

GENESCO INC  
Form SC 13D/A  
June 08, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 5)<sup>1</sup>

Genesco Inc.

(Name of Issuer)

Common Stock, \$1.00 par value per share

(Title of Class of Securities)

371532102

(CUSIP Number)

CHRISTOPHER S. KIPER

STEVEN E. LITT

Legion Partners Asset Management, LLC 4010 Capital, LLC

9401 Wilshire Blvd, Suite 705

48 Brookridge Drive

Beverly Hills, CA 90212

Greenwich, CT 06830

(310) 729-8588

646-863-8024

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

June 6, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 371532102

1 NAME OF REPORTING PERSON

Legion Partners, L.P. I

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF   | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |    |                          |
|   |    | - 0 -                    |
|   | 8  | SHARED VOTING POWER      |
|   |    | 732,087                  |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | - 0 -                    |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 732,087                  |

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

732,087

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

3.68%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP NO. 371532102

1 NAME OF REPORTING PERSON

Legion Partners, L.P. II

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF   | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |    |                          |
|   |    | - 0 -                    |
|   | 8  | SHARED VOTING POWER      |
|   |    | 29,620                   |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | - 0 -                    |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 29,620                   |

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

29,620

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP NO. 371532102

|    |  |                        |
|----|--|------------------------|
| 1  | NAME OF REPORTING PERSON   |                        |
|    | Legion Partners Special Opportunities, L.P. VIII                                       |                        |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)<br><br>(b)         |
| 3  | SEC USE ONLY   |                        |
| 4  | SOURCE OF FUNDS  |                        |
|    | WC   |                        |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                        |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   |                        |
|    | Delaware   |                        |
| 7  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      | SOLE VOTING POWER      |
|    |  | - 0 -                  |
| 8  | OWNED BY EACH REPORTING PERSON WITH  | SHARED VOTING POWER    |
|    |  | 268,427                |
| 9  | PERSON WITH  | SOLE DISPOSITIVE POWER |
|    |  | - 0 -                  |
| 10 | PERSON WITH  | SHARED DISPOSITIVE     |

POWER

11 268,427  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 268,427  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 1.35%  
TYPE OF REPORTING  
PERSON

PN



CUSIP NO. 371532102

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | Legion Partners, LLC   |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)<br><br>(b)           |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | OO   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | Delaware   |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | - 0 -                    |
|   | 8  | SHARED VOTING POWER      |
|   |  | 1,030,134                |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | - 0 -                    |
|   | 10   | SHARED DISPOSITIVE POWER |

1,030,134

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,030,134

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

5.17%

14 TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 371532102

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | Legion Partners Asset Management, LLC  |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)<br><br>(b)           |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | OO   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | Delaware   |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | - 0 -                    |
|   | 8  | SHARED VOTING POWER      |
|   |  | 1,030,134                |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | - 0 -                    |
|   | 10   | SHARED DISPOSITIVE POWER |

11 1,030,134  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,030,134  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 5.17%  
TYPE OF REPORTING  
PERSON

IA

CUSIP NO. 371532102

1 NAME OF REPORTING PERSON

Legion Partners Holdings,  
LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF   | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |    |                          |
|   |    | - 0 -                    |
|   | 8  | SHARED VOTING POWER      |
|   |    | 1,030,234                |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | - 0 -                    |
|   | 10 | SHARED DISPOSITIVE POWER |

11 1,030,234  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,030,234  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 5.17%  
TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 371532102

|    |  |                          |
|----|--|--------------------------|
| 1  | NAME OF REPORTING PERSON   |                          |
|    | Christopher S. Kiper   |                          |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |                          |
| 3  | SEC USE ONLY   |                          |
| 4  | SOURCE OF FUNDS  |                          |
|    | OO   |                          |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|    | USA  |                          |
| 7  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      | SOLE VOTING POWER        |
|    |  | - 0 -                    |
| 8  |  | SHARED VOTING POWER      |
|    |  | 1,030,234                |
| 9  |  | SOLE DISPOSITIVE POWER   |
|    |  | - 0 -                    |
| 10 |  | SHARED DISPOSITIVE POWER |

11 1,030,234  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,030,234  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 5.17%  
TYPE OF REPORTING  
PERSON

IN



CUSIP NO. 371532102

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | Raymond White  |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)                      |
|   |  | (b)                      |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | OO   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | USA  |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | - 0 -                    |
| OWNED BY EACH REPORTING PERSON WITH                               | 8  | SHARED VOTING POWER      |
|   |  | 1,030,234                |
| PERSON WITH   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | - 0 -                    |
|   | 10   | SHARED DISPOSITIVE POWER |

