
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 7, 2013

GENESCO INC.
(Exact Name of Registrant as Specified in Charter)

Tennessee
(State or Other Jurisdiction
of Incorporation)

1-3083
(Commission
File Number)

62-0211340
(I.R.S. Employer
Identification No.)

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

37217-2895
(Zip Code)

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

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01. REGULATION FD DISCLOSURE.

Genesco Inc. announced today that its subsidiary, Hat World, Inc., entered into a Department License and On-Line Shop Agreement (the "Agreement") with Macy's Retail Holdings, Inc. and Macy's.com, Inc. (collectively, "Macy's") to operate licensed team merchandise departments in certain Macy's stores and online. A press release about the Agreement and certain questions and answers about the Macy's licensed sports merchandise departments are attached hereto as Exhibits 99.1 and 99.2, respectively.

The press release and questions and answers contain certain forward looking information and statements. All statements in the press release and questions and answers that are not statements of historical fact are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual department openings, costs and expenses, operations and results could vary materially from the expectations reflected in these statements. A number of factors could cause differences including developments that have a negative effect on sales or earnings. Additional factors are cited in the "Risk Factors," "Legal Proceedings" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of, and elsewhere, in our SEC filings, copies of which may be obtained from the SEC website, www.sec.gov, or by contacting the investor relations department of Genesco via its website, www.genesco.com. Many of the factors that will determine the outcome of the subject matter of the press release and questions and answers are beyond Genesco's ability to control or predict. Genesco undertakes no obligation to release publicly the results of any revisions to these forward looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Forward-looking statements reflect the expectations of Genesco at the time they are made. Genesco disclaims any obligation to update such statements.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibits are attached hereto:

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated August 7, 2013
99.2	Lids Sports Group Questions and Answers regarding Macy's Licensed Sports Merchandise Departments

SIGNATURES

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

GENESCO INC.

Date: August 7, 2013

By: /s/ Roger G. Sisson
Name: Roger G. Sisson
Title: Senior Vice President, Secretary
and General Counsel

EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

**MACY'S AND LIDS SPORTS GROUP PARTNER TO OPEN LICENSED TEAM
SPORTSWEAR DEPARTMENTS IN MACY'S STORES AND ONLINE**

CINCINNATI, Ohio, and INDIANAPOLIS, Indiana, August 7, 2013 – Macy's, Inc. and LIDS Sports Group, a subsidiary of Genesco Inc., today announced that they have signed an agreement to open licensed team merchandise departments in Macy's stores nationwide and online under the name of Locker Room by Lids™.

Plans call for Locker Room by Lids departments to be piloted in approximately 25 Macy's stores and on macys.com in fall 2013, and an additional 175 in-store departments rolling out in spring 2014 as part of the initial phase. The departments, located in markets covering major professional sports teams and colleges, will be operated by LIDS Sports Group under a license agreement with Macy's.

Each department will contain licensed products associated with professional and collegiate teams, including those in NFL, MLB, NBA, NHL and NCAA. The assortment will encompass apparel and headwear for men, women and children, as well as home and novelty products such as glassware, throws and gnomes. Custom embroidery is also expected to be available in selected locations.

The size of the in-store licensed departments will vary by Macy's store, with an average of 500 to 1,000 square feet per location. The goal is also to incorporate an interactive kiosk through which customers can place online orders that can be shipped directly to their home or another designated address – thus serving customers who are fans of teams in other parts of the country.

LIDS Sports Group, a leading seller of licensed team products, will be the exclusive operator of Macy's in-store team sportswear. Macy's will be the exclusive U.S. department store with Locker Room by Lids locations.

"Our customers are passionate fans of their sports teams, whether they be local or elsewhere in the country. Through our partnership with LIDS, Macy's will be able to offer a focused assortment of team-related merchandise that is tailored to the fans who shop in each Macy's store. This is a natural and powerful expression of our My Macy's approach to serving local customers. Moreover, with Macy's rapidly emerging omnichannel capability, we can efficiently sell and fulfill orders for customers who may be fans of teams anywhere in America, or who are buying gifts for friends and family who live elsewhere," said Jeff Gennette, Macy's chief merchandising officer. "With Locker Room by Lids in hundreds of Macy's stores, we also are strengthening Macy's status as a destination for activewear. These new teamwear departments will complement our established assortments in active apparel and accessories, as well as athletic footwear now being supplied to Macy's customers in partnership with Finish Line."

