,078
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 836,078

(c) Legion Partners GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Legion Partners I and Legion Partners II during the past sixty days are set forth on Schedule A and are incorporated herein by reference.

D. Legion Partners Asset Management

(a) Legion Partners Asset Management, as the investment advisor of each of Legion Partners I and Legion Partners II may be deemed the beneficial owner of the (i) 791,552 Shares owned by Legion Partners I and (ii) 44,526 Shares owned by Legion Partners II.

Percentage: Approximately 5.59%

(b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 836,078
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 836,078

(c) Legion Partners Asset Management has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Legion Partners I and Legion Partners II are set forth on Schedule A and are incorporated herein by reference.

E. Legion Partners Holdings

(a) As of the close of business on April 9, 2021, Legion Partners Holdings directly owned 100 Shares. Legion Partners Holdings, as the sole member of Legion Partners Asset Management and sole member of Legion Partners GP, may be deemed the beneficial owner of the (i) 791,552 Shares owned by Legion Partners I and (ii) 44,526 Shares owned by Legion Partners II.

Percentage: Approximately 5.59%

(b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 836,178
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 836,178

(c) Legion Partners Holdings has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Legion Partners I and Legion Partners II are set forth on Schedule A and are incorporated herein by reference.

F. Messrs. Kiper and White

(a) Each of Messrs. Kiper and White, as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, may be deemed the beneficial owner of the (i) 791,552 Shares owned by Legion Partners I, (ii) 44,526 Shares owned by Legion Partners II and (iii) 100 Shares owned by Legion Partners Holdings.

Percentage: Approximately 5.59%

(b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 836,178
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 836,178

(c) None of Messrs. Kiper and White has entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Legion Partners I and Legion Partners II during the past sixty days are set forth on Schedule A and are incorporated herein by reference.

G. Mses. Bowen, Moore-Roberts, Robertson, Ross and Russell, and Messrs. Sichel and Kibarian

(a) As of the close of business on April 9, 2021, no Nominee beneficially owned any Shares.

Percentage: 0%

(b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 0

(c) No Nominee has entered into any transactions in the Shares during the past sixty days.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he, she or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he, she or it does not directly own.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On April 12, 2021, Legion Partners Holdings and certain of its affiliates entered into letter agreements (the "Indemnification Agreements") with each of the Nominees pursuant to which Legion Partners Holdings has agreed to indemnify such Nominees against claims arising from the Solicitation (as defined below) and any related transactions. A form of the Indemnification Agreement is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

On April 12, 2021, the Reporting Persons entered into a Group Agreement (the "Group Agreement"), in which, among other things, (a) the parties agreed to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Company, to the extent required by applicable law, (b) the Nominees agreed to provide Legion (as defined in the Group Agreement) advance written notice prior to effecting any purchase, sale, acquisition or disposition of any securities of the Company which he or she has, or would have, direct or indirect beneficial ownership so that Legion has an opportunity to pre-clear any such potential transaction by each Nominee, (c) the Nominees agreed not to undertake or effect any purchase, sale, acquisition or disposition of any securities of the Company without the prior written consent of Legion, (d) the parties agreed to solicit proxies or written consents for the election of the Nominees to the Board at the 2021 Annual Meeting, (e) the parties agreed to take such action as they deem advisable and all other action necessary or advisable to achieve the foregoing, and (f) Legion has the right to pre-approve all expenses incurred in connection with the group's activities and agreed to pay directly such pre-approved expenses. The Group Agreement is attached hereto as Exhibit 99.4 and is incorporated herein by reference.

Each of the Nominees has granted Messrs. Kiper and White powers of attorney (the "POAs") to execute certain SEC filings and other documents in connection with the Solicitation. A form of Power of Attorney is attached hereto as Exhibit 99.5 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

99.1 Press Release

99.2 Shareholder Letter

99.3 Form of Indemnification Agreement

99.4 Group Agreement

99.5 Form of Power of Attorney

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: April 12, 2021

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC
Investment Advisor

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

/s/ Christopher S. Kiper
Christopher S. Kiper
Individually and as attorney-in-fact for Marjorie L. Bowen, Thomas M. Kibarian, Margenett Moore-Roberts, Dawn H. Robertson, Patricia M. Ross, Georgina L. Russell and Hobart P. Sichel

/s/ Raymond White
Raymond White

SCHEDULE A

Transactions in the Securities of the Issuer During the Past Sixty Days

LEGION PARTNERS, L.P. I

Nature of the Transaction	Amount of Securities Purchased/(Sold)	Price ($)	Date of Purchase/Sale
Purchase of February 19, 2021 Put Option ($40.00 Strike Price)[1]	45,900	0.4388	02/11/2021
Short Sale of February 19, 2021 Put Option ($50.00 Strike Price)[2]	(45,900)	5.7153	02/11/2021
Purchase of February 19, 2021 Put Option ($40.00 Strike Price)[1]	37,800	0.4205	02/12/2021
Short Sale of February 19, 2021 Put Option ($50.00 Strike Price)[2]	(38,800)	5.7499	02/12/2021
Purchase of February 19, 2021 Put Option ($40.00 Strike Price)[1]	30,400	0.5500	02/12/2021
Short Sale of February 19, 2021 Put Option ($50.00 Strike Price)[2]	(30,400)	5.9000	02/12/2021
Acquisition of Common Stock[3]	85,700	44.4130	02/18/2021
Acquisition of Common Stock[3]	254,800	43.9693	02/19/2021
Acquisition of Common Stock[3]	125,100	40.6179	02/19/2021
Short Sale of March 19, 2021 Put Option ($50.00 Strike Price)[4]	(63,000)	6.1000	02/22/2021
Short Sale of March 19, 2021 Put Option ($55.00 Strike Price)[2]	(63,000)	9.8000	02/22/2021
Purchase of March 19, 2021 Put Option ($50.00 Strike Price)[1]	63,000	3.2000	03/11/2021
Short Sale of March 19, 2021 Put Option ($55.00 Strike Price)[2]	(63,000)	6.7000	03/11/2021
Acquisition of Common Stock[3]	112,800	46.9444	03/18/2021
Acquisition of Common Stock[3]	13,200	45.2131	03/19/2021
Short Sale of April 16, 2021 Put Option ($55.00 Strike Price)[4]	(89,200)	9.2000	03/22/2021
Purchase of April 16, 2021 Put Option ($55.000 Strike Price)[1]	89,200	8.6700	04/05/2021
Purchase of Common Stock	80,280	46.5000	04/08/2021
Purchase of Common Stock	1,976	46.2021	04/08/2021
Purchase of Common Stock	657	45.9672	04/08/2021

LEGION PARTNERS, L.P. II

Purchase of February 19, 2021 Put Option ($40.00 Strike Price)[1]	2,600	0.4388	02/11/2021
Short Sale of February 19, 2021 Put Option ($50.00 Strike Price)[2]	(2,600)	5.7153	02/11/2021
Purchase of February 19, 2021 Put Option ($40.00 Strike Price)[1]	2,100	0.4205	02/12/2021
Short Sale of February 19, 2021 Put Option ($50.00 Strike Price)[2]	(2,200)	5.7499	02/12/2021
Purchase of February 19, 2021 Put Option ($40.00 Strike Price)[1]	1,700	0.5500	02/12/2021
Short Sale of February 19, 2021 Put Option ($50.00 Strike Price)[2]	(1,700)	5.9000	02/12/2021
Acquisition of Common Stock[3]	19,700	44.0857	02/19/2021
Acquisition of Common Stock[3]	7,500	40.6084	02/19/2021
Short Sale of March 19, 2021 Put Option ($50.00 Strike Price)[4]	(3,000)	6.1000	02/22/2021
Short Sale of March 19, 2021 Put Option ($55.00 Strike Price)[2]	(3,000)	9.8000	02/22/2021
Purchase of March 19, 2021 Put Option ($50.00 Strike Price)[1]	3,000	3.2000	03/11/2021
Short Sale of March 19, 2021 Put Option ($55.00 Strike Price)[2]	(3,000)	6.7000	03/11/2021
Acquisition of Common Stock[3]	6,000	46.7630	03/18/2021
Short Sale of April 16, 2021 Put	(5,600)	9.2000	03/22/2021

Option ($55.00 Strike Price)[4]			
Purchase of April 16, 2021 Put Option ($55.000 Strike Price)[1]	5,600	8.6700	04/05/2021
Purchase of Common Stock	5,040	46.5000	04/08/2021
Purchase of Common Stock	124	45.2021	04/08/2021
Purchase of Common Stock	43	46.9672	04/08/2021

[1] Represents Shares underlying American-style put options purchased to cover a short.

[2] Represents Shares underlying American-style put options sold short in the over-the-counter market, all of which were assigned.

[3] Represents Shares acquired in connection with the assignment of certain American-style put options that were sold short in the over-the-counter market.

[4] Represents Shares underlying American-style put options sold short in the over-the-counter market, all of which were covered.

Legion Partners Nominates Seven Highly-Qualified, Independent Candidates for Election to Genesco's Board

Issues Letter to Shareholders that Details the Case for Meaningful Boardroom Change and Highlights how Transforming Genesco into a Stronger, More Focused Company Can Unlock Significant Value

Seeks to Hold the Board Accountable for Presiding over Years of Chronic Underperformance, Deteriorating Operating Results, Inadequate Strategic Planning and Poor Capital Allocation Decisions

Raises Concerns About the Board's Commitment to Sound Corporate Governance in Light of its 10-Year Average Director Tenure, Meager Shareholdings and Questionable Compensation Decisions

Underscores that Legion Partners has Recruited a Diverse Slate with the Corporate Governance Acumen, Capital Markets Expertise, Leadership Skills and Retail Sector Experience Needed to Transform Genesco for the Benefit of All Stakeholders

LOS ANGELES --(BUSINESS WIRE)--Legion Partners Asset Management, LLC (together with its affiliates, "Legion Partners" or "we"), which collectively with the other participants in its solicitation beneficially owns approximately 5.6% of the outstanding common shares of Genesco, Inc. (NYSE: GCO) ("Genesco" or the "Company"), today issued a letter to shareholders in connection with its nomination of seven highly-qualified and independent individuals for election to the Company's Board of Directors (the "Board") at the 2021 Annual Meeting of Shareholders: Marjorie L. Bowen, Thomas M. Kibarian, Margenett Moore-Roberts, Dawn H. Robertson, Patricia M. Ross, Georgina L. Russell and Hobart P. Sichel.

