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

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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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 Pursuant to §240.14a-12

**Genesco Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

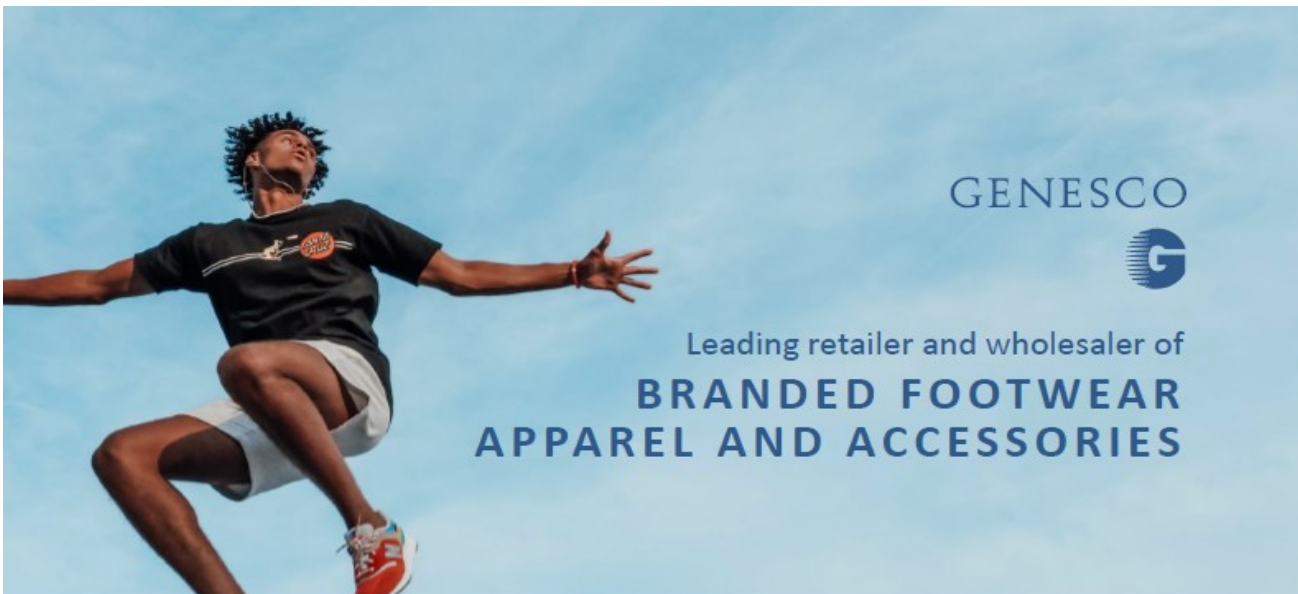
- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
- (2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
- (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:  
\_\_\_\_\_
- (5) Total fee paid:  
\_\_\_\_\_

Fee paid previously with preliminary materials.

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.

- (1) Amount Previously Paid:  
\_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
  - (3) Filing Party:  
\_\_\_\_\_
  - (4) Date Filed:  
\_\_\_\_\_
-



GENESCO



Leading retailer and wholesaler of  
**BRANDED FOOTWEAR  
APPAREL AND ACCESSORIES**