"As we continue to grow our Locker Room by LIDS locations across North America, the opportunity to partner with Macy's allows us to immediately capture underserved markets in virtually every major sports city in the U.S." said Ken Kocher, President of LIDS Sports Group. "Combining our expertise in sports licensed merchandising with Macy's retail dominance gives us the ability to serve a much larger cross section of sports fans both in-store and online."

About Macy's Inc.

Macy's, Inc., with corporate offices in Cincinnati and New York, is one of the nation's premier retailers, with fiscal 2012 sales of \$27.7 billion. The company operates about 840 department stores in 45 states, the District of Columbia, Guam and Puerto Rico under the names of Macy's and Bloomingdale's, as well as the macys.com and bloomingdales.com websites. The company also operates 12 Bloomingdale's Outlet stores. Bloomingdale's in Dubai is operated by Al Tayer Group LLC under a license agreement.

About LIDS Sports Group

The LIDS Sports Group, operating within Hat World, Inc., is comprised of the LIDS retail headwear stores, the LIDS Locker Room specialty fan retail chain, the LIDS Clubhouse retail stores, the LIDS Team Sports wholesale team sports business, and the Internet businesses www.lids.com, www.lidslockerroom.com, www.lidsclubhouse.com, www.lidsteamssports.com and www.lids.ca. Operating out of Indianapolis, Indiana, the retail businesses make up more than 1,000 mall-based, airport, street level and factory outlet locations nationwide, and in Canada and Puerto Rico. LIDS retail stores offer officially licensed and branded headwear of collegiate teams, major professional sports teams, as well as other specialty fashion categories in the latest styles and colors. LIDS Locker Room is a mall-based retailer of sports headwear, apparel, accessories, and novelties which also operates under the Sports Fan-Attic and Sports Avenue retail concepts. Most LIDS and LIDS Locker Room stores also offer custom embroidery capability. LIDS Clubhouse operates team-specific professional sports and university athletics retail stores and e-commerce sites. LIDS Team Sports is a full-service team uniform and apparel dealer, custom screen printer, embroidery and sporting goods distributor. Hat World, Inc. is a subsidiary of Genesco Inc.

Safe Harbor Statements

Macy's

All statements in this press release that are not statements of historical fact are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based

upon the current beliefs and expectations of Macy's management and are subject to significant risks and uncertainties. Actual results could differ materially from those expressed in or implied by the forward-looking statements contained in this release because of a variety of factors, including conditions to, or changes in the timing of, proposed transactions, prevailing interest rates and non-recurring charges, competitive pressures from specialty stores, general merchandise stores, off-price and discount stores, manufacturers' outlets, the Internet, mail-order catalogs and television shopping and general consumer spending levels, including the impact of the availability and level of consumer debt, the effect of weather and other factors identified in documents filed by the company with the Securities and Exchange Commission.

Genesco Inc.

This release contains forward-looking statements. Actual department openings, operations and results could vary materially from the expectations reflected in these statements. A number of factors could cause differences including developments that have a negative effect on sales or earnings. Additional factors are cited in the "Risk Factors," "Legal Proceedings" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of, and elsewhere, in our SEC filings, copies of which may be obtained from the SEC website, www.sec.gov, or by contacting the investor relations department of Genesco via its website, www.genesco.com. Many of the factors that will determine the outcome of the subject matter of this release are beyond Genesco's ability to control or predict. Genesco undertakes no obligation to release publicly the results of any revisions to these forward looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Forward-looking statements reflect the expectations of Genesco at the time they are made. Genesco disclaims any obligation to update such statements.

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Lids Sports Group Questions and Answers:**Macy's Licensed Sports Merchandise Departments**

1. Is the arrangement with Macy's aimed at capturing a new customer for the Lids Sports Group, or is it a vehicle to accelerate expansion of your existing Locker Room by Lids concept?

Both. This arrangement will expose the Locker Room by Lids concept to a customer base that we believe is in some degree distinct from our existing customer base, and the cumulative square footage addition will significantly increase the overall footprint of Locker Room by Lids. (We estimate that the initial 200 Macy's departments anticipated by the agreement will represent a 70% increase in current Locker Room by Lids square footage.)