Legion Partners, which is a top five shareholder of Genesco, has invested in the Company multiple times over the years and knows its brands and operating businesses exceptionally well. We also possess a record of advocating for value-enhancing actions that previously benefited our fellow Genesco shareholders, including incremental Board refreshment in 2018 and the divestiture of Lids Sports Group in early 2019. Unfortunately, we believe that the Board has failed to build on the momentum we helped establish and the Company is now on a concerning, downward trajectory that could result in the permanent impairment of value. This is why we are seeking to facilitate meaningful boardroom change and a long overdue transformation at Genesco.

A high-level overview of the issues detailed in today's letter includes:

- **The Board has Presided Over Years of Financial Underperformance** – Over various time horizons, Genesco has dramatically underperformed its peers, the Russell 2000 Index, the S&P 1500 Footwear Index and the S&P 500 Index.

- **The Board has Overseen Deteriorating Operating Performance –** Over the past several years, Genesco's operating performance and returns on invested capital have steadily declined. We believe this reflects the incumbents' collective inability to help management achieve better execution and deliver enhanced margins.

- **We Believe the Board has Consistently Misallocated Capital** – As detailed in our letter, we contend that a major contributor to Genesco's poor performance is the Company's illogical commitment to a conglomerate holding company structure and private equity investing model. In our view, poor acquisitions have consistently resulted in abysmal returns and prevented management from focusing on bolstering operations and pursuing the right investments in the core Journeys business.

- **The Board has Embraced a Bloated Cost Structure** – Genesco has maintained an excessive corporate cost structure. As detailed in our letter, the Company's SG&A as a percentage of revenue is higher than the vast majority of its peers and the peer group median. We believe this is because the Board has been focused on maintaining an oversized corporate infrastructure in Nashville, even though the Company's revenue is derived from underlying operating businesses with their own leadership teams.

- **We View the Board's Executive Compensation Program as Not Properly Aligned with Performance** – Despite Genesco's poor operating and share price performance, management has been handsomely rewarded. Genesco's executive compensation appears to serve leaders far more than employees or shareholders. The ratio of the annual total compensation of the Chief Executive Officer to the median employee increased to 1,441:1 in 2020, implying a 143% increase from 593:1 just two years ago. We suspect this undermines corporate morale and sends the wrong message to hardworking employees and other stakeholders.

- **We Contend the Board Lacks Sufficient Ownership Perspectives and Fresh Thinking** – Despite receiving approximately $8 million in compensation since fiscal year 2012, the Company's directors have purchased just about $300,000 in shares. It is equally troubling that the Board has an average director tenure of more than 10 years, leading us to conclude the boardroom is lacking fresh perspectives and objectivity. Indeed, our interactions with the Board suggest it is entrenched and resistant to veering off its stagnant path.

In the upcoming weeks, our nominees intend to release more of their analysis and then share a comprehensive strategic plan for transforming Genesco into a stronger, more focused Company that can deliver near-term and long-term value. <u>We firmly believe that if our nominees are elected and their strategic plan is fully implemented, Genesco can produce $7.50 in earnings per share by fiscal 2023 and see its stock double from current levels.</u> In our view, this level of earnings is possible by achieving a 6% operating income margin, monetizing non-core assets and implementing a prudent capital allocation framework that contemplates organic investments and share repurchases. <u>We further believe that bringing financial and operational stability to the Company, and in turn the important core business of Journeys, will be in the long-term best interests of customers, employees and partners across the supply chain.</u>

It is important to underscore that Legion Partners has devoted considerable energy and time to recruiting a diverse, well-rounded slate of director candidates with leadership backgrounds and complementary experience. In addition to having impressive pedigrees and skills, our nominees have a vision for working with Chief Executive Officer and Director Mimi Vaughn to execute a transformation. Our nominees include:

- **Marjorie L. Bowen, an experienced public company director with extensive knowledge of corporate governance, capital markets strategies and strategic transactions.** In addition to previously serving as an independent director of Genesco in 2018-2019, Ms. Bowen has served as a director of companies such as Centric Brands and Talbots. Her background as an investment banker at Houlihan Lokey would also add tremendous value to the Board.

- **Thomas M. Kibarian, an experienced retail executive with a background that also includes advising and investing in companies across the industry.** He possesses a deep understanding of retail operations, merchandising, transactions and turnarounds. He was previously Chief Executive Officer at Garden Ridge (n/k/a At Home Group Inc.) (NYSE: HOME) and a retail-focused consultant at McKinsey & Company. We believe his industry expertise, leadership credentials and practical operational acumen make him an ideal fit for the Board.

- **Margenett Moore-Roberts, a seasoned marketing strategist and an expert in diversity and inclusion initiatives**. She currently serves as Chief Inclusion & Diversity Officer for IPG DXTRA, a global collective of 28 marketing services and agency brands as a part of Interpublic Group (NYSE: IPG). We believe her decades of conventional and digital marketing experience, combined with her knowledge of sound human capital management and diversity practices, would add tremendous value to the Board.

- **Dawn H. Robertson, a proven retail sector leader and an omnichannel sales and marketing expert**. She has extensive operational, sales and financial turnaround experience at Old Navy, Myer, Sak's, OCM, May Dept Stores and Macy's. She also has deep expertise in e-commerce and customer experience. We believe her executive management background and strong retail sector pedigree enable her to add sorely-needed skills to the Board.

- **Patricia M. Ross, a veteran public company director with experience in areas that include corporate governance, operations, enterprise technology, e-commerce and strategic planning.** She spent the majority of her career with Nike, Inc. (NYSE: NKE), where she focused on strategy, process re-engineering, operations and general management. She also pioneered, developed and implemented Nike's first global e-commerce B2B website for retailers. We believe Ms. Ross' public company background and retail and footwear experience make her an ideal fit for the Board.

- **Georgina L. Russell, a capital markets expert who also possesses valuable experience in the software and information technology fields.** Most recently, she oversaw a portfolio of credit and equity securities at Willett Advisors LLC, which manages the philanthropic assets of Michael R. Bloomberg. Before embarking on a career in investing, Ms. Russell was a software engineer and authored cloud-based distributed systems. We believe this dynamic combination of capital markets experience and information technology knowledge would make Ms. Russell a very strong addition to the board, particularly as the retail sector continues diversifying into e-commerce and prioritizing data security.

- **Hobart P. Sichel, a proven marketing leader and veteran c-level executive in the retail space.** He previously worked at Burlington Stores (NYSE: BURL) from 2011 to 2019, where he served as Executive Vice President and Chief Marketing Officer. He was a key member of the leadership team that turned around the business and led its push into e-commerce. Previously, he was a leader in McKinsey's Marketing and Retail practices in North America. Mr. Sichel's retail marketing experience and executive leadership background would enable him to immediately add value to the Board.

A full copy of our letter can be reviewed here: https://www.gcoforward.com/assets/files/Legion-LettertoGCOShareholders4.12.2021.pdf.

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About Legion Partners

Legion Partners is a value-oriented investment manager based in Los Angeles, with a satellite office in Sacramento, California. Legion Partners seeks to invest in high-quality businesses that are temporarily trading at a discount, utilizing deep fundamental research and long-term shareholder engagement. Legion Partners manages a concentrated portfolio of North American small-cap equities on behalf of some of the world's largest institutional and high-net-worth investors.

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

Legion Partners Holdings, LLC, a Delaware limited liability company ("Legion Partners Holdings"), together with the other participants named herein, intend to file a preliminary proxy statement and accompanying WHITE proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2021 annual meeting of shareholders of Genesco Inc., a Tennessee corporation (the "Company").

LEGION PARTNERS HOLDINGS STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT HTTP://WWW.SEC.GOV. IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR.

The participants in the proxy solicitation are anticipated to be Legion Partners Holdings, Legion Partners, L.P. I, a Delaware limited partnership ("Legion Partners I"), Legion Partners, L.P. II, a Delaware limited partnership ("Legion Partners II"), Legion Partners, LLC, a Delaware limited liability company ("Legion Partners GP"), Legion Partners Asset Management, LLC, a Delaware limited liability company ("Legion Partners Asset Management"), Christopher S. Kiper, Raymond T. White, Marjorie L. Bowen, Thomas M. Kibarian, Margenett Moore-Roberts, Dawn H. Robertson, Patricia M. Ross, Georgina L. Russell and Hobart P. Sichel.

As of the date hereof, Legion Partners I directly beneficially owns 791,552 shares of Common Stock, par value $1.00 per share, of the Company (the "Common Stock"). As of the date hereof, Legion Partners II directly beneficially owns 44,526 shares of Common Stock. As the general partner of each of Legion Partners I and Legion Partners II, Legion Partners GP may be deemed to beneficially own the 836,078 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II. As the investment advisor of each of Legion Partners I and Legion Partners II, Legion Partners Asset Management may be deemed to beneficially own the 836,078 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II. As of the date hereof, Legion Partners Holdings directly beneficially owns 100 shares of Common Stock and, as the sole member of each of Legion Partners Asset Management and Legion Partners GP, Legion Partners Holdings may also be deemed to beneficially own the 836,078 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II. As a managing director of Legion Partners Asset Management and managing member of Legion Partners Holdings, each of Messrs. Kiper and White may be deemed to beneficially own the 836,078 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II and 100 shares of Common Stock held of record by Legion Partners Holdings. As of the date hereof, none of Messrs. Kibarian and Sichel or Mses. Bowen, Moore-Roberts, Robertson, Ross and Russell own beneficially or of record any securities of the Company.