11 1,030,234  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,030,234  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 5.17%  
TYPE OF REPORTING  
PERSON

IN

CUSIP NO. 371532102

|   |  |
|---|--|
| 1   | NAME OF REPORTING PERSON   |
|   | 4010 Partners, LP  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |
| 3   | SEC USE ONLY   |
| 4   | SOURCE OF FUNDS  |
|   | WC   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |
|   | Delaware   |
| NUMBER OF   | 7  |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8  |
|   | 9  |
|   | 10   |
|   | 11   |

SOLE VOTING POWER

- 0 -

SHARED VOTING POWER

35,000

SOLE DISPOSITIVE POWER

- 0 -

SHARED DISPOSITIVE POWER

11 35,000  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 35,000  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

PN

10

CUSIP NO. 371532102

|                     |  |                        |
|---------------------|--|------------------------|
| 1                   | NAME OF REPORTING PERSON   |                        |
|                     | 4010 General Partners,<br>LLC  |                        |
| 2                   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |                        |
| 3                   | SEC USE ONLY   |                        |
| 4                   | SOURCE OF FUNDS  |                        |
|                     | AF   |                        |
| 5                   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                        |
| 6                   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                        |
|                     | Delaware   |                        |
| NUMBER OF           | 7  | SOLE VOTING POWER      |
| SHARES BENEFICIALLY |  | - 0 -                  |
| OWNED BY            | 8  | SHARED VOTING POWER    |
| EACH REPORTING      |  | 35,000                 |
| PERSON WITH         | 9  | SOLE DISPOSITIVE POWER |
|                     |  | - 0 -                  |
|                     | 10   | SHARED DISPOSITIVE     |

POWER

11 35,000  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 35,000  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 371532102

|   |  |
|---|--|
| 1   | NAME OF REPORTING PERSON   |
|   | 4010 Capital, LLC  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |
| 3   | SEC USE ONLY   |
| 4   | SOURCE OF FUNDS  |
|   | AF   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |
|   | Delaware   |
| NUMBER OF   | 7  |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8  |
|   | 9  |
|   | 10   |
|   | 11   |

|                          |
|--------------------------|
| SOLE VOTING POWER        |
| - 0 -                    |
| SHARED VOTING POWER      |
| 35,000                   |
| SOLE DISPOSITIVE POWER   |
| - 0 -                    |
| SHARED DISPOSITIVE POWER |

11 35,000  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 35,000  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

12



CUSIP NO. 371532102

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | Steven E. Litt   |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)                      |
|   |  | (b)                      |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | AF   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | USA  |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | - 0 -                    |
| OWNED BY EACH REPORTING PERSON WITH                               | 8  | SHARED VOTING POWER      |
|   |  | 35,000                   |
| PERSON WITH   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | - 0 -                    |
|   | 10   | SHARED DISPOSITIVE POWER |

11 35,000  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 35,000  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

IN

13

CUSIP NO. 371532102

The following constitutes Amendment No.5 to the Schedule 13D filed by the undersigned (the "Amendment No. 5"). This Amendment No.5 amends the Schedule 13D as specifically set forth herein.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated in their entirety as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 19,918,468 Shares outstanding as of March 16, 2018, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 4, 2018.

A. Legion Partners I

(a) As of the close of business on June 8, 2018, Legion Partners I beneficially owned 732,087 Shares.  
Percentage: Approximately 3.68%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 732,087
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 732,087

(c) The transactions in the Shares by Legion Partners I since the filing of Amendment No.4 are set forth in Schedule A and are incorporated herein by reference.

B. Legion Partners II

(a) As of the close of business on June 8, 2018, Legion Partners II beneficially owned 29,620 Shares.  
Percentage: Less than 1.0%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 29,620
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 29,620

(c) The transactions in the Shares by Legion Partners II since the filing of Amendment No.4 are set forth in Schedule A and are incorporated herein by reference.

C. Legion Partners Special VIII

(a) As of the close of business on June 8, 2018, Legion Partners Special VIII beneficially owned 268,427 Shares.  
Percentage: Approximately 1.35%

CUSIP NO. 371532102

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 268,427
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 268,427

(c) The transactions in the Shares by Legion Partners Special VIII since the filing of Amendment No.4 are set forth in Schedule A and are incorporated herein by reference.