2. Does this announcement change your new store opening and acquisition strategy?

We intend to continue to pursue roll up acquisitions in the Locker Room space while we expand our Locker Room by Lids brand by opening new stores in malls across the country. We currently don't expect to adjust our new store growth plan based on the Macy's rollout plan.

3. How are you thinking about cannibalization? Is it fair to assume every Macy's licensed department location will overlap with an existing Lids hat store?

While approximately 90% of the Locker Room departments will overlap with an existing Lids store, at this point we are not concerned about significant cannibalization, due to the dissimilarities between Lids' and Macy's customer bases and product offerings. It is important to realize that the product presentation in the Macy's departments is planned to be very different from a

Lids store. The Macy's departments will be much less focused on headwear, and the hat selection that is carried in Macy's will be much more fan-oriented and less fashion-oriented than in a Lids store. But we will monitor the results closely for cannibalization as the Macy's departments begin operating.

4. How many Macy's departments will overlap with an existing Locker Room store?

Approximately 40 of the initial 200 will overlap with a current Locker Room or Clubhouse store. We do not anticipate significant cannibalization in Locker Room or Clubhouse stores, but we will monitor the results closely.

5. Are your vendors all on board with this deal or will you be limited in some of the brands/merchandise you can offer in Macy's?

All of our vendors are on board with the exception of a few minor players that are restricted by licenses or other agreements under which they operate from selling in department stores.

6. How quickly do you believe you can roll these departments out?

The plan is to open all pilot locations (25 to 30 locations) beginning in late September and early October of this year. The rollout in 2014 is planned to occur largely in the first quarter, with the goal of opening as many as 15 departments per week.

7. What is your anticipated investment associated with the build out and launch of these departments?

We are anticipating approximately \$75 per square foot for fixtures and \$115 per square foot for inventory. For the initial 200 stores, we estimate capital expenditures of \$50,000 and an inventory investment of \$75,000 to \$100,000 per store on average.

8. Who will own the inventory? Will Lids purchase Macy's current licensed team merchandise inventory?

Lids will own the inventory. We will purchase Macy's current licensed sports inventory from the pilot stores upon opening and from the remainder of the stores at the beginning of 2014. This is not a significant amount of inventory: We estimate that the total value of inventory we will purchase from Macy's is in the \$1 million to \$2 million range.

9. Is the Macy's online business something you can easily integrate into your current operating system?

All of the online orders will be processed through Macys.com, and then Lids will fulfill the orders from the Indianapolis distribution center. We think that the biggest task in the online integration process will be adding the full assortment of Lids merchandise to the Macy's website.

10. Will you manage Macy's licensed team merchandise in the remaining stores that don't have dedicated Lids departments?

Lids has the exclusive opportunity to manage licensed sports merchandise in all Macy's stores. Initially, we will focus on the rollout of the 200 doors anticipated by the license agreement and as a rule will not offer licensed team merchandise in Macy's stores that do not have a dedicated Locker Room department. However, in hot market environments without a Locker Room shop, Lids may provide licensed sports inventory for Macy's employees to manage and sell.

11. Will the departments be staffed with your employees?

Yes, all the licensed shops will be staffed with Lids employees.

12. What are the terms of the agreement?

The agreement is for a 7 year initial term with renewal periods available if we meet sales hurdle requirements. The license fee paid to Macy's is based on a percentage of sales produced by each physical department. The online portion of the agreement has a similar license fee structure.

13. Will the Lids shops have to take part in Macy's promotions or are they exempt? Are the operating margins on this business (once fully up and running) similar to your current business or lower due to a licensing fee?

We expect the departments to participate in Macy's promotions, which we believe will be an important driver of sales. Generally, we are targeting operating margins similar to our freestanding Locker Room by Lids stores.

14. What is the eventual revenue opportunity for this new venture once completely rolled out?

We estimate that the combined annual revenue opportunity between the physical departments and online shop is upwards of \$75 million when the initial 200 store rollout is complete. If the initial stores are successful, we will, together with Macy's, examine the opportunity to expand beyond the 200 stores.