***

Contacts

For Investors:

Kingsdale Advisors
Michael Fein / Lydia Mulyk, 646 651.1640
mfein@kingsdaleadvisors.com / lmulyk@kingsdaleadvisors.com

For Media:

Profile
Greg Marose / Charlotte Kiaie, 347-343-2999
gmarose@profileadvisors.com / ckiaie@profileadvisors.com

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Exhibit 99.2

LEGION PARTNERS

April 12, 2021

Dear Fellow Shareholders,

Legion Partners Asset Management, LLC (together with its affiliates, “Legion Partners” or “we”) is a top five shareholder of Genesco Inc. (NYSE: GCO) (“Genesco” or the “Company”), with a beneficial ownership position of approximately 5.6% of the Company’s outstanding shares. It is important to note that Legion Partners has invested in Genesco multiple times over the years, and we have a successful record of advocating for value-enhancing actions that benefited our fellow shareholders and helped sharpen the Company’s focus. Unfortunately, Genesco has failed to build on the foundation we helped lay in 2018 and it is now on a concerning, downward trajectory that could result in the permanent impairment of value. This is why we have nominated seven highly-qualified, independent candidates for election to the Company’s Board of Directors (the “Board”) at the 2021 annual meeting of shareholders (the “2021 Annual Meeting”).

Legion Partners believes Genesco’s chronic underperformance relative to its peers and relevant indices stems from the incumbent Board’s stubborn commitment to a conglomerate structure and years of value-destructive capital allocation decisions. Although our previous engagement with Genesco resulted in a partial refresh of the Board and the divestment of Lids Sports Group (“Lids”) for $101 million, we did not seek to replace a majority of directors. Unfortunately, we believe allowing a majority of the Company’s directors to remain in place has resulted in an entrenched Board that has been either unable or unwilling to implement accretive initiatives that support enduring value creation. With an average director tenure of more than 10 years and a history of underperformance for the decade leading up to the pandemic in 2020, we believe that substantial change in the boardroom is long overdue and necessary at the 2021 Annual Meeting in order for Genesco to achieve its greatest potential.

Our concerns regarding the Board’s fitness and judgement have only mounted in recent days. We were shocked to learn on Friday, April 9th that Genesco has been recording our recent conversations without seeking or receiving prior consent. Even if lawful in Genesco’s home state of Tennessee, we struggle with the motivation and ethics behind engaging in this type of conduct with one of the Company’s largest stockholders. In our view, it raises serious questions regarding the Board’s commitment to transparent governance and maintaining trust with shareholders.

This initial letter details what else has gone wrong at Genesco and why substantial change is desperately needed. Over the upcoming weeks, our nominees intend to detail their ideas and release a comprehensive strategic plan for transforming Genesco into a stronger and more focused company that can deliver near-term and long-term value. We firmly believe that if our nominees are elected and their strategic plan is fully implemented, Genesco will be able to produce $7.50 in earnings per share ("EPS") by fiscal 2023 and see its stock double from current levels. We believe this level of earnings is possible by achieving a 6% operating income margin, monetizing non-core assets and implementing a prudent capital allocation framework that contemplates organic investments and share repurchases.

While we are attempting to replace a majority of the Board, we want to be clear that we are not seeking to remove Mimi Vaughn as a director or as Chief Executive Officer. In fact, Legion Partners intends to vote to reelect Ms. Vaughn at the 2021 Annual Meeting. Our nominees are prepared to partner with Ms. Vaughn and draw on her institutional knowledge to implement a strategic plan for Genesco.

The Board Has Presided Over Long-Term Share Price Underperformance

Legion Partners believes its case for meaningful change is largely validated by Genesco's perpetual underperformance – over several time periods – relative to its peers, the Russell 2000 Index, the S&P 1500 Footwear Index and the S&P 500 Index.

	Share Price Performance (Total Shareholder Returns Include Dividends)				
	Pre-COVID to Present	**1 Year**	**3 Year**	**5 Year**	**10 Year**
Genesco Inc.	**2%**	**151%**	**10%**	**(28%)**	**21%**
Peer Group (1)	**52%**	**205%**	**127%**	**243%**	**236%**
ISS Peer Group (2)	**47%**	**192%**	**61%**	**108%**	**82%**
S&P 1500 Footwear Index (3)	**34%**	**62%**	**100%**	**136%**	**499%**
S&P 500	**31%**	**50%**	**67%**	**122%**	**282%**
Russell 2000 Index	**37%**	**82%**	**54%**	**119%**	**206%**
Genesco Relative Performance:					
Peer Group (1)	**(50%)**	**(54%)**	**(117%)**	**(271%)**	**(214%)**
ISS Peer Group (2)	**(46%)**	**(40%)**	**(51%)**	**(136%)**	**(61%)**
S&P 1500 Footwear Index (3)	**(33%)**	**89%**	**(90%)**	**(164%)**	**(478%)**
S&P 500	**(29%)**	**101%**	**(57%)**	**(150%)**	**(260%)**
Russell 2000 Index	**(35%)**	**69%**	**(44%)**	**(147%)**	**(185%)**

Source: Company SEC Filings, Capital IQ as of 04/09/2021 (Pre-COVID date of 12/31/2019)
(1) Peer Group includes BOOT, DBI, FL, SCVL, CAL, DKS, HIBB, WWW, CROX, DECK, SHOO, SKX
(2) ISS Peer Group includes ANF, GES, SCVL, BKE, CROX, HIBB, SHOO, ZUMZ, ANF, CAL, DBI, URBN, CHS, EXPR, PLCE, WWW
(3) S&P 1500 Footwear Index includes CROX, DECK, NKE, SKX, SHOO, WWW

The Board Has Presided Over Long-Term Operating Underperformance

As detailed below, Genesco's operating performance and returns on invested capital ("ROIC") have also steadily declined over the long-term. We believe the incumbent directors have failed to effectively guide management and hold it accountable for these poor results.

($mm)	Fiscal Year 2012	2013	2014	2015	2016	2017	2018	2019	2020	'12-'20 Change
Net Sales	$2,292	$2,605	$2,625	$2,860	$3,022	$2,868	$2,907	$2,189	$2,197	
Gross Profit	$1,148	$1,299	$1,299	$1,400	$1,443	$1,418	$1,416	$1,047	$1,063	
Gross margin %	*50.1%*	*49.9%*	*49.5%*	*49.0%*	*47.8%*	*49.4%*	*48.7%*	*47.8%*	*48.4%*	***(172bps)***
Selling and administrative expenses	$984	$1,112	$1,134	$1,231	$1,284	$1,276	$1,321	$962	$966	
% of Net Sales	*42.9%*	*42.7%*	*43.2%*	*43.0%*	*42.5%*	*44.5%*	*45.5%*	*44.0%*	*44.0%*	***105bps***
Operating income	$161	$170	$163	$167	$151	$142	($96)	$82	$83	
Operating income margin %	*7.0%*	*6.5%*	*6.2%*	*5.8%*	*5.0%*	*4.9%*	*(3.3%)*	*3.7%*	*3.8%*	***(325bps)***
Net earnings (loss)	$92	$112	$93	$98	$95	$97	($112)	($52)	$61	
Net earnings (loss) margin %	*4.0%*	*4.3%*	*3.5%*	*3.4%*	*3.1%*	*3.4%*	*(3.8%)*	*(2.4%)*	*2.8%*	***(124bps)***
ROIC (1)	16.9%	15.9%	13.9%	13.1%	11.2%	10.7%	6.6%	7.5%	10.7%	***(617bps)***

Source: Company SEC Filings (2012-2018 filings included Lids. 2019-2020 filings were pro forma for sale of Lids). Legion Partners' Estimates
Note: 1. ROIC is defined as: ROIC = NOPAT / 4Q Trailing Average Debt & Equity, where NOPAT = Reported Operating Profit – Tax Expenses and 4Q Trailing Average Debt & Equity = 4Q Average of Net Debt + Shareholders Equity. Assuming consistent tax rate of 25%. 2018 ROIC calculation excludes $182mm of goodwill impairments from Operating Profit

In the table below, we isolated Genesco's performance without the Lids segment (which was sold in 2019). As shown, the Company's operating income margin has been deteriorating for years. From 2015 to 2020, the operating income margin was roughly cut in half down to 3.8%. This downward trajectory further bolsters our belief that substantial change is needed on the Board.

($mm)	Fiscal Year 2015	2016	2017	2018	2019	2020	'15-'20 Change
Net Sales	$1,957	$2,047	$2,021	$2,128	$2,189	$2,197	12%
Operating income	$118	$143	$108	$74	$82	$83	($34)
Operating income margin %	*7.0%*	*7.0%*	*5.3%*	*3.5%*	*3.7%*	*3.8%*	*(320bps)*
Net earnings (loss)	$98	$95	$97	($112)	($52)	$61	($36)
Net earnings (loss) margin %	*5.0%*	*4.6%*	*4.8%*	*(5.3%)*	*(2.4%)*	*2.8%*	*(220bps)*

Source: Company SEC Filings that pro forma 2015-2020 fiscal years for sale of Lids

We Have Serious Concerns With the Board's Capital Allocation Decisions

We believe a major contributor to Genesco's poor performance is the Company's ill-conceived plan to operate as a retail conglomerate holding company and think of itself as a private equity investment platform. As noted below, management has historically described this structure as such:

> *"We own a number of retail-oriented businesses. The common theme here is they operate in protected niches. We use the phrase businesses that are difficult for others to replicate and we believe that that then delivers outsized returns. We marry that with great operators. We give them a lot of independence in terms of operating their business and we heavily pay for performance.* ***We try to mimic a lot of private equities' best practices in our approach*** *and then we operate a shared services model with a very small corporate center that supports these businesses."*
>
> – *Robert Dennis, former Genesco Chairman and CEO 1/14/2014*

However, we believe this approach and conglomerate operating structure have empowered management to make a string of poor acquisition decisions that has led to an increasingly bloated cost structure and corporate overhead. Several of the worst capital allocation decisions are detailed below, and we believe that without material change to the Board, the Company and shareholders will experience more of the same going forward.

