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 28, 2014 (August 28, 2014)

GENESCO INC.

(Exact Name of Registrant as Specified in Charter)

Tennessee	**1-3083**	**62-0211340**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1415 Murfreesboro Road **Nashville, Tennessee**	**37217-2895**
(Address of Principal Executive Offices)	(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))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On August 28, 2014, Genesco Inc. issued a press release announcing results of operations for the fiscal second quarter ended August 2, 2014. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On August 28, 2014, Genesco Inc. also posted on its website, www.genesco.com, commentary by its chief financial officer on the quarterly results. A copy of the commentary is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

In addition to disclosing financial results calculated in accordance with United States generally accepted accounting principles (GAAP), the press release and commentary furnished herewith contain non-GAAP financial measures, including adjusted selling, general and administrative expense, operating earnings, pretax earnings, earnings from continuing operations and earnings per share from continuing operations, as discussed in the text of the release and commentary and as detailed on the reconciliation schedule attached to the press release and commentary. For consistency and ease of comparison with Fiscal 2015's previously announced earnings expectations and the adjusted results for the prior period announced last year, the Company believes that disclosure of the non-GAAP measures will be useful to investors.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit Number	**Description**
99.1	Press Release dated August 28, 2014, issued by Genesco Inc.
99.2	Genesco Inc. Second Fiscal Quarter Ended August 2, 2014 Chief Financial Officer's Commentary

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 28, 2014	By:	/s/ Roger G. Sisson
	Name:	Roger G. Sisson
	Title:	Senior Vice President, Secretary and General Counsel

EXHIBIT INDEX

No.	Exhibit
99.1	Press Release dated August 28, 2014
99.2	Genesco Inc. Second Fiscal Quarter Ended August 2, 2014 Chief Financial Officer’s Commentary

Exhibit 99.1

Financial Contact: James S. Gulmi (615) 367-8325
Media Contact: Claire S. McCall (615) 367-8283

GENESCO REPORTS SECOND QUARTER FISCAL 2015 RESULTS

NASHVILLE, Tenn., Aug. 28, 2014 --- Genesco Inc. (NYSE: GCO) today reported earnings from continuing operations for the second quarter ended August 2, 2014, of $4.8 million, or $0.20 per diluted share, compared to earnings from continuing operations of $8.5 million, or $0.36 per diluted share, for the second quarter ended August 3, 2013. Fiscal 2015 second quarter results reflect expenses of $3.6 million, or $0.14 per diluted share after tax, including $2.2 million related to deferred purchase price payments in connection with the acquisition of Schuh Group Limited; and $1.4 million in network intrusion expenses, asset impairment charges and other legal matters. Fiscal 2014 second quarter results reflected expenses of $6.6 million, or $0.20 per diluted share after tax, including $5.9 million associated with a change in accounting for bonus awards, $2.8 million related to deferred purchase price payments in connection with the acquisition of Schuh Group Limited, and $1.2 million for other legal matters, network intrusion expenses and impairment charges, partially offset by a net gain of $3.3 million on the termination of the lease of a New York City Journeys store location.

Adjusted for the items described above in both periods, earnings from continuing operations were $8.0 million, or $0.34 per diluted share, for the second quarter of Fiscal 2015, compared to earnings from continuing operations of $13.2 million, or $0.56 per diluted share, for the second quarter of Fiscal 2014. For consistency with Fiscal 2015's previously announced earnings expectations and with previously reported adjusted results for the prior year period, the Company believes that the disclosure of the results from continuing operations adjusted for these items will be useful to investors. A reconciliation of earnings and earnings per share from continuing operations in accordance with U.S. Generally Accepted Accounting Principles with the adjusted earnings and earnings per share numbers presented in this paragraph is set forth on Schedule B to this press release.

Net sales for the second quarter of Fiscal 2015 increased 7.1% to $615 million from $575 million in the second quarter of Fiscal 2014. Consolidated second quarter 2015 comparable sales, including same store sales and comparable e-commerce and catalog sales, increased 2%, with a 5% increase in the Journeys Group, a 2% decrease in the Lids Sports Group, a 1% increase in the Schuh Group, and a 2% increase in the Johnston & Murphy Group.

Robert J. Dennis, chairman, president and chief executive officer of Genesco, said, “We are disappointed with our second quarter earnings performance. Solid comparable sales gains and a strong topline performance in our direct businesses were not enough to offset a sales and gross margin shortfall versus plan at the Lids Sports Group. The third quarter is off to a solid start, with consolidated comparable sales for the Company up 4% through August 23, 2014.”

Dennis also discussed the Company’s updated outlook. “Based on our second quarter performance and slightly lower expectations for the balance of the year at Lids, we now expect adjusted Fiscal 2015 diluted earnings per share in the range of $5.10 to $5.20, or from flat to a 2% increase over Fiscal 2014’s adjusted earnings per share of $5.09, down from our previously issued guidance of $5.40 to $5.55. Consistent with our previous guidance, these expectations do not include non-cash asset impairments and other charges, partially offset by a gain on a lease termination in the first quarter this year, which we estimate will be in the range of $3.2 million to $3.7 million pretax, or $0.08 to $0.10 per share, after tax, in Fiscal 2015. These expectations also do not reflect a $5.7 million, or $0.15 per diluted share, change in the first quarter related to the change in accounting for bonus awards. Finally, the expected earnings per share do not reflect compensation expense associated with the Schuh deferred purchase price as described above, which is currently estimated at approximately $7.4 million, or $0.31 per diluted share, for the full year. This guidance assumes a comparable sales increase in the low single digit range for the full fiscal year." A reconciliation of the adjusted financial measures cited in the guidance to their corresponding measures as reported pursuant to U.S. Generally Accepted Accounting Principles is included in Schedule B to this press release.