COMPANY OVERVIEW



HQ

Nashville



19K

Employees



1,460

Retail footwear stores<sup>1</sup>



86%/14%

Specialty retail / branded sales

BRANDS

JOURNEYS



LITTLE BURGUNDY

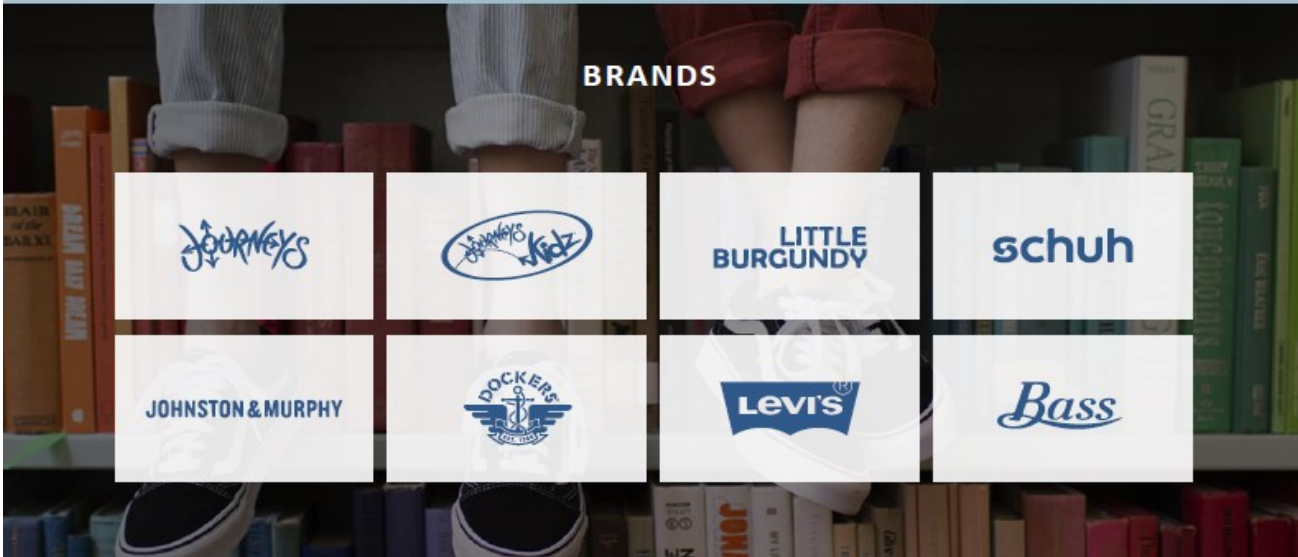
schuh

JOHNSTON & MURPHY



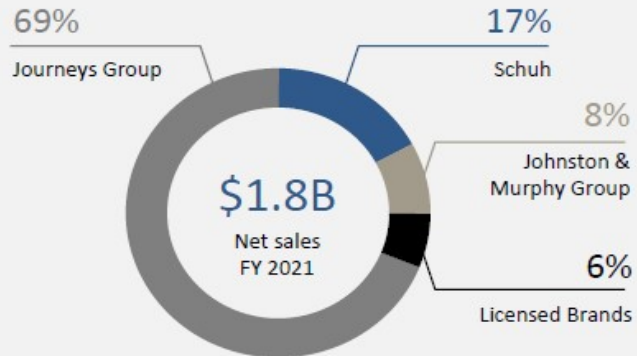
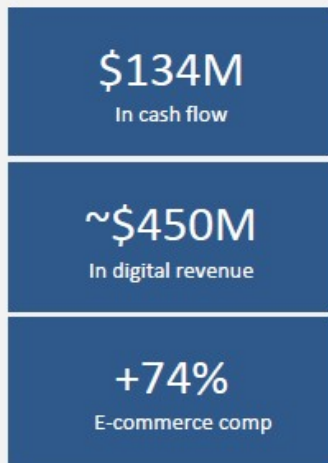
Levi's

Bass



## PERFORMANCE HIGHLIGHTS

Successfully executing on growth strategy aimed at accelerating transformation and capitalizing on significant synergies to drive growth and profitability<sup>2</sup>



### Strong Performance Both Before and Throughout the Pandemic

- 11 consecutive quarters of positive comps prior to the pandemic<sup>3</sup>
- 50% growth in EPS from continuing operations in FY 2020
- Sequential improvement in revenue and gross margin in every quarter since Q1 FY 2021
- Strong Q4 2021 performance
  - Total company operating margin of ~10%
  - Record operating income at Journeys
- Reduced FY 2021 operating expenses by ~16% compared to FY 2020
- Target \$25-30 million in annual cost savings to enable increased investment in growth and enhance ROIC
- Entering FY 2022 with a healthy balance sheet

### Genesco Stock on Strong Upward Trajectory Under New Leadership

- Share price has increased significantly as a result of footwear-focused strategy and strategic growth plans under CEO Mimi Vaughn
- Share price up ~24%<sup>4</sup> during Vaughn's tenure
- 1-year share price is up over 150%<sup>4</sup>, reflecting strong momentum coming out of pandemic



## PRIORITIES AND DIFFERENTIATORS

### Path to Sustained Profitability

- Invest and increase penetration in digital while further connecting physical and digital
- Drive customer engagement through enhanced CRM capabilities & loyalty programs
- Evolve product development towards where the customer is – casual
- Recover to historical levels of profitability through revenue growth, gross margin expansion and cost reductions
- Market consolidation and disruption have reduced points of footwear distribution

### Key Advantages

- Key omnichannel to strong brands, including brands that matter to teens
- Synergies across both retail and branded platforms
- Shared strategies, operations, technology & services
- Leading specialty retailer that sells footwear at its 1,460 stores and online; also sells wholesale footwear under owned and licensed brands



## LEADERSHIP AND GOVERNANCE

### New Leadership Driving Company Forward

- Mimi Vaughn appointed CEO in February 2020
- Tom George appointed CFO in December 2020
- Scott Becker appointed general counsel and corporate secretary in October 2019
- Brent Baxter was named chief accounting officer in October 2019

### Highly Engaged, Independent Board Committed to Ongoing Refreshment

- Focused on driving growth and sustained profitability for the benefit of all shareholders
- Commitment to regularly evaluating Board composition to reflect the right mix of skills and expertise, diversity and new perspectives
- Refreshment helps support needs in an increasingly digital retail environment
  - Annually elected directors
  - 25% of current directors appointed in last 18 months
  - New lead director in the last two years
  - Three tenured directors have either retired or stepped down over the last three years