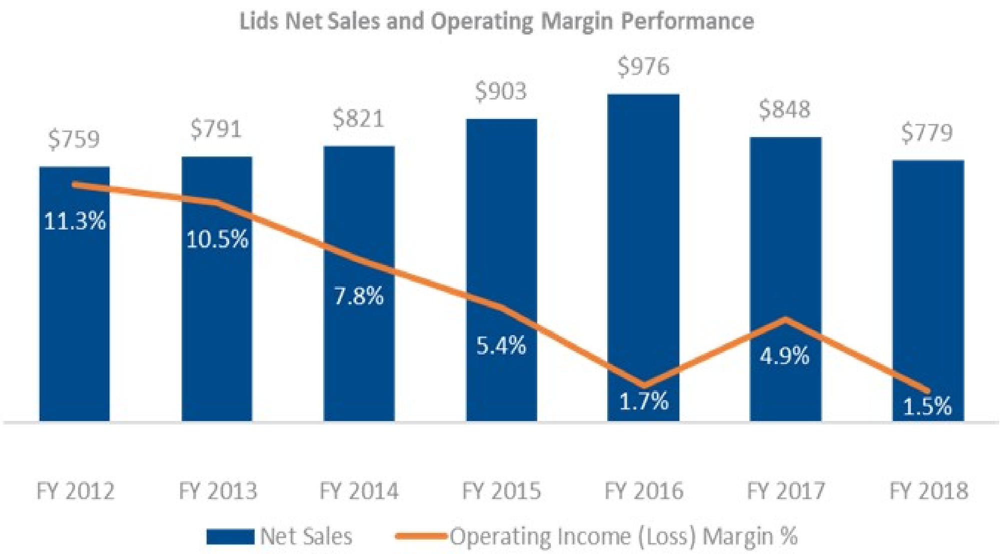
- **Lids –** Genesco curiously decided to enter the hat business in 2004 and spent $283 million in various acquisitions to build up the segment. After 15 years in this unrelated business and an abysmal track record of poor performance, Genesco exited the business in 2019 for $101 million in cash. The selling price was a 64% discount to the acquisition costs and implies an internal rate of return of 7.1%.

- **Schuh –** In 2011, Genesco attempted to extend its reach outside of North America by buying a European footwear retailer. While the business has by many measures been a disaster since its acquisition, it is still owned by Genesco today and we estimate the current value at less than 20% of the acquisition cost. We estimate the internal rate of return on this acquisition of -1.2%.

- **Togast LLC –** Genesco was again on the acquisition path in 2020 and spent $34 million to buy a licensing business. Given that the existing Genesco licensing business does not generate any profitability, we are doubtful that Togast will meaningfully change the profitability of this shrinking segment.

Lids

Genesco acquired Lids in 2004 and subsequently acquired several other hat retailing businesses for a total cost of $283 million. Following these acquisitions, Genesco grew the location count for Lids by opening new stores. Interestingly, for most of the time that Genesco owned Lids, same store sales were generally positive. However, we believe the Lids segment operationally underperformed largely due to other underperforming acquisitions, low-productivity from opening new stores, significant gross margin erosion and weak cost controls. As noted in the table below, from fiscal 2012 to fiscal 2018, the operating profit margin fell from 11.3% to 1.5%.



Source: Company SEC Filings

While we were pleased to see Lids sold in 2019, our diligence revealed that the main reasons for Lids' underperformance before its sale stemmed from massive inventory mismanagement year after year. Genesco also appeared to lack the key relationships and expertise to effectively compete for licensing deals with major sports leagues and the foresight to compete online as a destination for product search, instead relying on mall customers to make a hat purchase. As you will see below, the downward spiral of profits matches the story of Schuh.

Schuh

In 2011, Genesco's management team ventured into Europe to buy Schuh, a European footwear retailer. Here is what Genesco management's team touted at the time of the Schuh deal:

> *"Schuh provides us with an immediate and established retail presence in the United Kingdom, a highly experienced international management team, and improved insight into global fashion trends. The concept is similar to Journeys in customer demographics, product offering and operating philosophy, so it is a business we know and understand."*
>
> – *Robert Dennis 6/23/2011*

The Schuh results from the time of acquisition up until the COVID-19 pandemic paint a completely different picture. Since buying Schuh, the Genesco team expanded the business from its original base of stores in Ireland, Scotland and Northern England to move into Southern England and then into Germany. In the process, Genesco strayed from Schuh's original core business model of being more of a small-town neighborhood shoe retailer with local customer allegiance. Building out a store base in Southern England with larger stores and a more urban customer base did not go well. Schuh experienced higher rents as it expanded further south and, by 2019, management determined that the high-end rents were making the cost structure "uneconomical." Here are the high-level operating statistics which show how Schuh has performed under Genesco's management:

Schuh Key Statistics	At Acquisition	FY 2020 (Pre-COVID)
# of Stores	75(1)	127
Sales ($mm)	$271mm	$374mm
Operating Profit ($mm)	$25mm	$5mm
Operating Margin %	9.1%	1.2%

Source: SEC Filings, Press Releases, Legion Partners' Estimates
Note: 1. Includes 59 stores and 16 concessional locations
FY 2020 ended February 1, 2020

In our view, the story of Schuh demonstrates a Board and management team that are not executing well and lack an awareness of the challenges of global expansion. This misallocation of capital not only damaged shareholder value on an immediate basis, but also held the Company back from investing in core assets and focusing on sound execution across the existing portfolio. Through studying what went wrong, we've noted a few key areas that seemed to plague this acquisition:

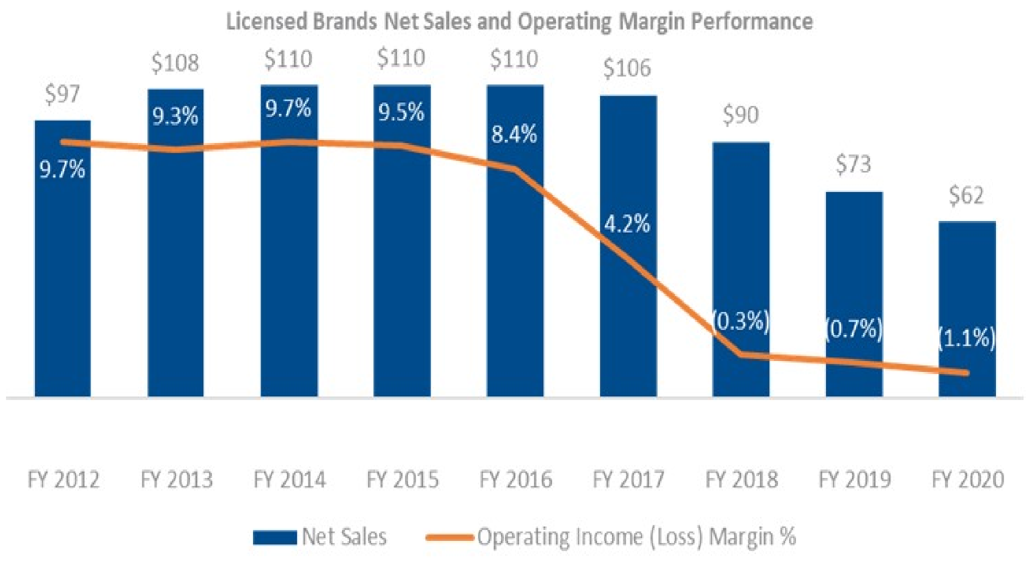
- **Decision to expand into Europe –** Management seemed intent on Genesco expanding abroad without apparently recognizing that the market was very competitive and that market dynamics in Europe are different than the U.S. – the acquired venture was more of a small-town shoe store than a viable growth engine.
- **Decision to expand store base into Southern England and Germany –** Management entered into prohibitively expensive leases in the UK (in and around London area) as well as an ill-fated expansion into Germany.
- **Insight into fashion trends** – Management claimed buying Schuh would offer fashion perspectives, yet this is one of the most irrational reasons for making an acquisition we have ever heard – if you need to monitor European fashion trends, fly to Europe and walk around – it would be infinitely more cost-effective.
- **Vendor synergies** – Vendor synergies were noted as another key reason for the Schuh acquisition, but instead, product availability for Schuh has been a major issue at times as well as differing consumer tastes.

Togast

More recently, Genesco purchased Togast in 2020, which it described as a leading footwear licensee. When we look at Genesco's results from its Licensed Segment, we suspect why the existing licensed business needed to buy something – it was shrinking and made almost no money but had to support the bloated overhead inherent in Genesco's conglomerate structure. The Togast deal was structured as a $33.7 million cash payment at closing and a four-year earnout with the potential of an additional $34 million in cash consideration.

> *"The acquisition of Togast adds scale to our successful licensed brands platform. The combination of our licensed business with Togast's strengths furthers our footwear focused strategy by creating an even more robust platform within Genesco that can serve multiple tiers of distribution."*
> – *Robert Dennis 12/18/2019*

The financial results for Genesco's licensed brands segment are as follows:



Source: Company SEC Filings

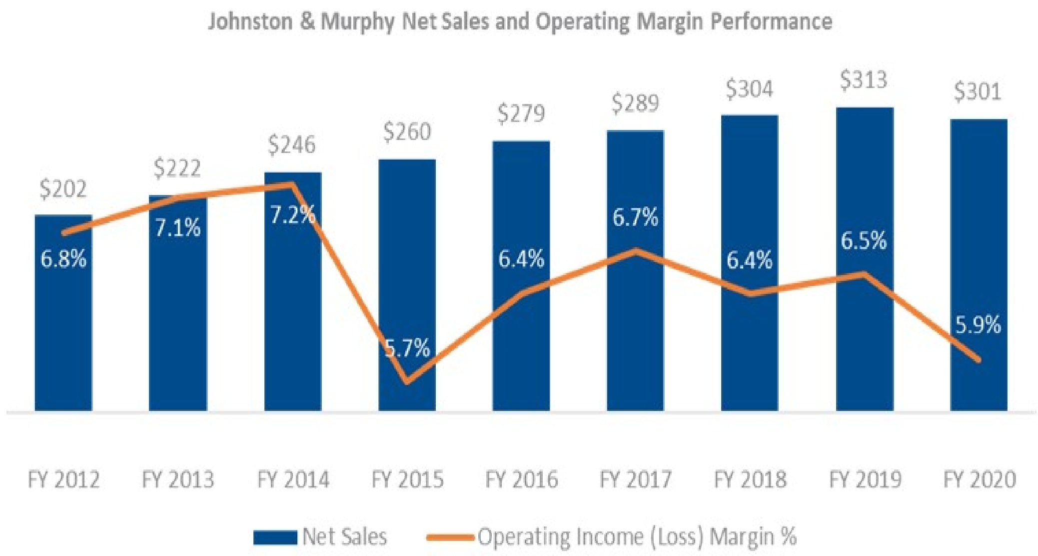
On a recent call we asked Ms. Vaughn to provide some details around the revenues possible from licensed brands following the pandemic and she noted that while the guidance on the Licensed Brands segment would likely go up due to the addition of Togast, the core Dockers business had been in decline for some period and that it was very hard to predict what the future looked like for this segment. A year ago, just after closing the Togast acquisition, management provided the following outlook:

> *"Included in our guidance for consolidated sales is between $80 million to $90 million in revenue related to the Togast acquisition."*
> – *Melvin G. Tucker 3/12/2020*

We are skeptical that Genesco shareholders will ever see an incremental $80 million to $90 million in revenue from Togast because the base revenues of the pre-acquisition Licensing Segment are declining. In our view, rather than responsibly reallocate or return capital to shareholders, Genesco has made another ill-advised acquisition overseen by a Board and management team more focused on empire building than generating shareholder value.