Dennis concluded, "We continue to believe our longer-term future is compelling based on the strength of our brands and the numerous omnichannel initiatives that are helping fortify their strategic positions."

Conference Call and Management Commentary

The Company has posted detailed financial commentary in writing on its website, www.genesco.com, in the investor relations section. The Company's live conference call on August 28, 2014 at 7:30 a.m. (Central time), may be accessed through the Company's internet website, www.genesco.com. To listen live, please go to the website at least 15 minutes early to register, download and install any necessary software.

Cautionary Note Concerning Forward-Looking Statements

This release contains forward-looking statements, including those regarding the performance outlook for the Company and its individual businesses (including, without limitation, sales, expenses, margins and earnings) and all other statements not addressing solely historical facts or present conditions. Actual results could vary materially from the expectations reflected in these statements. A number of factors could cause differences. These include adjustments to estimates reflected in forward-looking statements, including the amount of required accruals related to the earn-out bonus potentially payable to Schuh management based on the achievement of certain performance objectives; the timing and amount of non-cash asset impairments related to retail store fixed assets or to intangible assets of acquired businesses; the effectiveness of our omnichannel initiatives, weakness in the consumer economy; competition in the Company's markets; inability of customers to obtain credit; fashion trends that affect the sales or product margins of the Company's retail product offerings; changes in buying patterns by significant wholesale customers; bankruptcies or deterioration in financial condition of significant wholesale customers; disruptions in product supply or distribution; unfavorable trends in fuel costs, foreign exchange rates, foreign labor and material costs, and other factors affecting the cost of products; the Company's ability to continue to complete and integrate acquisitions, expand its business and diversify its product base; and changes in the timing of holidays or in the onset of seasonal weather affecting period-to-period sales comparisons. Additional factors that could affect the Company's prospects and cause differences from expectations include the ability to build, open, staff and support additional retail stores and to renew leases in existing stores and control occupancy costs, and to conduct required remodeling or refurbishment on schedule and at expected expense levels; deterioration in the performance of individual businesses or of the Company's market value relative to its book value, resulting in impairments of fixed assets or intangible assets or other adverse financial consequences; unexpected changes to the market for the Company's shares; variations from expected pension-related charges caused by conditions in the financial markets; and the cost and outcome of litigation, investigations and environmental matters involving the Company. 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 our 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 the Company at the time they are made. The Company disclaims any obligation to update such statements.

About Genesco Inc.

Genesco Inc., a Nashville-based specialty retailer, sells footwear, headwear, sports apparel and accessories in more than 2,670 retail stores and leased departments throughout the U.S., Canada, the United Kingdom and the Republic of Ireland, principally under the names Journeys, Journeys Kidz, Shi by Journeys, Underground by Journeys, Schuh, Schuh Kids, Lids, Locker Room by Lids, Lids Clubhouse, Johnston & Murphy, and on internet websites www.journeys.com, www.journeyskidz.com, www.shibyjourneys.com, www.schuh.co.uk, www.johnstonmurphy.com, www.lids.com, www.lids.ca, www.lidslockerroom.com, www.lidsteamsports.com, www.lidsclubhouse.com, www.trask.com, www.suregripfootwear.com and www.dockersshoes.com. The Company's Lids Sports Group division operates the Lids headwear stores, the Locker Room by Lids and other team sports fan shops and single team clubhouse stores, and the Lids Team Sports team dealer business. In addition, Genesco sells wholesale footwear under its Johnston & Murphy brand, the Trask brand, the licensed Dockers brand, SureGrip, and other brands. For more information on Genesco and its operating divisions, please visit www.genesco.com.

GENESCO INC.

Consolidated Earnings Summary

	Three Months Ended		Six Months Ended	
In Thousands	**August 2, 2014**	August 3, 2013	**August 2, 2014**	August 3, 2013
Net sales	**$ 615,474**	$ 574,746	**$ 1,244,299**	$ 1,166,134
Cost of sales	**313,729**	291,938	**626,610**	584,889
Selling and administrative expenses*	**290,239**	274,420	**583,576**	545,804
Asset impairments and other, net	**1,422**	(7,140)	**311**	(5,811)
Earnings from operations	**10,084**	15,528	**33,802**	41,252
Interest expense, net	**782**	1,140	**1,483**	2,179
Earnings from continuing operations before income taxes	**9,302**	14,388	**32,319**	39,073
Income tax expense	**4,534**	5,923	**13,453**	16,099
Earnings from continuing operations	**4,768**	8,465	**18,866**	22,974
Provision for discontinued operations	**(74)**	(125)	**(199)**	(224)
Net Earnings	**$ 4,694**	$ 8,340	**$ 18,667**	$ 22,750

*Includes $2.2 million and $5.3 million, respectively, in deferred payments related to the Schuh acquisition for the second quarter and first six months ended August 2, 2014, respectively, and $2.8 million and $5.7 million for the second quarter and first six months ended August 3, 2013, respectively.