D. Legion Partners, LLC

(a) As the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII, Legion Partners, LLC may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 29,620 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.  
Percentage: Approximately 5.17%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,030,134
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,030,134

(c) Legion Partners, LLC has not entered into any transactions in the Shares since the filing of Amendment No. 4.

E. Legion Partners Asset Management

(a) Legion Partners Asset Management, as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 29,620 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.  
Percentage: Approximately 5.17%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,030,134
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,030,134

(c) Legion Partners Asset Management has not entered into any transactions in the Shares since the filing of Amendment No. 4.

F. Legion Partners Holdings

(a) As of the close of business on June 8, 2018, Legion Partners Holdings directly owned 100 Shares. Legion Partners Holdings, as the sole member of Legion Partners Asset Management and sole member of Legion Partners, LLC, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 29,620 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.  
Percentage: Approximately 5.17%

CUSIP NO. 371532102

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,030,234
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,030,234

(c) Legion Partners Holdings has not entered into any transactions in the Shares since the filing of Amendment No. 4.

G. Messrs. Kiper and White

(a) Each of Messrs. Kiper and White, as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 29,620 Shares owned by Legion Partners II, (iii) 268,427 Shares owned by Legion Partners Special VIII, and (iv) 100 Shares owned by Legion Partners Holdings.  
Percentage: Approximately 5.17%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,030,234
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,030,234

(c) None of Messrs. Kiper or White has entered into any transactions in the Shares since the filing of Amendment No. 4.

H. 4010 Partners

(a) As of the close of business on June 8, 2018, 4010 Partners beneficially owned 35,000 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 35,000
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 35,000

(c) 4010 Partners has not entered into any transactions in the Shares since the filing of Amendment No. 4.

I. 4010 General Partner

(a) As the general partner of 4010 Partners, 4010 General Partner may be deemed to beneficially own the 35,000 Shares beneficially owned by 4010 Partners.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 35,000
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 35,000

CUSIP NO. 371532102

(c) 4010 General Partner has not entered into any transactions in the Shares since the filing of Amendment No. 4.

J. 4010 Capital

(a) As the investment manager to 4010 Partners, 4010 Capital may be deemed to beneficially own the 35,000 Shares beneficially owned by 4010 Partners.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 35,000
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 35,000

(c) 4010 Capital has not entered into any transactions in the Shares since the filing of Amendment No. 4.

K. Mr. Litt

(a) As the managing member of 4010 General Partner, Mr. Litt may be deemed to beneficially own the 35,000 Shares beneficially owned by 4010 Partners.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 35,000
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 35,000

Mr. Litt has not entered into any transactions in the Shares since the filing of Amendment No. 4.

(c)

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the securities reported herein. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.  
Item 6 is hereby amended to add the following:

Schedule A is incorporated herein by reference, to this Item 6.

Legion Partners I has sold short in over the counter market American-style put options, referencing 213,800 Shares, which have an exercise price of \$35.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners I has sold short in over the counter market American-style call options referencing 48,200 Shares, which have an exercise price of \$55.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein.

Legion Partners II has sold short in over the counter market American-style put options, referencing 9,700 Shares, which have an exercise price of \$35.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners II has sold short in over the counter market American-style call options referencing 1,900 Shares, which have an exercise price of \$55.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein.

Legion Partners Special VIII has sold short in over the counter market American-style put options, referencing 40,500 Shares, which have an exercise price of \$35.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners Special VIII has sold short in over the counter market American-style call options referencing 17,600 Shares, which have an exercise price of \$55.00 per Share and expire on December 21, 2018, as further detailed in Schedule A hereto, which is incorporated by reference herein.

Item 7.

Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Group Agreement by and among Legion Partners, L.P. I, a Delaware limited partnership; Legion Partners, L.P. II, a Delaware limited partnership; Legion Partners Special Opportunities, L.P. VIII, a Delaware limited partnership; Legion Partners, LLC, a Delaware limited liability company; Legion Partners Asset Management, LLC, a Delaware limited liability company; Legion Partners Holdings, LLC, a Delaware limited liability company; Christopher S. Kiper; Raymond White; 4010 Partners, LP, a Delaware limited partnership; 4010 Partners, LLC, a Delaware limited liability company; 4010 Capital, LLC, a Delaware limited liability company; and Steven E. Litt, dated June 8, 2018.