Johnston & Murphy

Johnston & Murphy ("J&M") is yet another footwear business acquired and operated by Genesco that appears to have been severely undermanaged based on the results. This is particularly disappointing because J&M has a rich history built over 170 years and having made shoes for 33 U.S. Presidents. J&M was acquired in 1951 by Genesco. The following table highlights the J&M segment's recent results:

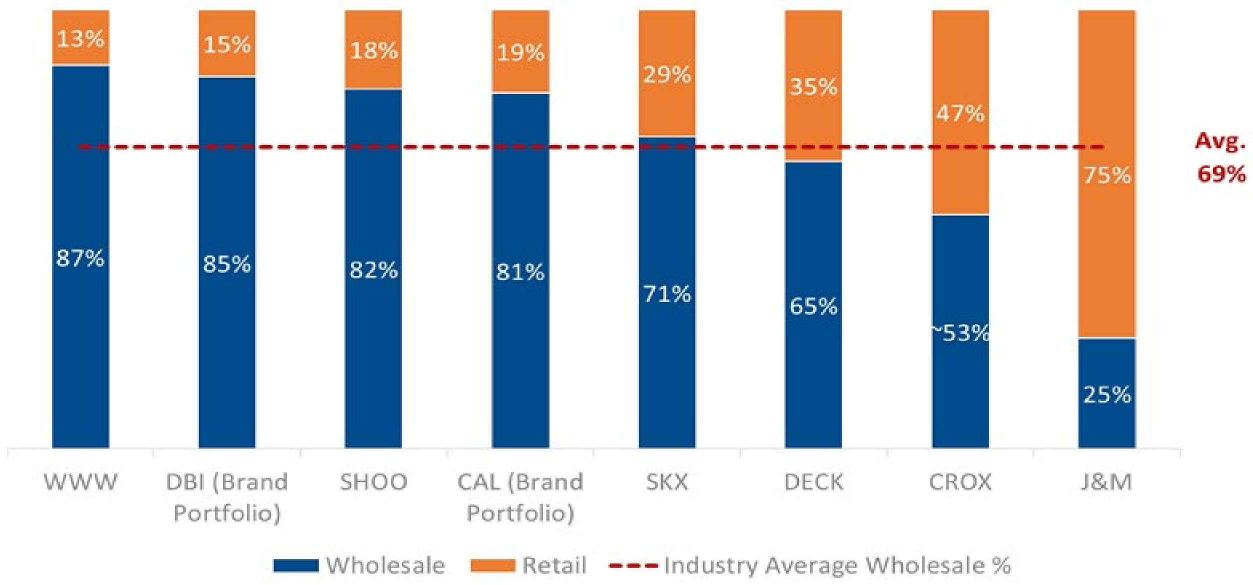


Source: Company SEC Filings

J&M's resilience is likely due to its rich heritage. This said, we believe the business has been very poorly managed. We believe the key areas of concern are as follows:

- **Wholesale business has been undermanaged** – We estimate there are thousands of retail doors to penetrate, and deeper SKU penetration is needed in existing wholesale doors.
- **Retail store base has substantial room for expansion** – Management has been very slow to maximize opportunity to open stores despite recently noting that there were 200+ store locations that could be added.
- **Footwear design issues** – We believe introductions during 2020 performed poorly as management has struggled to stay on-trend, likely leading to the hiring of a new Head of Product Development.
- **Women's business** – J&M aggressively introduced a women's category, but it sold poorly and has led to frequent inventory markdowns and liquidations.

Wholesale Retail Split – J&M vs. Peers

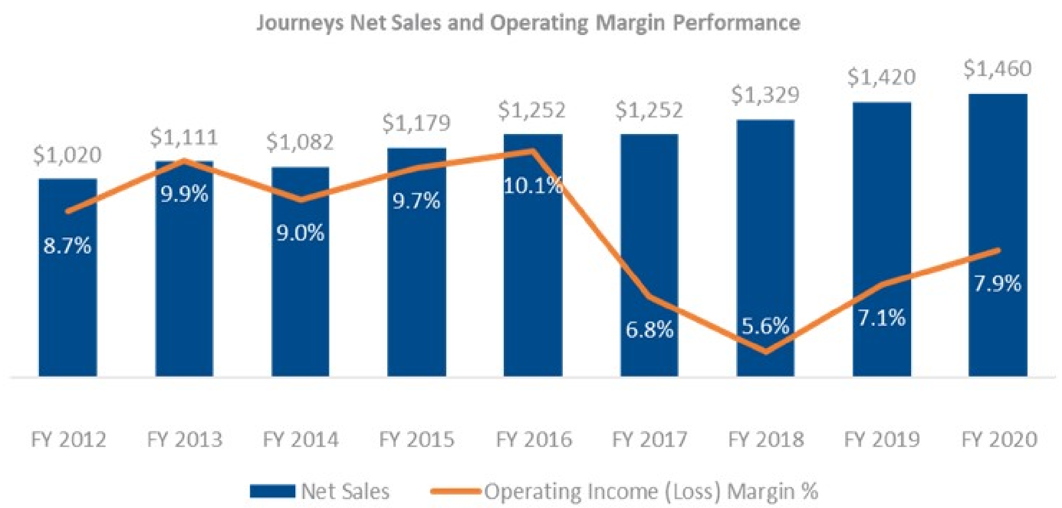


Source: SEC Filings, Legion Partners' Estimates

We believe that J&M will continue to struggle under the current leadership. The skill sets required to operate a business like J&M are not only very different than the rest of the businesses at Genesco, but J&M was being consistently undermanaged before the recent design issues surfaced, leading to a change on the operating team.

<u>The Board Has Allowed Journeys, Which is Genesco's Core Business, to Stagnate</u>

Genesco's core business, Journeys, has been the one shining spot at Genesco. However, even this store base has produced highly inconsistent profitability as the table below highlights:

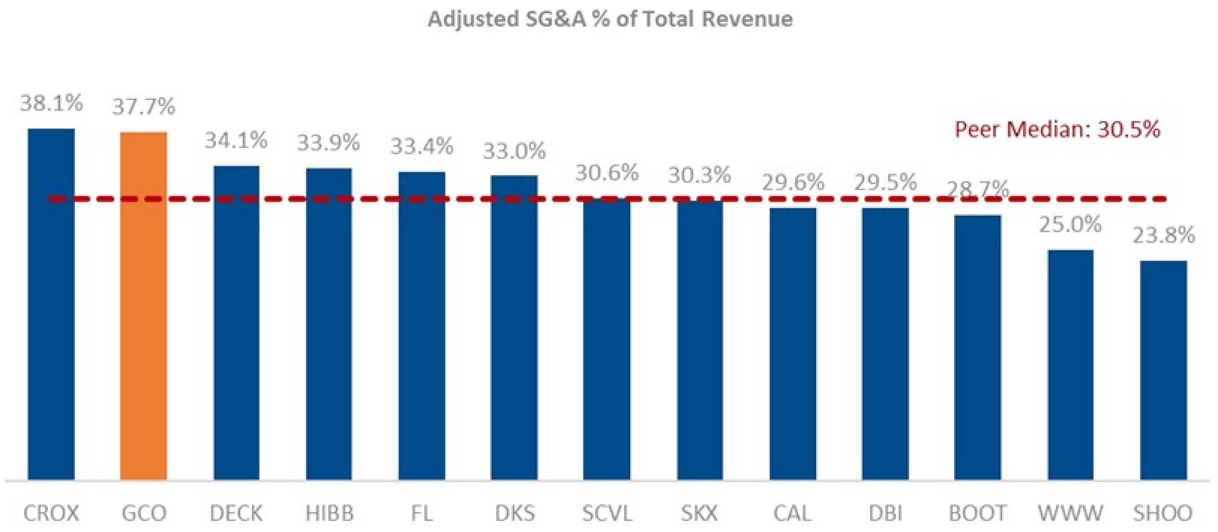


Source: Company SEC Filings

While Journeys has a strong, loyal customer base and good sales momentum, we believe there are opportunities for growth and profitability that have been neglected by the Board and management team.

The Board Has Signed Off on a Bloated SG&A Structure

Genesco has maintained an excessive corporate cost structure, which is both high in dollars and as a percentage of sales. We believe this is because the Board has been focused on maintaining a bloated corporate structure in Nashville. During our first campaign at Genesco, management claimed to be focused on reducing SG&A, but a comparison of Genesco and its peers does not reflect favorably on this measure.



Source: SEC Filings, Legion Partner's Estimates
Note: Financials based on the latest pre-COVID fiscal year filings

The level of corporate costs that are not allocated back to business units at Genesco is a staggering sum of nearly $40 million per year. Corporate and other expenses have grown faster than revenue as noted in the table below. Due to the impending demolition of the current Genesco headquarters, management, in 2020, found a new location comprising 199,000 sq. ft. and entered into a 15-year lease and plans to spend $16 million to build out this swanky new space which will house approximately 800 employees. We find this level of spending very problematic.