Earnings Per Share Information

	Three Months Ended		Six Months Ended	
In Thousands (except per share amounts)	**August 2, 2014**	August 3, 2013	**August 2, 2014**	August 3, 2013
Preferred dividend requirements	**$ —**	$ —	**$ —**	$ 33
Average common shares - Basic EPS	**23,496**	23,274	**23,432**	23,284
Basic earnings per share:				
From continuing operations	**$ 0.20**	$ 0.36	**$ 0.81**	$ 0.99
Net earnings	**$ 0.20**	$ 0.36	**$ 0.80**	$ 0.98
Average common and common equivalent shares - Diluted EPS	**23,622**	23,523	**23,657**	23,627
Diluted earnings per share:				
From continuing operations	**$ 0.20**	$ 0.36	**$ 0.80**	$ 0.97
Net earnings	**$ 0.20**	$ 0.35	**$ 0.79**	$ 0.96

Exhibit 99.1

GENESCO INC.

Consolidated Earnings Summary

In Thousands	Three Months Ended August 2, 2014	Three Months Ended August 3, 2013	Six Months Ended August 2, 2014	Six Months Ended August 3, 2013
Sales:				
Journeys Group	**$ 236,838**	$ 222,471	**$ 498,961**	$ 479,614
Schuh Group	**99,770**	82,109	**181,046**	150,432
Lids Sports Group	**199,317**	192,456	**388,583**	370,361
Johnston & Murphy Group	**54,995**	53,258	**118,392**	111,683
Licensed Brands	**24,292**	23,869	**56,754**	53,224
Corporate and Other	**262**	583	**563**	820
Net Sales	**$ 615,474**	$ 574,746	**$ 1,244,299**	$ 1,166,134
Operating Income (Loss):				
Journeys Group	**$ 6,820**	$ 1,717	**$ 26,497**	$ 23,930
Schuh Group (1)	**(197)**	(1,433)	**(5,338)**	(6,076)
Lids Sports Group	**8,474**	12,725	**16,611**	23,521
Johnston & Murphy Group	**(424)**	1,751	**4,072**	5,599
Licensed Brands	**1,873**	1,471	**5,394**	4,392
Corporate and Other (2)	**(6,462)**	(703)	**(13,434)**	(10,114)
Earnings from operations	**10,084**	15,528	**33,802**	41,252
Interest, net	**782**	1,140	**1,483**	2,179
Earnings from continuing operations before income taxes	**9,302**	14,388	**32,319**	39,073
Income tax expense	**4,534**	5,923	**13,453**	16,099
Earnings from continuing operations	**4,768**	8,465	**18,866**	22,974
Provision for discontinued operations	**(74)**	(125)	**(199)**	(224)
Net Earnings	**$ 4,694**	$ 8,340	**$ 18,667**	$ 22,750

(1)Includes $2.2 million and $5.3 million, respectively, in deferred payments related to the Schuh acquisition for the second quarter and first six months ended August 2, 2014, respectively, and $2.8 million and $5.7 million for the second quarter and first six months ended August 3, 2013, respectively.

(2)Includes a $1.4 million charge in the second quarter of Fiscal 2015 which includes $0.6 million for network intrusion expenses, $0.4 million for asset impairments and $0.6 million for other legal matters, partially offset by a $0.2 million gain for a lease termination. Includes a $0.3 million charge for the first six months of Fiscal 2015 which includes a $3.3 million gain on a lease termination, partially offset by $1.8 million for network intrusion expenses, $1.2 million for asset impairments and $0.6 million for other legal matters. Includes $7.1 million income in the second quarter of Fiscal 2014 which includes an $8.3 million gain on a lease termination, partially offset by a $0.5 million charge for other legal matters, a $0.5 million charge for network intrusion expenses and a $0.2 million charge for asset impairments. Includes $5.8 million income for the first six months of Fiscal 2014 which includes an $8.3 million gain on a lease termination, partially offset by $1.4 million for asset impairments, $0.6 million for network intrusion expenses and $0.5 million for other legal matters.

Exhibit 99.1

GENESCO INC.

Consolidated Balance Sheet

In Thousands		**August 2, 2014**		August 3, 2013
Assets				
Cash and cash equivalents	**$**	**59,303**	$	46,027
Accounts receivable		**54,142**		50,188
Inventories		**669,388**		628,074
Other current assets		**96,414**		84,943
Total current assets		**879,247**		809,232
Property and equipment		**296,407**		244,589
Other non-current assets		**405,183**		403,528
Total Assets	**$**	**1,580,837**	$	1,457,349
Liabilities and Equity				
Accounts payable	**$**	**237,777**	$	244,752
Current portion long-term debt		**29,284**		5,313
Other current liabilities		**172,991**		134,717
Total current liabilities		**440,052**		384,782
Long-term debt		**47,083**		67,813
Other long-term liabilities		**148,411**		171,562
Equity		**945,291**		833,192
Total Liabilities and Equity	**$**	**1,580,837**	$	1,457,349

GENESCO INC.