CUSIP NO. 371532102

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 8, 2018

Legion Partners, L.P. I

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners, L.P. II

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Special  
Opportunities, L.P. VIII

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Managing Director  
Title:

Legion Partners, LLC

By: Legion Partners Holdings,  
LLC



Managing Member

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper

Title: Managing Member

19

CUSIP NO. 371532102

Legion Partners Asset  
Management, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Member

/s/ Christopher S. Kiper  
Christopher S. Kiper

/s/ Raymond White  
Raymond White

4010 Partners, LP

By: 4010 General Partner,  
LLC, its General Partner

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

4010 General Partner, LLC

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

4010 Capital, LLC

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

/s/ Steven E. Litt  
Steven E. Litt

CUSIP NO. 371532102

SCHEDULE A

Transactions in the Shares Since the Filing of Amendment No. 4 to the Schedule 13D

| <u>Nature of Transaction</u> | <u>Date of Purchase/Sale</u> | <u>Securities Purchased/(Sold)</u> | <u>Price (\$)</u> |
|------------------------------|------------------------------|------------------------------------|-------------------|
|------------------------------|------------------------------|------------------------------------|-------------------|

Legion Partners, L.P. I

|  |                  |  |          |
|--|------------------|--|----------|
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/22/2018-14    |  | \$3.2000 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/24/2018-82    |  | \$3.1278 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/24/2018-17    |  | \$3.2000 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/25/2018-56    |  | \$3.0000 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 06/04/2018-313   |  | \$2.7855 |
| Sale of December 2018 Put Option (\$35 Strike Price) <sup>2</sup>  | 06/05/2018-836   |  | \$2.8525 |
| Sale of December 2018 Put Option (\$35 Strike Price) <sup>2</sup>  | 06/06/2018-1,215 |  | \$2.6236 |
| Sale of December 2018 Put Option (\$35 Strike Price) <sup>2</sup>  | 06/07/2018-87    |  | \$2.6000 |

Legion Partners, L.P. II

|  |               |  |          |
|--|---------------|--|----------|
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/22/2018-1  |  | \$3.2000 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/24/2018-3  |  | \$3.1278 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/24/2018-1  |  | \$3.2000 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/25/2018-2  |  | \$3.0000 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 06/04/2018-12 |  | \$2.7855 |
| Sale of December 2018 Put Option (\$35 Strike Price) <sup>2</sup>  | 06/05/2018-38 |  | \$2.8525 |
| Sale of December 2018 Put Option (\$35 Strike Price) <sup>2</sup>  | 06/06/2018-55 |  | \$2.6236 |
| Sale of December 2018 Put Option (\$35 Strike Price) <sup>2</sup>  | 06/07/2018-4  |  | \$2.6000 |

<sup>1</sup> Represents American-style call options sold short in the over-the-counter market with an expiration date of December 21, 2018

<sup>2</sup> Represents American-style put options sold short in the over-the-counter market with an expiration date of December 21, 2018

Legion Partners SPECIAL OPPORTUNITIES, L.P. Viii

|  |                |          |
|--|----------------|----------|
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/22/2018-5   | \$3.2000 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/24/2018-30  | \$3.1278 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/24/2018-6   | \$3.2000 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 05/25/2018-20  | \$3.0000 |
| Sale of December 2018 Call Option (\$55 Strike Price) <sup>1</sup> | 06/04/2018-115 | \$2.7855 |
| Sale of December 2018 Put Option (\$35 Strike Price) <sup>2</sup>  | 06/05/2018-158 | \$2.8525 |
| Sale of December 2018 Put Option (\$35 Strike Price) <sup>2</sup>  | 06/06/2018-230 | \$2.6236 |
| Sale of December 2018 Put Option (\$35 Strike Price) <sup>2</sup>  | 06/07/2018-17  | \$2.6000 |

<sup>1</sup> Represents American-style call options sold short in the over-the-counter market with an expiration date of December 21, 2018

<sup>2</sup> Represents American-style put options sold short in the over-the-counter market with an expiration date of December 21, 2018

**Exhibit 99.1**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13d (including amendments) with respect to the Shares of common stock, \$0.001 par value per share, of Genesco, Inc.. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: June 8, 2018

Legion Partners, L.P. I

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners, L.P. II

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Special  
Opportunities, L.P. VIII

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Managing Director  
Title:

Legion Partners, LLC

By: Legion Partners Holdings,  
LLC  
Managing Member

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Member

23

CUSIP NO. 371532102

Legion Partners Asset  
Management, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Member

/s/ Christopher S. Kiper  
Christopher S. Kiper

/s/ Raymond White  
Raymond White

4010 Partners, LP

By: 4010 General Partner,  
LLC, its General Partner

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

4010 General Partner, LLC



By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

4010 Capital, LLC

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

/s/ Steven E. Litt  
Steven E. Litt