	Fiscal Year									'18-'20
	2012	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**Change**
Net Sales	$2,292	$2,605	$2,625	$2,860	$3,022	$2,868	$2,907	$2,189	$2,197	(24%)
Corporate & Other Expenses	$46	$43	$28	$30	$30	$31	$33	$39	$40	21%
% of Net Sales	*2.0%*	*1.6%*	*1.1%*	*1.0%*	*1.0%*	*1.1%*	*1.1%*	*1.8%*	*1.8%*	*68bps*

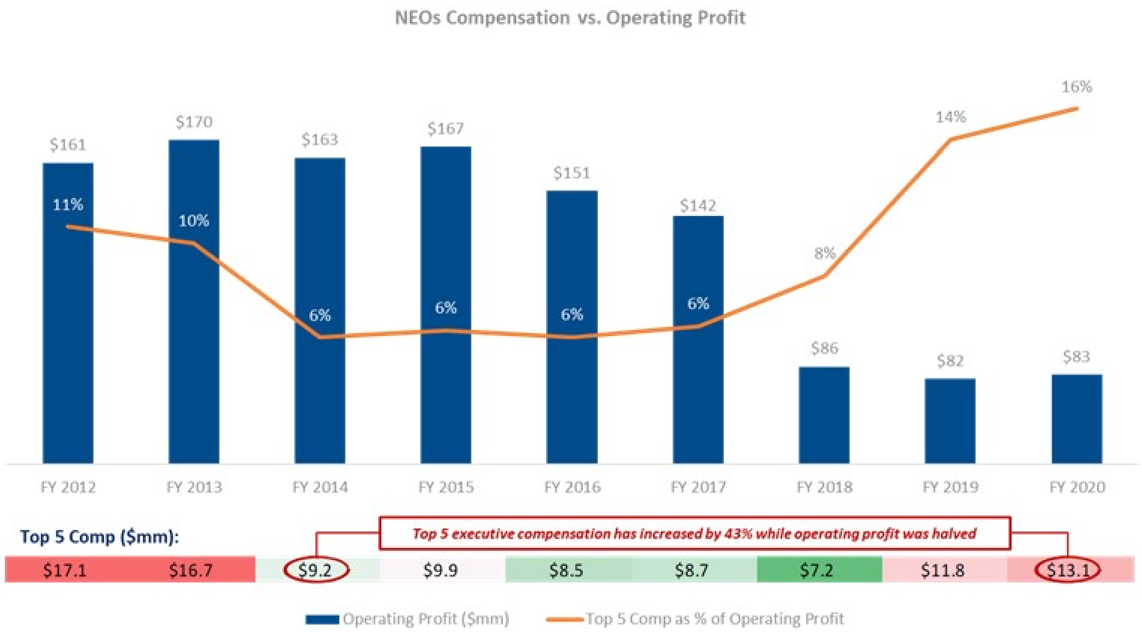
Source: Company SEC Filings. 2012 – 2018 filings included Lids. 2019 – 2020 filings were pro forma for sale of Lids.

We Believe the Board Has Formulated a Misaligned Compensation Plan That Pays for Underperformance

Over the past decade, Genesco has stated in every annual proxy statement that "*Genesco's compensation programs for its senior management are designed to incorporate a significant element of pay for performance.*" However, Genesco's executive compensation appears to serve executives instead of employees or shareholders. The ratio of the annual total compensation of the CEO to the median employee increased to 1,441:1 in 2020, implying an 143% increase from 593:1 just 2 years ago.

While the Company claims to recognize "*the ultimate objective of building shareholder value*," its compensation program seems to stand in contrast. We believe that the Board has approved a compensation plan that pays for underperformance. As shown below, during the fiscal 2014 to fiscal 2020 period, the top five Named Executive Officers' (NEOs) compensation increased by 43% while operating profit was halved. In our view, the Board has hidden its misalignment of pay with performance by embracing an overly complicated Economic Value Added Incentive Compensation Plan ("EVA Plan") that is clearly not providing appropriate alignment or incentives, and seems intentionally convoluted.

The "pay for underperformance" result is made possible first by designing a non-symmetric EVA Plan. Despite their objective to "*reward creation of shareholder value*," the EVA Plan is ironically designed to pay out positive bonus for EVA declines. In addition, to brace for belt-tightening, it seems the Board also consistently sets lower performance targets for higher target payout. In fiscal 2020, for example, while the target EVA improvement for every business unit declined to around one-third of fiscal 2013 level, the CEO's estimated target payout during this period grew by 15%.



Source: SEC Filings, Legion Partners' Estimates
Note: FY 2018 Operating Profit excluded $182mm of goodwill impairments

We Believe the Board Lacks Sufficient Alignment with Shareholders

We believe that the Board's failure to create value for Genesco's shareholders is in part attributable to its own lack of skin in the game (as well as management's). It is easy to rubberstamp one failed acquisition or growth strategy after the other, sign off on large capital expenditures and approve excessive operating expenses when you have no material exposure to the Company's share price. Since fiscal 2012, directors have purchased a mere $0.3 million in Company stock while collecting over $8 million in director compensation. We think having directors that invest in total just 4% of their fees in the Company demonstrates a lack of conviction and confidence in Genesco and is woefully misaligned with shareholders.

We Believe the Board Bears Responsibility for Worst-in-Class Valuation

The Company's operating underperformance has resulted in one of the lowest market valuations in the retail sector. We believe the Company will struggle to create shareholder value and will not be rewarded a reasonable valuation until there is a refreshed Board committed to overseeing management in developing a strategic plan that shareholders can believe will be successful. The Board is currently comprised of 8 individuals, one new and 7 of which share a disturbing history of chronic and prolific value destruction as noted in the table below.

			GCO Relative TSR over Tenure vs.				
Director	**Tenure**	**GCO Own. %**	**Core Peer Group**	**ISS Peer Group**	**S&P 1500 Footwear**	**S&P 500**	**Russell 2000**
Kathleen Mason	**25 Years**	**0.313%**	*(2980%)*	*(1144%)*	*(1155%)*	*456%*	*544%*
Matthew C. Diamond (Gov. / Nom. Comm. Chair)	**20 Years**	**0.345%**	*(3446%)*	*(1204%)*	*(1440%)*	*(246%)*	*(388%)*
Marty G. Dickens	**18 Years**	**0.192%**	*(4170%)*	*(675%)*	*(1745%)*	*(390%)*	*(458%)*
Thurgood Marshall, Jr.	**9 Years**	**0.109%**	*(258%)*	*(99%)*	*(398%)*	*(293%)*	*(243%)*
Joanna Barsh (Comp. Comm. Chair)	**7 Years**	**0.183%**	*(176%)*	*(83%)*	*(269%)*	*(199%)*	*(153%)*
Kevin P. McDermott (Audit Comm. Chair)	**5 Years**	**0.149%**	*(279%)*	*(137%)*	*(150%)*	*(162%)*	*(160%)*
John F. Lambros	**0 Years**	**0.009%**	*82%*	*23%*	*155%*	*142%*	*123%*
Mimi E. Vaughn (CEO / Chair)	**1 Years**	**1.344%**	*(45%)*	*(39%)*	*(27%)*	*(16%)*	*(22%)*

Source: SEC Filings, Investor Group's Estimates, Capital IQ – Data as of 04/09/2021
(1) Core Peer Group includes BOOT, DBI, FL, SCVL, CAL, DKS, HIBB, WWW, CROX, DECK, SHOO, SKX
(2) ISS Peer Group includes ANF, GES, SCVL, BKE, CROX, HIBB, SHOO, ZUMZ, ANF, CAL, DBI, URBN, CHS, EXPR, PLCE, WWW
(3) S&P 1500 Footwear Index includes CROX, DECK, NKE, SKX, SHOO, WWW
Note: Total Shareholder Return ("TSR") figures as of respective Board appointment date through 04/09/2021. Assumes that Kathleen Mason, Matthew C. Diamond, Marty G. Dickens and Thurgood Marshall, Jr. were appointed on January 1st in their year of appointment due to lack of detailed information

Our Nominees Have Superior Experience in Retail, Capital Allocation and Strategic Planning and Are Well-Positioned to Create Significant, Long-Term Shareholder Value

Legion Partners spent significant energy and time recruiting a slate that has the backgrounds and qualifications required to ignite a turnaround from the boardroom. In order to position our slate to maintain important corporate continuity under various change-in-control scenarios, we also recruited individuals with prior c-level leadership experience.

Legion's highly-qualified, independent nominees will bring substantial and complementary skills in areas that include retail operations, footwear and apparel merchandising, marketing, customer experience, real estate and governance.

More detailed information on Legion's nominees is as follows:

Marjorie L. Bowen, age 56, is an experienced public company director with extensive knowledge of corporate governance, capital markets strategies and strategic transactions.

- Ms. Bowen previously served a one-year term as an independent director of Genesco from 2018-2019. During that period, she actively monitored the successful sale process for Lids, and participated in the consideration of other strategic alternatives. Her prior tenure as a director will allow her to immediately understand the Company, its operations, and challenges.
- Ms. Bowen has served as a director on over a dozen public and privately held companies, including Genesco and other industry participants such as Centric Brands and Talbots.
- As a qualified NYSE and NASDAQ financial expert, Ms. Bowen has experience chairing Special Committees, Audit Committees, and Restructuring/Strategic Committees.
- She also has experience serving as a director in situations that call for improved governance, transparency and accountability.
- Prior to her directorships, Ms. Bowen had a nearly 20-year career in investment banking at Houlihan Lokey, serving as Managing Director from 1997 to 2008 and heading its industry leading fairness opinion practice. During her tenure at Houlihan Lokey, Ms. Bowen was the most senior woman at the firm.
- As both an investment banker and corporate director, Ms. Bowen has experience across different types of corporate finance and M&A transactions for both healthy and distressed companies. In addition to the retail experience above, she has broad industry experience, including a focus in real estate intensive and related industries while at Houlihan Lokey.
- Ms. Bowen holds a B.A. and graduated cum laude from Colgate University in 1987. She holds an M.B.A., with a concentration in Finance from the University of Chicago in 1989.

Thomas M. Kibarian, age 55, is an experienced retail executive with a background that also includes advising and investing in companies across the industry.

- Thomas M. Kibarian currently serves as a freelance advisor to private equity firms that invest in mid-cap retail and consumer wholesale businesses, since January 2013. He assists these firms in developing investment theses, in conducting due diligence on prospective investments, and in the strategic oversight of portfolio companies.