Retail Units Operated - Six Months Ended August 2, 2014

	Balance 2/2/2013	Acqui-sitions	Open	Close	Balance 2/1/2014	Acqui-sitions	Open	Close	Balance 8/2/2014
Journeys Group	1,157	—	39	28	1,168	—	12	8	**1,172**
Journeys	820	—	20	13	827	—	5	3	**829**
Underground by Journeys	130	—	—	13	117	—	—	2	**115**
Journeys Kidz	156	—	19	1	174	—	7	2	**179**
Shi by Journeys	51	—	—	1	50	—	—	1	**49**
Schuh Group	92	—	29	22	99	—	4	4	**99**
Schuh UK*	70	—	29	9	90	—	4	4	**90**
Schuh ROI	9	—	—	—	9	—	—	—	**9**
Schuh Concessions*	13	—	—	13	—	—	—	—	**—**
Lids Sports Group**	1,053	15	102	37	1,133	19	101	20	**1,233**
Johnston & Murphy Group	157	—	13	2	168	—	6	4	**170**
Shops	102	—	6	2	106	—	2	2	**106**
Factory Outlets	55	—	7	—	62	—	4	2	**64**
Total Retail Units	2,459	15	183	89	2,568	19	123	36	**2,674**
Permanent Units*	2,446	15	173	69	2,565	19	123	33	**2,674**

Retail Units Operated - Three Months Ended August 2, 2014

	Balance 5/3/2014	Acqui-sitions	Open	Close	Balance 8/2/2014
Journeys Group	1,172	—	5	5	**1,172**
Journeys	828	—	3	2	**829**
Underground by Journeys	117	—	—	2	**115**
Journeys Kidz	178	—	2	1	**179**
Shi by Journeys	49	—	—	—	**49**
Schuh Group	100	—	2	3	**99**
Schuh UK*	91	—	2	3	**90**
Schuh ROI	9	—	—	—	**9**
Lids Sports Group**	1,134	19	82	2	**1,233**
Johnston & Murphy Group	167	—	5	2	**170**
Shops	105	—	2	1	**106**
Factory Outlets	62	—	3	1	**64**
Total Retail Units	2,573	19	94	12	**2,674**
Permanent Units*	2,571	19	94	10	**2,674**

*Excludes Schuh Concessions and temporary "pop-up" locations.
**Includes 95 Locker Room by Lids in Macy's stores as of August 2, 2014.

Comparable Sales (including same store and comparable direct sales)

	Three Months Ended		Six Months Ended	
	August 2, 2014	August 3, 2013	**August 2, 2014**	August 3, 2013
Journeys Group	**5 %**	(1)%	**3 %**	(1)%
Schuh Group	**1 %**	(7)%	**0 %**	(9)%
Lids Sports Group	**(2)%**	(3)%	**(1)%**	(4)%
Johnston & Murphy Group	**2 %**	7 %	**1 %**	7 %
Total Comparable Sales	**2 %**	(2)%	**1 %**	(3)%

Schedule B

Genesco Inc.

Adjustments to Reported Earnings from Continuing Operations

Three Months Ended August 2, 2014 and August 3, 2013

In Thousands (except per share amounts)	**Three Months July 2014**	**Impact on Diluted EPS**	Three Months July 2013	Impact on Diluted EPS
Earnings from continuing operations, as reported	**$ 4,768**	**$ 0.20**	$ 8,465	$ 0.36
Adjustments: (1)				
Impairment charges	**260**	**0.01**	133	0.01
Deferred payment - Schuh acquisition	**2,227**	**0.09**	2,851	0.12
Gain on lease termination	**(113)**	**—**	(2,077)	(0.09)
Change in accounting for bonus awards	**—**	**—**	3,698	0.16
Other legal matters	**386**	**0.02**	315	0.01
Network intrusion expenses	**360**	**0.02**	271	0.01
Higher (lower) effective tax rate	**129**	**—**	(466)	(0.02)
Adjusted earnings from continuing operations (2)	**$ 8,017**	**$ 0.34**	$ 13,190	$ 0.56

(1) All adjustments are net of tax where applicable. The tax rate for the second quarter of Fiscal 2015 is 37.9% excluding a FIN 48 discrete item of less than $0.1 million. The tax rate for the second quarter of Fiscal 2014 is 36.9% excluding a FIN 48 discrete item of less than $0.1 million.

(2) EPS reflects 23.6 million and 23.5 million share count for Fiscal 2015 and 2014, respectively, which includes common stock equivalents in both years.

The Company believes that disclosure of earnings and earnings per share from continuing operations adjusted for the items not reflected in the previously announced expectations will be meaningful to investors, especially in light of the impact of such items on the results.

Schedule B

Genesco Inc.
Adjustments to Reported Operating Income
Three Months Ended August 2, 2014 and August 3, 2013

In Thousands	Three Months Ended August 2, 2014 Operating Income	Bonus Adj and Other	Adj Operating Income
Journeys Group	$ 6,820	$ —	$ 6,820
Schuh Group*	(197)	2,227	2,030
Lids Sports Group	8,474	—	8,474
Johnston & Murphy Group	(424)	—	(424)
Licensed Brands	1,873	—	1,873
Corporate and Other	(6,462)	1,422	(5,040)
Total Operating Income	$ 10,084	$ 3,649	$ 13,733

*Schuh Group adjustments include $2.2 million in deferred purchase price payments.