### Deep Commitment to Diversity, Equity & Inclusion and ESG

- Management-led Task Force on Diversity, Equity and Inclusion (DEI)
- Annual assessment of Board diversity
  - 4 of 8 directors are diverse in gender and/or ethnicity
  - Board and Compensation Committee are chaired by women
- Quarterly Board-led reviews of ESG initiatives
- Committed to responsible ethical sourcing and vendor compliance code with regular factory inspections



#### Forward-Looking Statements

This infographic contains forward-looking statements, including those regarding the performance outlook for the Company and all other statements not addressing solely historical facts or present conditions. Forward-looking statements are usually identified by or are associated with such words as "intend," "expect," "believe," "anticipate," "optimistic" and similar terminology. Actual results could vary materially from the expectations reflected in these statements. A number of factors could cause differences. These include adjustments to projections reflected in forward-looking statements, including those resulting from the effects of COVID-19 on the Company's business, including COVID-19 case spikes in locations in which the Company operates, additional stores closures due to COVID-19, weakness in store and shopping mall traffic, restrictions on operations imposed by government entities and/or landlords, changes in public safety and health requirements, and limitations on the Company's ability to adequately staff and operate stores. Differences from expectations could also result from stores closures and effects on the business as a result of civil disturbances; the level and timing of promotional activity necessary to maintain inventories at appropriate levels; the imposition of tariffs on product imported by the Company or its vendors as well as the ability and costs to move production of products in response to tariffs; the Company's ability to obtain from suppliers products that are in-demand on a timely basis and effectively manage disruptions in product supply or distribution, including disruptions as a result of COVID-19; unfavorable trends in fuel costs, foreign exchange rates, foreign labor and material costs, and other factors affecting the cost of products; the effects of the British decision to exit the European Union and other sources of market weakness in the U.K. and Republic of Ireland; the effectiveness of the Company's omnichannel initiatives; costs associated with changes in minimum wage and overtime requirements; wage pressure in the U.S. and the U.K.; weakness in the consumer economy and retail industry; competition and fashion trends in the Company's markets; risks related to the potential for terrorist events; risks related to public health and safety events; changes in buying patterns by significant wholesale customers; retained liabilities associated with divestitures of businesses including potential liabilities under leases as the prior tenant or as a guarantor; and changes in the timing of holidays or in the onset of seasonal weather affecting period-to-period sales comparisons. Additional factors that could cause differences from expectations include the ability to renew leases in existing stores and control or lower occupancy costs, and to conduct required remodeling or refurbishment on schedule and at expected expense levels; the Company's ability to realize anticipated cost savings, including rent savings; the Company's ability to achieve expected digital gains and gain market share; 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, operating lease right of use assets or intangible assets or other adverse financial consequences and the timing and amount of such impairments or other consequences; unexpected changes to the market for the Company's shares or for the retail sector in general; costs and reputational harm as a result of disruptions in the Company's business or information technology systems either by security breaches and incidents or by potential problems associated with the implementation of new or upgraded systems; the Company's ability to realize any anticipated tax benefits; 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, the Company's SEC filings, copies of which may be obtained from the SEC website, [www.sec.gov](http://www.sec.gov), or by contacting the investor relations department of Genesco via the Company's website, [www.genesco.com](http://www.genesco.com). Many of the factors that will determine the outcome of the subject matter of this infographic 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.

#### Important Additional Information and Where to Find It

Genesco intends to file a preliminary and definitive proxy statement (the "Proxy Statement") and accompanying proxy card in connection with the solicitation of proxies for the 2021 annual meeting of Genesco shareholders (the "Annual Meeting"). INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT AND ACCOMPANYING PROXY CARD AND OTHER DOCUMENTS FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "SEC") CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Shareholders may obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents filed by Genesco with the SEC for no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge in the Investors section of Genesco's corporate website at [www.genesco.com](http://www.genesco.com).

#### Participants in the Solicitation

Genesco, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Genesco shareholders in connection with the matters to be considered at the Annual Meeting. Information regarding the names of Genesco's directors and executive officers and certain other individuals and their respective interests in Genesco by security holdings or otherwise is set forth in the Annual Report on Form 10-K of Genesco for the fiscal year ended January 30, 2021, and Genesco's definitive proxy statement for the 2020 annual meeting of Genesco shareholders, filed with the SEC on May 15, 2020. To the extent holdings of such participants in Genesco's securities have changed since the amounts described in the proxy statement for the 2020 annual meeting of Genesco shareholders, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Details regarding the nominees of Genesco's Board of Directors for election at the Annual Meeting will be included in the definitive proxy statement, when available.

<sup>1</sup>In the United States, United Kingdom, Republic of Ireland, Canada, Puerto Rico

<sup>2</sup>In FY 2021

<sup>3</sup>Quarterly consolidated comparable sales, excluding Lids, were positive from Q2 of fiscal year 2018 through Q4 of fiscal year 2020.

<sup>4</sup>As of Genesco's closing share price on April 9, 2021.