- He is also a coach to CEOs, with a focus on entrepreneurs who are running a wide range of retail and consumer product companies, including a home decor retailer, an apparel brand, a food brand, and a consumer health service.
- Mr. Kibarian previously served as the Chief Executive Officer at Garden Ridge (n/k/a At Home Group Inc. (NYSE: HOME)), a home décor retailer, from September 2005 to December 2012, and as a member of its board of directors, from April 2003 to December 2012. Mr. Kibarian took over as CEO shortly after Garden Ridge was purchased for $25mm out of bankruptcy as a breakeven business and sold the business seven years later for over $700mm when it was a 25% EBITDA margin business. Mr. Kibarian and his team increased gross margin from 40% to 50% through format renewal, category remix, and merchant function automation, reduced per store occupancy expense by 35%, self-funded a 50% increase in store count by developing a new store model with <1 year payback, and reduced SG&A by 40%.
- Prior to that, Mr. Kibarian served as Partner at Three Cities Research, Inc., a private equity firm, from February 2003 to September 2005, and as an Associate Principal at McKinsey & Company, Inc., a global management consulting firm, from August 1997 to January 2003. Mr. Kibarian focused primarily on the retail industry, and served a wide range of US retailers, including mass merchants, department stores, and specialty apparel retailers. He served clients on a wide range of issues, including strategy, growth, and marketing spend effectiveness.
- Mr. Kibarian received his M.B.A. with a concentration in Finance from The Wharton School of the University of Pennsylvania, a M.S. in Statistics from Stanford University, and a B.S. in Statistics from the University of Chicago.

Margenett Moore-Roberts, age 50, is a seasoned marketing strategist and an expert in diversity and inclusion initiatives.

- Ms. Moore-Roberts serves as Chief Inclusion & Diversity Officer for IPG DXTRA, a global collective of 28 marketing services and agency brands as a part of Interpublic Group (NYSE: IPG), since January 2020.
- Previously, Ms. Moore-Roberts held Corporate Diversity & Inclusion leadership roles at Golin and Yahoo. She served as VP and Global Head of Inclusive Diversity at Yahoo from 2016 to 2017 and established Yahoo's first Office of Inclusive Diversity as a global Center of Excellence. She also established and led the growth of Yahoo's first video advertising network.
- Prior to joining Yahoo in 2011, she served as VP of Client Services & Ad Operations at Scanscout / Tremor Video (now known as Telaria) from 2007 to 2011 and VP of Client Services at Muze from 2001 to 2007.
- Ms. Moore-Roberts holds a B.A. from Otterbein University.

Dawn H. Robertson, age 65, is a proven retail executive with significant operational, omnichannel and marketing experience.

- Ms. Robertson has served as Independent Non-Executive Chairman at Splitit Payments Ltd (OTCMKTS: STTTF) since February 2021 and previously served as a Director of the Company.
- Ms. Robertson serves as the CEO of On Campus Marketing, a nationwide leader in endorsed marketing to college students and parents since 2018.

- Ms. Robertson is a business leader of major retailers, department stores and startups with extensive turnaround experience at Old Navy, Myer, Sak's Avenue, OCM, May Dept Stores, and Macy's. She has 26 years' expertise at the executive management level.
- Ms. Robertson served as the Chief Executive Officer of Stein Mart Inc. in 2016. Ms. Robertson served as the President of Old Navy, Inc. from November 2006 to February 2008. She served as Managing Director of Myer Grace Bros of Coles Group Limited from 2002 to 2006.
- She has extensive omnichannel experience, including the development and launch of Macys.com and Bloomingdales.com and currently as CEO of OCM, an online retailer of college dorm essentials.
- Ms. Robertson is a graduate from Auburn University with a BA in Fashion Merchandising.

Patricia M. Ross, age 56, is a seasoned retail executive and veteran public company director with a focus on global e-commerce, digital assets and technology.

- Ms. Ross, also known as Patty, currently serves as a Board Member for Nautilus Inc., and MMC Corp.
- Ms. Ross previously served as an Executive Advisor to Apple, Inc., a technology company, from November 2019 to February 2020.
- She served as Founder and Principal for PMR Operations and Organizational Consulting LLC, a company providing organizational, talent and business consulting services, from March 2017 to November 2019.
- She spent the majority of her career with Nike, Inc. (NYSE: NKE), where she focused on strategy, process re-engineering, operations, and general management. From 1992 to March 2017, Ms. Ross served Nike, Inc. in a variety of roles, including most recently Vice President, Global Operations & Technology.
- Ms. Ross pioneered, developed, and implemented Nike's first global e-commerce B2B website for retailers (www.nike.net), sharing a significant amount of alignment and partnership with Nike.com, including leveraging of infrastructure, digital assets, and technology.
- She led her team to create Nike's Global Brand Imaging organization, which supported and focused on creating premium product photography and videos for all Nike point-of-sale needs, including consumer websites, apps and digital sell-in-tools, scaling in digital commerce to new levels.
- Ms. Ross holds a Bachelor of Applied Science degree in Finance and Marketing from Portland State University, a coaching certification in Executive Leadership Development from The Hudson Institute of Coaching, and an Advanced Management Certificate of Completion in Business Administration and General Management from Harvard Business School. She is also a graduate of the Executive Education Program at Harvard Business School, where she focused on corporate boards, governance, operations, and management.

Georgina L. Russell, age 44, is a capital markets expert who also possesses valuable experience in the software and information technology fields.

- Ms. Russell is the Portfolio Manager of Chicane Opportunities Fund, a management and consulting firm.
- Previously, she oversaw a portfolio of credit and equity securities at Willett Advisors LLC, which manages the philanthropic assets of Michael R. Bloomberg.

- Prior to Willett, Ms. Russell was a Managing Director at Smithwood Advisers, L.P., an investment advisory firm with $2.5 billion in assets under management at the time.
- Earlier in her career, Ms. Russell served as an Analyst at Lonestar Capital Management LLC, an investment advisory firm, from January 2009 to April 2012.
- From August 2007 to December 2008, Ms. Russell served as an Analyst at Smithwood in their Hong Kong office.
- Before embarking on a career in investing, Ms. Russell was a software engineer. She architected and authored cloud-based distributed systems.
- Ms. Russell graduated from the University of California, Berkeley with honors in Computer Science. She received an MBA with honors from The Wharton School at the University of Pennsylvania.

Hobart P. Sichel, age 56, is a proven marketing leader and veteran c-level executive in the retail space.

- Mr. Sichel is the President of bps Captura, an independent advisory and consulting firm to corporate senior leaders, private equity firms, and boards across multiple consumer-facing industries, since 2019.
- Mr. Sichel previously worked at Burlington Stores from 2011 to 2019, where he served as Executive Vice President and Chief Marketing Officer. He was a key member of the leadership team that turned the business around and launched its initial public offering.
- At Burlington, Mr. Sichel was responsible for marketing, corporate strategy and the company's push into e-commerce.
- Prior to joining Burlington and since 1998, Mr. Sichel served as a Principal at McKinsey & Company. He was a leader in McKinsey's Marketing and Retail practices in North America. Prior to 1998, Mr. Sichel worked in various capacities across consumer facing industries including retail, e-commerce, packaged goods, financial services, and media.
- Mr. Sichel holds an M.B.A. from Columbia University and a B.A. from Vassar College.

Legion Partners believes that Genesco has tremendous *potential* to thrive in today's evolving retail landscape; however, we feel strongly that substantial change to the Board is required to put the Company on a path to value creation for all shareholders and stakeholders. We look forward to communicating with our fellow shareholders over the upcoming weeks.

Sincerely,

Christopher Kiper Ted White

About Legion Partners

Legion Partners is a value-oriented investment manager based in Los Angeles, with a satellite office in Sacramento, CA. Legion Partners seeks to invest in high-quality businesses that are temporarily trading at a discount, utilizing deep fundamental research and long-term shareholder engagement. Legion Partners manages a concentrated portfolio of North American small-cap equities on behalf of some of the world's largest institutional and HNW investors.

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

Legion Partners Holdings, LLC, a Delaware limited liability company ("Legion Partners Holdings"), together with the other participants named herein, intend to file a preliminary proxy statement and accompanying WHITE proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2021 annual meeting of shareholders of Genesco Inc., a Tennessee corporation (the "Company").

LEGION PARTNERS HOLDINGS STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT HTTP://WWW.SEC.GOV. IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR.

The participants in the proxy solicitation are anticipated to be Legion Partners Holdings, Legion Partners, L.P. I, a Delaware limited partnership ("Legion Partners I"), Legion Partners, L.P. II, a Delaware limited partnership ("Legion Partners II"), Legion Partners, LLC, a Delaware limited liability company ("Legion Partners GP"), Legion Partners Asset Management, LLC, a Delaware limited liability company ("Legion Partners Asset Management"), Christopher S. Kiper, Raymond T. White, Marjorie L. Bowen, Thomas M. Kibarian, Margenett Moore-Roberts, Dawn H. Robertson, Patricia M. Ross, Georgina L. Russell and Hobart P. Sichel.

As of the date hereof, Legion Partners I directly beneficially owns 791,552 shares of Common Stock, par value $1.00 per share, of the Company (the "Common Stock"). As of the date hereof, Legion Partners II directly beneficially owns 44,526 shares of Common Stock. As the general partner of each of Legion Partners I and Legion Partners II, Legion Partners GP may be deemed to beneficially own the 836,078 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II. As the investment advisor of each of Legion Partners I and Legion Partners II, Legion Partners Asset Management may be deemed to beneficially own the 836,078 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II. As of the date hereof, Legion Partners Holdings directly beneficially owns 100 shares of Common Stock and, as the sole member of each of Legion Partners Asset Management and Legion Partners GP, Legion Partners Holdings may also be deemed to beneficially own the 836,078 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II. As a managing director of Legion Partners Asset Management and managing member of Legion Partners Holdings, each of Messrs. Kiper and White may be deemed to beneficially own the 836,078 shares of Common Stock beneficially owned in the aggregate by Legion Partners I and Legion Partners II and 100 shares of Common Stock held of record by Legion Partners Holdings. As of the date hereof, none of Messrs. Kibarian and Sichel or Mses. Bowen, Moore-Roberts, Robertson, Ross and Russell own beneficially or of record any securities of the Company.

Exhibit 99.3

LEGION PARTNERS HOLDINGS, LLC
12121 Wilshire Blvd, Suite 1240
Los Angeles, CA 90025

April __, 2021

Re: Genesco Inc.