In Thousands	Three Months Ended August 3, 2013 Operating Income	Bonus Adj and Other	Adj Operating Income
Journeys Group	$ 1,717	$ 4,642	$ 6,359
Schuh Group*	(1,433)	4,224	2,791
Lids Sports Group	12,725	(37)	12,688
Johnston & Murphy Group	1,751	9	1,760
Licensed Brands	1,471	2	1,473
Corporate and Other	(703)	(2,284)	(2,987)
Total Operating Income	$ 15,528	$ 6,556	$ 22,084

*Schuh Group adjustments include $2.8 million in deferred purchase price payments.

Schedule B

Genesco Inc.

Adjustments to Reported Earnings from Continuing Operations

Six Months Ended August 2, 2014 and August 3, 2013

In Thousands (except per share amounts)	**Six Months July 2014**	**Impact on Diluted EPS**	Six Months July 2013	Impact on Diluted EPS
Earnings from continuing operations, as reported	**$ 18,866**	**$ 0.80**	$ 22,974	$ 0.97
Adjustments: (1)				
Impairment charges	**779**	**0.03**	893	0.04
Deferred payment - Schuh acquisition	**5,329**	**0.22**	5,702	0.24
Gain on lease termination	**(2,104)**	**(0.09)**	(2,077)	(0.09)
Change in accounting for bonus awards	**3,575**	**0.15**	7,815	0.33
Other legal matters	**399**	**0.02**	302	0.01
Network intrusion expenses	**1,121**	**0.05**	360	0.02
Higher (lower) effective tax rate	**(654)**	**(0.03)**	(532)	(0.02)
Adjusted earnings from continuing operations (2)	**$ 27,311**	**$ 1.15**	$ 35,437	$ 1.50

(1) All adjustments are net of tax where applicable. The tax rate for the first six months of Fiscal 2015 is 37.3% excluding a FIN 48 discrete item of less than $0.1 million. The tax rate for the first six months of Fiscal 2014 is 37.0% excluding a FIN 48 discrete item of less than $0.1 million.

(2) EPS reflects 23.7 million and 23.6 million share count for Fiscal 2015 and 2014, respectively, which includes common stock equivalents in both years.

The Company believes that disclosure of earnings and earnings per share from continuing operations adjusted for the items not reflected in the previously announced expectations will be meaningful to investors, especially in light of the impact of such items on the results.

Exhibit 99.1

Schedule B

Genesco Inc.
Adjustments to Reported Operating Income
Six Months Ended August 2, 2014 and August 3, 2013

	Six Months Ended August 2, 2014		
In Thousands	Operating Income	Bonus Adj and Other	Adj Operating Income
Journeys Group	$ 26,497	$ 4,919	$ 31,416
Schuh Group*	(5,338)	5,329	(9)
Lids Sports Group	16,611	—	16,611
Johnston & Murphy Group	4,072	25	4,097
Licensed Brands	5,394	—	5,394
Corporate and Other	(13,434)	1,046	(12,388)
Total Operating Income	$ 33,802	$ 11,319	$ 45,121

*Schuh Group adjustments include $5.3 million in deferred purchase price payments.

	Six Months Ended August 3, 2013		
In Thousands	Operating Income	Bonus Adj and Other	Adj Operating Income
Journeys Group	$ 23,930	$ 6,060	$ 29,990
Schuh Group*	(6,076)	8,692	2,616
Lids Sports Group	23,521	1,676	25,197
Johnston & Murphy Group	5,599	13	5,612
Licensed Brands	4,392	(4)	4,388
Corporate and Other	(10,114)	843	(9,271)
Total Operating Income	$ 41,252	$ 17,280	$ 58,532

*Schuh Group adjustments include $5.7 million in deferred purchase price payments.

Schedule B

Genesco Inc.

Adjustments to Forecasted Earnings from Continuing Operations

Fiscal Year Ending January 31, 2015

In Thousands (except per share amounts)	High Guidance Fiscal 2015		Low Guidance Fiscal 2015	
Forecasted earnings from continuing operations	$ 110,174	$ 4.66	$ 107,491	$ 4.54
Adjustments: (1)				
Asset impairment and other charges	1,983	0.08	2,296	0.1
Change in accounting for bonus awards	3,575	0.15	3,575	0.15
Deferred payment - Schuh acquisition	7,380	0.31	7,380	0.31
Adjusted forecasted earnings from continuing operations (2)	$ 123,112	$ 5.20	$ 120,742	$ 5.10

(1) All adjustments are net of tax where applicable. The forecasted tax rate for Fiscal 2015 is approximately 37.3% excluding a FIN 48 discrete item of $0.1 million.

(2) EPS reflects 23.7 million share count for Fiscal 2015 which includes common stock equivalents.

This reconciliation reflects estimates and current expectations of future results. Actual results may vary materially from these expectations and estimates, for reasons including those included in the discussion of forward-looking statements elsewhere in this release. The Company disclaims any obligation to update such expectations and estimates.

