

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

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GENESCO INC.

(Name of Registrant as Specified in Its Charter)

LEGION PARTNERS HOLDINGS, LLC  
LEGION PARTNERS, L.P. I  
LEGION PARTNERS, L.P. II  
LEGION PARTNERS, LLC  
LEGION PARTNERS ASSET MANAGEMENT, LLC  
CHRISTOPHER S. KIPER  
RAYMOND T. WHITE  
MARJORIE L. BOWEN  
THOMAS M. KIBARIAN  
MARGENETT MOORE-ROBERTS  
DAWN H. ROBERTSON  
PATRICIA M. ROSS  
GEORGINA L. RUSSELL  
HOBART P. SICHEL

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(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

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(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Legion Partners Holdings, LLC, a Delaware limited liability company, together with the other participants named herein (collectively, “Legion”), intends 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”).

On April 14, 2021, Legion posted the following video from CNBC to <https://www.gcoforward.com/>. A full transcript of the video is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

 [Home](#) [Nominees](#) [Investor Resources](#) [About Legion](#) [Contact](#)

## Important Materials

Click on the file name below to view/download.

April 12, 2021	<a href="#">Legion Letter to GCO Shareholders</a>
April 12, 2021	<a href="#">Press Release</a>

## Media Coverage

Click on the article name below to view:

April 12, 2021	<a href="#">Bloomberg - Activist Legion Seeks to Replace Majority of Genesco Board</a>
April 12, 2021	<a href="#">Reuters - Activist Investor Legion Partners nominates 7 directors to Genesco board</a>



**CNBC: Power Lunch: Activist Investor Legion Partners Nominates 7 Directors to Genesco Board**

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## 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](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 Meses. Bowen, Moore-Roberts, Robertson, Ross and Russell own beneficially or of record any securities of the Company.

Sara Eisen:  
Courtney.

Courtney Reagan:

Hi, Sarah. So, Genesco is Legion Partners' latest campaign, pushing the stock up more than 4% today. Legion currently owns 5.6% of the footwear retailer. Legion is nominating seven directors to the board, five of which are women, and Legion wants current CEO Mimi Vaughn to stay. This is Legion's second investment in Genesco in recent years. In 2018, it got two members on the board, at least for a bit, including one it's nominating again. Shares went up and then Legion exited that stake. Genesco is one of 35 investments since Legion's inception in 2012, including Bed Bath & Beyond in 2019 and cybersecurity firm OneSpan in 2020.

Courtney Reagan:

You may not know the name Genesco, but you likely know its businesses, like footwear retailer Journeys and longstanding brand Johnston & Murphy. So, the investor basically says that Genesco's current board has allowed long-term under-performance in the share price and operations, misallocated capital, bloated expenses and overcompensated executives. Genesco says it disagrees with many of Legion's points, but that it will continue to seek a constructive dialogue with Legion, like it would with any other shareholder. We're waiting on the official date of the shareholder meeting. Back over to you guys.

Sara Eisen:

It's so interesting, Courtney, because you think that retail's been so ripe for activists to come in for a long time, there've been so many weak links, and yet we haven't really seen a ton of it. So these moves are noteworthy. Genesco, though, it's less than a billion dollar market cap, less than 800 million market cap.

Courtney Reagan:

It is.

Sara Eisen:

So any implications for Kohl's, which is the big fight that Legion is trying to take on, so far to no avail, but that's more like a \$10 billion company.

Courtney Reagan:

Yeah, and it's interesting that Legion, Sarah, actually is one of the few activists that we've seen involved in retails, to your point, in the last number of years. And yes, Genesco is much smaller than Kohl's, and Legion is going in with Genesco alone as part of a four-group consortium, like with Kohl's. I mean, look, they've had success at Genesco before. I'm not sure exactly what the outcome will be, it seems fairly unlikely that they would re-slate almost an entire board, either at Kohl's or at Genesco. But these guys do have a history of some success in getting retailers to pay attention to at least some of their ideas. I mean, they've got a 5.6% stake, so they're a big investor and one that I think Genesco needs to listen to, as Kohl's needs to listen to, Legion and the others as well, at least just to hear their ideas. And really when you think about it, right, the goal for everyone is the same, is to get that share price to go higher. That would be the goal for the company and the goal for these activists, which of course are holding long positions.

Wilfred Frost:

Court, thanks so much for that. And worth pointing out that both consumer discretionary and consumer staples are two of the best three sectors today, up about half a percent, or 0.4%.

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