

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**GENESCO INC.**

(Exact name of registrant as specified in its charter)

**Tennessee**  
(State or other jurisdiction of  
incorporation or organization)

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

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

**AMENDED AND RESTATED**  
**GENESCO INC. 2009 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**Roger G. Sisson**  
Senior Vice President, Secretary and General Counsel  
Genesco Inc.  
1415 Murfreesboro Road  
Nashville, Tennessee 37217-2895  
(615) 367-7000  
(Name, Address, and Telephone Number of Registrant's agent for service)

*Copy to:*  
**Jennifer H. Noonan**  
**Bass, Berry & Sims PLC**  
**150 Third Avenue South, Suite 2800**  
**Nashville, Tennessee 37201**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>(1)(2)</sup>	Proposed maximum offering price per share <sup>(3)</sup>	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$1.00 par value, and associated rights to purchase Series 6 Subordinated Serial Preferred Stock	1,284,698	\$72.52	\$93,166,299	\$10,676.86

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), includes an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) The maximum number of shares of Common Stock with respect to which awards may be granted under the Amended and Restated Genesco Inc. 2009 Equity Incentive Plan will be 2,500,000.
- (3) Pursuant to Rule 457(h)(1) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange on March 23, 2012.

## Explanatory Note

On June 30, 2009, we filed with the Securities and Exchange Commission ("SEC") a Form S-8, Registration Statement No. 333-160339, pertaining to our Genesco Inc. 2009 Equity Incentive Plan. This Form S-8 is being filed to effectuate the shareholder approved increase of the number of shares reserved for issuance under the 2009 Plan to an aggregate total of 2,500,000 shares, subject to adjustment.

In accordance with General Instruction E to Form S-8, the contents of the Registration Statement No. 333-160339 are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items required by Form S-8 which contain new information not previously contained in the Registration Statement No. 333-160339 are presented herein.

## PART II

### Information Required in the Registration Statement

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference and shall be deemed to be a part hereof from the date of filing of such document:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended January 28, 2012; and
- (2) The description of the Registrant's Common Stock, \$1.00 par value, and the associated rights to purchase Series 6 Subordinated Serial Preferred Stock, contained in the Registrant's Registration Statement on Form 8-A/A, filed with the SEC on May 1, 2003, and including all other amendments and reports filed for the purpose of updating such description, including the amendment filed on June 18, 2007.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or replaces such statement. Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part hereof.

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits, is not incorporated by reference in this Registration Statement or the related prospectus.

#### Item 8. Exhibits.

- 4.1 Restated Charter of Genesco Inc., as amended (filed as Exhibit 1 to the Registrant's Registration Statement on Form 8-A/A with the SEC on May 1, 2003 and incorporated herein by reference)
- 4.2 Amended and Restated Bylaws of Genesco Inc. (filed as Exhibit 3.1 to the current report on Form 8-K filed December 19, 2007 and incorporated herein by reference)
- 4.3 Form of Certificate for the Common Stock (filed as Exhibit 3 to the Registrant's Registration Statement on Form 8-A/A filed with the SEC on May 1, 2003 and incorporated herein by reference)

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- 4.4 Second Amended and Restated Shareholder Rights Agreement, dated as of April 8, 2010 (filed as Exhibit 4.1 to the current report on Form 8-K filed with the SEC on April 9, 2010 and incorporated herein by reference)
  - 5 Opinion of Registrant's General Counsel
  - 10 Amended and Restated Genesco Inc. 2009 Equity Incentive Plan (filed as Exhibit A to the Registrant's definitive proxy statement filed with the SEC on May 13, 2011)
  - 23.1 Consent of Registrant's General Counsel (included in Exhibit 5)
  - 23.2 Consent of Ernst & Young LLP, independent registered public accounting firm
  - 24 Power of Attorney (included on the signature page to this Registration Statement)



/s/ Marty G. Dickens  
Marty G. Dickens

Director

March 29, 2012

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Ben T. Harris

Director

March , 2012

/s/ Thurgood Marshall, Jr.  
Thurgood Marshall, Jr.

Director

March 29, 2012

/s/ Kathleen Mason  
Kathleen Mason

Director

March 29, 2012

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**Roger G. Sisson**  
**Senior Vice President, Secretary and General Counsel**  
**Genesco Inc.**  
**1415 Murfreesboro Road**  
**Nashville, Tennessee 37217-2895**

March 29, 2012

Genesco Inc.  
1415 Murfreesboro Road  
Nashville, Tennessee 37217-2895

Gentlemen and Ladies:

At your request, I have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Genesco Inc., a Tennessee corporation ("Genesco" or the "Company"), with the Securities and Exchange Commission (the "Commission") on or about March 29, 2012 in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,284,698 shares of Genesco's common stock, \$1.00 par value, and related preferred stock purchase rights (the "Shares"), subject to issuance by Genesco pursuant to the Amended and Restated Genesco Inc. 2009 Equity Incentive Plan.

In rendering this opinion, I have examined such documents as I have deemed necessary in order to render the opinion set forth herein. In my examination of documents for purposes of this opinion, I have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to me as originals, the conformity to originals and completeness of all documents submitted to me as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any such document and the due authorization, execution and delivery of all such documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof. I have also assumed that the certificates representing the Shares have been, or will be when issued, properly signed by authorized officers of the Company or their agents.

As to matters of fact relevant to this opinion, I have relied solely upon my examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from such documents. I have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

I am admitted to practice law in the State of Tennessee, and I render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America and of the State of Tennessee.

Based upon the foregoing, it is my opinion that the 1,284,698 Shares that may be issued pursuant to the Plan, when issued, sold and delivered in accordance with the terms of the Plan will be validly issued, fully paid and nonassessable.

I consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to me, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto. This opinion is intended solely for use in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and based solely on my understanding of facts in existence as of such date after the aforementioned examination. I assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to my attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

/s/ Roger G. Sisson

Roger G. Sisson



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated Genesco Inc. 2009 Equity Incentive Plan of our reports dated March 28, 2012, with respect to the consolidated financial statements and schedule of Genesco Inc and Subsidiaries, and the effectiveness of internal control over financial reporting of Genesco Inc. included in its Annual Report (Form 10-K) for the year ended January 28, 2012, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Nashville, Tennessee  
March 28, 2012