GENESCO INC.
CHIEF FINANCIAL OFFICER'S COMMENTARY
FISCAL YEAR 2015
SECOND QUARTER ENDED AUGUST 2, 2014

Consolidated Results

Second Quarter

Sales

Second quarter net sales increased 7.1% to $615 million in Fiscal 2015 from $575 million in the second quarter of Fiscal 2014. Comparable sales for Genesco and each of its business segments, including both same store sales and comparable sales from the Company's direct (e-commerce and catalog) businesses for the quarter, were as follows:

Comparable Sales

Same Store Sales:	2nd Qtr FY15	2nd Qtr FY14
Journeys Group	5%	(1)%
Schuh Group	(1)%	(8)%
Lids Sports Group	(3)%	(4)%
Johnston & Murphy Group	2%	6%
Total Genesco	1%	(3)%

Comparable Direct Sales:	2nd Qtr FY15	2nd Qtr FY14
Journeys Group	31%	21%
Schuh Group	14%	(1)%
Lids Sports Group	10%	25%
Johnston & Murphy Group	2%	12%
Total Genesco	13%	11%

Same Store and Comparable Direct Sales:	2nd Qtr FY15	2nd Qtr FY14
Journeys Group	5%	(1)%
Schuh Group	1%	(7)%
Lids Sports Group	(2)%	(3)%
Johnston & Murphy Group	2%	7%
Total Genesco	2%	(2)%

Through August 23, 2014, same store sales for August increased 4% and direct sales increased 10% on a comparable basis; and combined comparable sales increased 4%.

Gross Margin

Second quarter gross margin was 49.0% this year compared with 49.2% last year, primarily reflecting lower gross margins in Schuh, Lids, and Johnston & Murphy**.**

SG&A

Selling and administrative expense for the second quarter decreased to 47.2% of sales from 47.7% for the same period last year. Included in expenses this quarter is $2.2 million, or $0.09 per diluted share, in expense related to deferred purchase price in the Schuh acquisition. The remaining deferred purchase price payment of £10 million is due in June 2015 if the payees remain employed until the payment date. A deferred purchase price payment of £15 million was paid in June 2014. As we have discussed before, because of the retention feature, U.S. GAAP requires deferred purchase price payments to be expensed as compensation. This is a non-cash expense until the payment conditions are satisfied. Last year, expenses in the quarter included $2.8 million or $0.12 per diluted share of deferred purchase price. Last year's expenses also reflected a gain of $5.9 million, or $0.16 per diluted share, recognized in connection with a change to the accounting treatment of "banked" bonuses under the Company's EVA Incentive Plan. During the first quarter of this year, an amendment to the EVA Incentive Plan had the result of restoring the accounting treatment of banked bonuses that had been in effect prior to the accounting change last year. With the Plan amendment, the Company recorded a one-time charge of $5.7 million in the first quarter this year, representing the total of all "banked" bonuses as of the date of the amendment. Consequently, SG&A expense for the second quarter this year does not include any amortization of banked bonuses. Excluding the deferred purchase price expense from both periods and the effects of the bonus-related accounting change from last year, and additional expenses related to the lease termination, from last year (collectively, the "Excluded Items"), SG&A as a percent of sales increased to 46.8% from 45.4% last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is provided in the schedule at the end of this document.

Also included in second quarter SG&A expense, but not eliminated from the adjusted expense, is $3.2 million, or $0.11 per diluted share, this year, and $2.3 million, or $0.07 per diluted share, last year, related to a contingent bonus payment provided for in the Schuh acquisition. The purchase agreement calls for a total payment of up to £28 million including payroll taxes to members of the Schuh management group payable in Fiscal 2016 if they have achieved certain earnings targets above the planned earnings on which we based our acquisition valuation. As we have discussed previously, there will be quarterly accruals for a portion of this payment, reflecting an estimate of the probability, based on Schuh's performance, that it will be earned. We anticipate that the contingent bonus will be fully accrued by the end of the current fiscal year.

Asset Impairment and Other Items

The asset impairment and other charge of $1.4 million for the second quarter of Fiscal 2015 included network intrusion expenses of $0.6 million, $0.6 million for other legal matters, and asset impairments of $0.4 million, partially offset by a $0.2 million gain for a lease termination. Last year's second quarter asset impairment and other gain of $7.1 million included an $8.3 million gain on a lease termination, partially offset by a $0.5 million charge for other legal matters, a $0.5 million charge for network intrusion expenses and a $0.2 million charge for asset impairments.

Operating Income

Genesco's operating income for the second quarter was $10.1 million this year compared with $15.5 million last year. Adjusted for the Excluded Items and Asset Impairment and Other Items discussed above in both periods, operating income for the second quarter was $13.7 million this year compared with $22.1 million last year. Adjusted operating margin was 2.2% of sales in the second quarter this year and 3.8% last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is provided in the schedule at the end of this document.

Interest Expense

Net interest expense for the quarter was $0.8 million, compared with $1.1 million for the same period last year.

Pretax Earnings

Pretax earnings for the quarter were $9.3 million this year and $14.4 million last year. Adjusted for the Excluded Items and Asset and Impairment and Other Items in both years, pretax earnings for the quarter were $13.0 million this year compared to $20.9 million last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is provided in the schedule at the end of this document.

Taxes

The effective tax rate for the quarter was 48.7% this year compared to 41.2% last year. The adjusted tax rate, reflecting the exclusion of the Excluded Items and Asset Impairment and Other Items, was 38.1% this year compared to 37.0 % last year. The adjusted tax rate excludes tax related to the Alternative Minimum Tax for prior years in Puerto Rico, which increases the effective tax rate on a GAAP basis.

