

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 07, 2022

Genesco Inc.

(Exact name of Registrant as Specified in Its Charter)

Tennessee
(State or Other Jurisdiction
of Incorporation)

1-3083
(Commission File Number)

62-0211340
(IRS Employer
Identification No.)

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

37217-2895
(Zip Code)

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

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

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

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

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

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On February 7, 2022, Genesco Inc. (the “Company”) announced that its board of directors has authorized an increase in its stock repurchase program pursuant to which the Company may purchase up to an additional \$100 million in shares of the Company’s outstanding common stock, par value \$1.00 per share. Prior to the expanded repurchase authorization, the Company had remaining authorization under the share repurchase program of \$1 million, exclusive of any fees, commissions or other expenses, resulting in a total current authorization of \$101 million. Share repurchases under the program will be made from time to time, in the open market, in privately negotiated transactions or otherwise, at the discretion of the management of the Company and in accordance with Securities and Exchange Commission and other applicable legal requirements. The timing, pricing and sizes of these repurchases will depend on a number of factors, including the market price of the Company’s common stock and general market and economic conditions. The stock repurchase program does not obligate the Company to repurchase any dollar amount or number of shares, and the program may be suspended or discontinued at any time.

A copy of the press release announcing the stock repurchase program is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit Number	Description
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99.1	Press Release dated February 7, 2022, issued by Genesco Inc.
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
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SIGNATURES

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

GENESCO INC.

Date: February 7, 2022

By: /s/ Scott E. Becker
Senior Vice President, Secretary and General Counsel

GENESCO ANNOUNCES \$100 MILLION INCREASE TO ITS SHARE REPURCHASE AUTHORIZATION

NASHVILLE, Tenn., Feb. 7, 2022 -- Genesco Inc. (NYSE: GCO) announced today that its board of directors has authorized a \$100 million increase to its existing \$100 million share repurchase authorization.

Under Genesco's existing \$100 million share repurchase authorization announced in September 2019, the Company has repurchased roughly 1.72 million shares at a total cost of approximately \$99.0 million, at an average price of \$57.49 per share, leaving remaining authorization of \$1.0 million under the existing program.

During the fourth quarter of fiscal 2022, the Company repurchased approximately 840,000 shares for a total cost of approximately \$52.2 million, at an average price of \$62.22 per share. Full-year fiscal 2022 repurchases total approximately 1.36 million shares at a cost of approximately \$82.8 million, at an average price of \$60.88 per share. Additionally, thus far in fiscal 2023, the Company has repurchased approximately 93,000 shares for a total cost of approximately \$5.8 million, at an average price of \$63.05 per share.

Since December 2018, the Company has repurchased an aggregate of approximately 7.0 million shares at a total cost of approximately \$324 million, at an average price of \$46.34 per share. These shares represent more than 34% of the shares outstanding at the start of these purchases.

The new authorization is intended to be implemented through purchases made from time to time using a variety of methods, which may include open market purchases, private transactions, block trades, or otherwise, or by any combination of such methods, in accordance with SEC and other applicable legal requirements. The timing, prices and sizes of purchases will depend upon prevailing stock prices, general economic and market conditions and other considerations. The repurchase program does not obligate the Company to acquire any particular amount of common stock and the repurchase program may be suspended or discontinued at any time at the Company's discretion.

About Genesco Inc.

Genesco Inc., a Nashville-based specialty retail and branded company, sells footwear and accessories in more than 1,430 retail stores throughout the U.S., Canada, the United Kingdom and the Republic of Ireland, principally under the names Journeys, Journeys Kidz, Little Burgundy, Schuh, Schuh Kids, Johnston & Murphy, and on internet websites www.journeys.com, www.journeyskidz.com, www.journeys.ca, www.littleburgundyshoes.com, www.schuh.co.uk, www.johnstonmurphy.com, www.johnstonmurphy.ca, www.nashvilleshoewarehouse.com, and www.dockersshoes.com. In addition, Genesco sells footwear at wholesale under its Johnston & Murphy brand, the licensed Levi's brand, the licensed Dockers brand, the licensed Bass brand, and other brands. Genesco is committed to progress in its diversity, equity and inclusion efforts, and the Company's environmental, social and governance stewardship. For more information on Genesco and its operating divisions, please visit www.genesco.com.

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