Dear ______:

Thank you for agreeing to serve as a nominee for election to the Board of Directors of Genesco Inc., a Tennessee corporation (the "Company"), in connection with the proxy solicitation that Legion Partners Holdings, LLC and certain of its affiliates (collectively, "Legion") are considering undertaking to nominate and elect directors at the Company's 2021 annual meeting of shareholders, or any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Solicitation"). Your outstanding qualifications, we believe, will prove a valuable asset to the Company and all of its shareholders. This letter will set forth the terms of our agreement.

Legion agrees to indemnify and hold you harmless against any and all claims of any nature arising from the Solicitation and any related transactions, irrespective of the outcome; provided, however, that you will not be entitled to indemnification for claims arising from your gross negligence, willful misconduct, intentional and material violations of law, criminal actions, provision to Legion or any of their affiliates of false or misleading information (including false or misleading information on any questionnaire you are requested to complete by Legion or any of their affiliates), or material breach of the terms of this letter agreement; provided, further, that except for acts in connection with the Solicitation and any related transactions which occurred prior to your being elected a director of the Company, the indemnification and other obligations hereunder shall terminate upon your becoming a director of the Company. This indemnification will include any and all losses, liabilities, damages, demands, claims, suits, actions, judgments, or causes of action, assessments, costs and expenses, including, without limitation, interest, penalties, reasonable attorneys' fees, and any and all reasonable costs and expenses incurred in investigating, preparing for or defending against any litigation, commenced or threatened, any civil, criminal, administrative or arbitration action, or any claim whatsoever, and any and all amounts paid in settlement of any claim or litigation asserted against, resulting, imposed upon, or incurred or suffered by you, directly or indirectly, as a result of or arising from the Solicitation and any related transactions (each, a "Loss").

In the event of a claim against you pursuant to the prior paragraph or the occurrence of a Loss, you shall give Legion prompt written notice of such claim or Loss (provided that failure to promptly notify Legion shall not relieve Legion from any liability which it may have on account of this letter agreement, except to the extent Legion shall have been materially prejudiced by such failure). Upon receipt of such written notice, Legion will provide you with counsel to represent you. Such counsel shall be reasonably acceptable to you. In addition, you will be reimbursed promptly for all Losses suffered by you and as incurred as provided herein.

Legion may not enter into any settlement of any Loss or claim without your consent unless such settlement includes a release of you from any and all liability in respect of such Loss or claim and does not require you to admit to any violation of any law, order or regulation. Notwithstanding anything to the contrary set forth in this letter agreement, Legion shall not be responsible for any fees, costs or expenses of separate legal counsel retained by you without Legion's prior written approval. In addition, you agree not to enter into any settlement of any Loss or claim without the written consent of Legion, which consent will not be unreasonably withheld.

You hereby agree to keep confidential and not disclose to any party, without the consent of Legion, any confidential, proprietary or non-public information (collectively, "Information") of Legion, its affiliates or any other party to that certain Group Agreement with respect to the Solicitation which you have heretofore obtained or may obtain in connection with your service as a nominee hereunder. Notwithstanding the foregoing, Information shall not include any information that is publicly disclosed by Legion, its affiliates or any other party to that certain Group Agreement with respect to the Solicitation or any information that you can demonstrate is now, or hereafter becomes, through no act or failure to act on your part, otherwise generally known to the public.

Notwithstanding the foregoing, if you are required by applicable law, rule, regulation or legal process to disclose any Information you may do so provided that you first promptly notify Legion so that Legion may seek a protective order or other appropriate remedy or, in Legion's sole discretion, waive compliance with the terms of this letter agreement. In the event that no such protective order or other remedy is obtained or Legion do not waive compliance with the terms of this letter agreement, you may consult with counsel at the cost of Legion and you may furnish only that portion of the Information which you are advised by counsel is legally required to be so disclosed and you will request that the party(ies) receiving such Information maintain it as confidential.

All Information, all copies thereof, and any studies, notes, records, analysis, compilations or other documents prepared by you containing such Information, shall be and remain the property of Legion, and, upon request of a representative of Legion, all such information shall be returned or, at Legion's option, destroyed by you, with such destruction confirmed by you to Legion in writing.

This letter agreement shall be governed by the laws of the State of New York, without regard to the principles of the conflicts of laws thereof.

This letter agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which, taken together, shall constitute one and the same instrument.

* * *

Very truly yours,

LEGION PARTNERS HOLDINGS, LLC

By: ______________________________
Name: Christopher S. Kiper
Title: Managing Member

ACCEPTED AND AGREED:

____
[Nominee Name]

Exhibit 99.4

GROUP AGREEMENT

WHEREAS, certain of the undersigned are shareholders, direct or beneficial, of Genesco Inc., a Tennessee corporation (the "Company");

WHEREAS, Legion Partners Holdings, LLC, a Delaware limited liability company ("Legion Holdings"), Legion Partners, L.P. I, a Delaware limited partnership, Legion Partners, L.P. II, a Delaware limited partnership, Legion Partners, LLC, a Delaware limited liability company, Legion Partners Asset Management, LLC, a Delaware limited liability company, Christopher S. Kiper, Raymond T. White (collectively, "Legion Partners"), Marjorie L. Bowen, Thomas M. Kibarian, Margenett Moore-Roberts, Dawn H. Robertson, Patricia M. Ross, Georgina L. Russell and Hobart P. Sichel (collectively, the "Nominees" and, together with Legion Partners, the "Group") wish to form the Group for the purpose of working together to enhance shareholder value at the Company, including seeking the election of the Nominees to the Board of Directors of the Company (the "Board") at the 2021 annual meeting of shareholders of the Company (including any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the "Annual Meeting") and for the purpose of taking all other action necessary to achieve the foregoing.

NOW, IT IS AGREED, this 12th day of April 2021 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Group agrees to the joint filing on behalf of each of them of any statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Company, to the extent required by applicable law. Each member of the Group shall be responsible for the accuracy and completeness of his, her or its own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate.

2. So long as this Group Agreement (the "Agreement") is in effect, each of the undersigned shall provide written notice to Olshan Frome Wolosky LLP ("Olshan") and David Katz of Legion Partners of (i) any of their purchases or sales of securities of the Company; or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership. Notice shall be given no later than 24 hours after each such transaction. For purposes of this Agreement, the term "beneficial ownership" shall have the meaning of such term set forth in Rule 13d-3 under the Exchange Act.

3. Notwithstanding the foregoing, so long as this Agreement is in effect, each of the Nominees agrees to provide Legion Holdings advance written notice prior to effecting any purchase, sale, acquisition or disposition of any securities of the Company which he or she has, or would have, direct or indirect beneficial ownership so that Legion Holdings has an opportunity to review the potential implications of any such transaction in the securities of the Company and pre-clear any such potential transaction in the securities of the Company by any such Nominee. Each of the Nominees agrees that he or she shall not undertake or effect any purchase, sale, acquisition or disposition of any securities of the Company without the prior written consent of Legion Holdings.

4. Each of the undersigned agrees to form the Group for the purpose of (i) soliciting proxies or written consents for the election of the persons nominated by the Group to the Board at the Annual Meeting, (ii) taking such other actions as the parties deem advisable, and (iii) taking all other action necessary or advisable to achieve the foregoing.

5. Legion Holdings shall have the right to pre-approve all expenses incurred in connection with the Group's activities and agrees to pay directly all such pre-approved expenses.

6. Each of the undersigned agrees that any SEC filing, press release or shareholder communication proposed to be made or issued by the Group or any member of the Group in connection with the Group's activities set forth in Section 4 shall be first approved by Legion Holdings, or its representatives, which approval shall not be unreasonably withheld.

7. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this Agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Except as provided in Sections 2 and 3, nothing herein shall restrict any party's right to purchase or sell securities of the Company, as he, she or it deems appropriate, in his, her or its sole discretion, provided that all such transactions are made in compliance with all applicable securities laws.

8. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

9. This Agreement is governed by and will be construed in accordance with the laws of the State of New York. Any legal action or proceeding arising out of the provisions of this Agreement or the parties' investment in the Company shall be brought and determined in the United States District Court for the Southern District of New York located in the Borough of Manhattan or the courts of the State of New York located in the County of New York.

10. The parties' rights and obligations under this Agreement (other than the rights and obligations set forth in Section 5 and Section 9 which shall survive any termination of this Agreement) shall terminate immediately after the conclusion of the activities set forth in Section 4 or as otherwise agreed to by the parties. Notwithstanding the foregoing, any party hereto may terminate his/her/its obligations under this Agreement on 24 hours' written notice to all other parties, with a copy by fax to Steve Wolosky and Elizabeth Gonzalez-Sussman at Olshan, Fax No. (212) 451-2222.

11. Each party acknowledges that Olshan shall act as counsel for both the Group and Legion Holdings and its affiliates relating to their investment in the Company.

12. The terms and provisions of this Agreement may not be modified, waived or amended without the written consent of each of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

Legion Partners Holdings, LLC

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

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC
Investment Advisor

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

/s/ Christopher S. Kiper
Christopher S. Kiper

/s/ Raymond T. White
Raymond T. White

/s/ Marjorie L. Bowen

Marjorie L. Bowen

/s/ Thomas M. Kibarian

Thomas M. Kibarian

/s/ Margenett Moore-Roberts

Margenett Moore-Roberts

/s/ Dawn H. Robertson

Dawn H. Robertson

/s/ Patricia M. Ross

Patricia M. Ross

/s/ Georgina L. Russell

Georgina L. Russell

/s/ Hobart P. Sichel

Hobart P. Sichel

Exhibit 99.5

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Raymond White and Christopher S. Kiper, or either of them, the undersigned’s true and lawful attorneys-in-fact to take any and all action in connection with (i) the undersigned’s beneficial ownership of, or participation in a group with respect to, securities of Genesco Inc., a Tennessee corporation (the “Company”), directly or indirectly beneficially owned by Legion Partners Holdings, LLC or any of its affiliates (collectively, the “Group”), and (ii) any proxy solicitation of the Group to elect the Group’s slate of director nominees to the board of directors of the Company at the 2021 annual meeting of shareholders of the Company (the “Solicitation”). Such action shall include, but not be limited to:

1. if applicable, executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules thereunder in connection with the undersigned’s beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

2. if applicable, executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act in connection with the undersigned’s beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;

4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact’s discretion.

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact, or such attorneys-in-fact’s substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this __ day of April 2021.

____

[NOMINEE]