Earnings From Continuing Operations After Taxes

Earnings from continuing operations were $4.8 million, or $0.20 per diluted share, in the second quarter this year, compared to earnings of $8.5 million, or $0.36 per diluted share, in the second quarter last year. Adjusted for the Excluded Items and Asset Impairment and Other Items in both periods, second quarter earnings from continuing operations were $8.0 million, or $0.34 per diluted share this year, compared with $13.2 million, or $0.56 per diluted share, last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure is provided in the schedule at the end of this document.

Segment Results

Lids Sports Group

Lids Sports Group's sales for the second quarter increased 3.6% to $199 million from $192 million last year.

Same store sales for the quarter decreased 3% this year compared to 4% last year. Comparable direct sales increased 10% compared to 25% last year. Comparable sales, including both same store and comparable direct sales, decreased 2% this year compared to 3% last year. Through August 23, 2014, same store sales for August increased 3%; e-commerce sales increased 2%; and combined comparable sales increased 3%.

The Group's gross margin as a percent of sales decreased 40 basis points due primarily to increased promotional activity and increased shipping and warehouse expense. SG&A expense as a percent of sales increased 200 basis points from 45.2% to 47.2%, due primarily to negative leverage from negative comparable sales with an increase in rent expense driven by square footage growth of more than 17% this year.

The Group's second quarter operating income was $8.5 million, or 4.3% of sales, down from $12.7 million, or 6.6% of sales, last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Journeys Group

Journeys Group's sales for the quarter increased 6.5% to $237 million from $222 million last year.

Same store sales for the Group were up 5%, compared with a 1% decrease last year; comparable direct sales increased 31% this year and 21% last year. Combined comparable sales increased 5% this year compared with a 1% decrease last year. Through August 23, 2014, same store sales for August increased 5%; comparable direct sales increased 21%; and combined comparable sales increased 5%.

Adjusted gross margin for the Journeys Group increased 10 basis points in the quarter due primarily to a change in sales mix**.**

The Journeys Group's adjusted SG&A expense increased 10 basis points as a percent of sales for the second quarter, reflecting increased advertising expenses.

The Journeys Group's operating income for the quarter was $6.8 million, or 2.9% of sales, compared to $6.4 million, or 2.9% of sales, last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Schuh Group

Schuh Group's sales in the second quarter were $100 million, compared to $82 million last year, an increase of 21.5%. Same store sales decreased 1% in the quarter compared to 8% last year; direct sales increased 14% compared to a 1% decrease last year; and total comparable sales increased by 1% compared to a 7% decrease last year. Through August 23, 2014, same store sales for August increased 3%; comparable direct sales increased 23%; and total comparable sales increased 5%.

Schuh Group's gross margin was down 10 basis points in the quarter. Schuh Group's adjusted SG&A expense increased 130 basis points due to a higher contingent bonus accrual in the second quarter this year compared to the same period last year.

Schuh Group's adjusted operating income was $2.0 million, or 2.0% of sales compared with $2.8 million, or 3.4% of sales last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Johnston & Murphy Group

Johnston & Murphy Group's second quarter sales increased 3.3%, to $55 million, compared to $53 million in the second quarter last year.

Same store sales increased 2%; direct sales increased 2%; and combined comparable sales increased 2% on top of a 7% increase last year. Direct sales represented about 10% of Johnston & Murphy Group's sales this quarter. Through August 23, 2014, same store sales for August increased 1%; e-commerce and catalog sales decreased 20%; and combined comparable sales decreased 2%.

Johnston & Murphy's gross margin for the Group decreased 30 basis points in the quarter primarily due to increased shipping and warehouse expense. SG&A expense as a percent of sales increased by 380 basis points, due primarily to increased store-related costs and higher advertising expenses. The Group's operating loss was ($0.4) million or (0.8%) of sales, compared to operating income of $1.8 million, or 3.3% of sales last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Licensed Brands

Licensed Brands' sales increased 1.8% to $24 million in the second quarter this year, compared to $24 million in the second quarter last year. Gross margin was up 140 basis points, due primarily to changes in product mix.

SG&A expense as a percent of sales was down 10 basis points.

Operating income for the quarter was $1.9 million or 7.7% of sales, compared with $1.5 million, or 6.2% of sales last year. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Corporate

Corporate expenses were $6.5 million or 1.0% of sales, compared with $0.7 million or 0.1% of sales last year. Adjusted for the applicable Excluded Items, corporate expenses were $5.0 million this year compared to $3.0 million last year, primarily due to increased bonus expense. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures is posted on the Company's website in conjunction with this document.

Balance Sheet

Cash

Cash at the end of the second quarter was $59 million compared with $46 million last year. We ended the quarter with $76 million in debt, compared with $73 million last year. This year’s debt included $55 million in U.K. debt and the remaining $21 million in U.S. revolver borrowings. Last year’s second quarter included $54 million in revolver borrowings and $19 million in U.K. debt.

Inventory

Inventories increased 7% in the second quarter on a year-over-year basis. Retail inventory per square foot decreased 2%.

Equity

Equity was $945 million at quarter-end, compared with $833 million last year.

Capital Expenditures and Store Count

For the second quarter, capital expenditures were $32.9 million and depreciation and amortization was $18.4 million. During the quarter, we acquired 19 stores, opened 32 new stores and closed 12 stores. Excluding Locker Room by Lids in Macy’s stores, we ended the quarter with 2,579 stores compared with 2,488 stores at the end of the second quarter last year, or an increase of 4%. During the quarter, we opened 62 Macy’s locations. Square footage increased 8% on a year-over-year basis, including the Macy’s locations. The store count as of August 2, 2014 included:

Lids stores (including 112 stores in Canada)	932
Lids Locker Room Stores	172
Lids Clubhouse Stores	34
Journeys Stores (including 32 Stores in Canada)	829
Journeys Kidz Stores	179
Shï by Journeys Stores	49
Underground by Journeys Stores	115
Schuh Stores including 4 Kids Stores	99
Johnston & Murphy Stores and Factory Stores (including 7 stores in Canada)	170
Total Stores	**2,579**
Locker Room by Lids in Macy’s stores	95
Total Stores and Macy’s Locations	**2,674**

Exhibit 99.2

For Fiscal 2015, we are forecasting capital expenditures of approximately $147 million and depreciation and amortization of about $75 million. Our current store openings and closing plans by chain are as follows:

	Actual Jan 2014	Projected New	Acquisitions	Projected Conversions	Projected Closings	Projected Jan 2015
Journeys Group	**1,168**	**50**			**(14)**	**1,204**
Journeys stores (U.S.)	796	20			(5)	811
Journeys stores (Canada)	31	5			0	36
Journeys Kidz stores	174	25			(3)	196
Shï by Journeys	50	0			(1)	49
Underground by Journeys	117	0			(5)	112
Johnston & Murphy Group	**168**	**8**			**(6)**	**170**
Schuh Group	**96**	**14**			**(1)**	**109**
Schuh Stores	92	12			(1)	103
Schuh Kids	4	2			0	6
Lids Sports Group	**1,133**	**249**	**19**		**(21)**	**1,380**
Lids hat stores (U.S.)	820	34		1	(15)	840
Lids hat stores (Canada)	110	15			(1)	124
Lids Locker Room, Locker Room by Lids in Macy's stores & Lids Clubhouse	203	200*	19	(1)	(5)	416
Total Permanent Stores	**2,565**	**321***	**19**	**0**	**(42)**	**2,863**
Schuh "pop-up" stores	**3**	**0**	**0**	**0**	**(3)**	**0**
Total Stores	**2,568**	**321**	**19**	**0**	**(45)**	**2,863**

*Includes 175 Locker Room by Lids in Macy's stores

Comparable Sales Assumptions in Fiscal 2015 Guidance

Our guidance for Fiscal 2015 assumes comparable sales (including both same store sales and comparable direct sales) for the remainder of the year for each retail segment by quarter as follows:

	Actual	Actual	Guidance		
	Q1	**Q2**	**Q3**	**Q4**	**FY15**
Journeys Group	1%	5%	3 - 4%	3 - 4%	3 - 4%
Lids Sports Group	1%	(2%)	1 - 2%	1 - 2%	0 - 1%
Schuh Group	(1%)	1%	3 - 4%	4 - 5%	2 - 3%
Johnston & Murphy Group	(1%)	2%	0 - 1%	2 - 3%	0 - 1%
Total Genesco	1%	2%	2 - 3%	3 - 4%	1 - 2%

Exhibit 99.2

Cautionary Note Concerning Forward-Looking Statements

This presentation contains forward-looking statements, including those regarding the performance outlook for the Company and its individual businesses (including, without limitation, sales, expenses, margins and earnings) and all other statements not addressing solely historical facts or present conditions. Actual results could vary materially from the expectations reflected in these statements. A number of factors could cause differences. These include adjustments to estimates reflected in forward-looking statements, including the amount of required accruals related to the earn-out bonus potentially payable to Schuh management based on the achievement of certain performance objectives; the timing and amount of non-cash asset impairments related to retail store fixed assets or to intangible assets of acquired businesses; the effectiveness of our omnichannel initiatives, weakness in the consumer economy; competition in the Company's markets; inability of customers to obtain credit; fashion trends that affect the sales or product margins of the Company's retail product offerings; changes in buying patterns by significant wholesale customers; bankruptcies or deterioration in financial condition of significant wholesale customers; disruptions in product supply or distribution; unfavorable trends in fuel costs, foreign exchange rates, foreign labor and material costs, and other factors affecting the cost of products; the Company's ability to continue to complete and integrate acquisitions, expand its business and diversify its product base; and changes in the timing of holidays or in the onset of seasonal weather affecting period-to-period sales comparisons. Additional factors that could affect the Company's prospects and cause differences from expectations include the ability to build, open, staff and support additional retail stores and to renew leases in existing stores and control occupancy costs, and to conduct required remodeling or refurbishment on schedule and at expected expense levels; deterioration in the performance of individual businesses or of the Company's market value relative to its book value, resulting in impairments of fixed assets or intangible assets or other adverse financial consequences; unexpected changes to the market for the Company's shares; variations from expected pension-related charges caused by conditions in the financial markets; and the cost and outcome of litigation, investigations and environmental matters involving the Company. 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 our website, www.genesco.com. Many of the factors that will determine the outcome of the subject matter of this presentation 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 the Company at the time they are made. The Company disclaims any obligation to update such statements.