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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Genesco Inc. (Name of Issuer)

Common Stock, par value \$1 per share (Title of Class of Securities)

> 371532102 (CUSIP Number)

December 31, 2008 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [ ] Rule 13d-1(b)
- [X] Rule 13d-1(c)
- [ ] Rule 13d-1(d)

- -----

\*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for 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).

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| CUSIP No. 3  | 871532 | 2102                                 |                     | 13G  | Page 2 ( | of 10 Pages        |
|--|--------|--------------------------------------|---------------------|--|----------|--------------------|
| (1)  | NAME   | NAMES OF REPORTING PERSONS           |                     |  |          |                    |
|  | High   | nbric                                | lge International L | LC   |          |                    |
| <pre>(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br/>(see instructions)</pre> |        |                                      |                     |  |          |                    |
|  | ,      |                                      |                     |  |          | (a) [X]<br>(b) [ ] |
| (3)  | SEC    | USE                                  |                     |  |          |                    |
| (4)  | CITI   | CITIZENSHIP OR PLACE OF ORGANIZATION |                     |  |          |                    |
|  | Caym   | nan I                                | Islands, British We | est Indies   |          |                    |
| NUMBER OF  | (      | (5)                                  | SOLE VOTING POWER   |  |          |                    |
| SHARES   | -      |                                      |                     |  |          |                    |
| BENEFICIALL  | Y (    | (6)                                  | Convertible Subord  | ER<br>gate principal amount o<br>dinated Debentures due<br>787,569 shares of Commo | June 24  |                    |

| OWNED BY    |   |
|-------------|---|
| EACH        | (7) SOLE DISPOSITIVE POWER<br>0   |
| REPORTING   |   |
| PERSON WITH | (8) SHARED DISPOSITIVE POWER<br>\$15,800,000 aggregate principal amount of 4.125%<br>Convertible Subordinated Debentures due June 24, 2003,<br>convertible into 787,569 shares of Common Stock                                    |
| (9)         | AGGREGATE AMOUNT BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON<br>\$15,800,000 aggregate principal amount of 4.125% Convertible<br>Subordinated Debentures due June 24, 2023, convertible into<br>787,569 shares of Common Stock |
| (10)        | CHECK BOX IF THE AGGREGATE AMOUNT<br>IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)<br>[ ]   |
| (11)        | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>3.93%  |
| (12)        | TYPE OF REPORTING PERSON (see instructions)<br>00   |

| CUSIP No. 371532102 |  | 13G                             | Page 3 of 10 Pages      |  |  |
|---------------------|--|---------------------------------|-------------------------|--|--|
| (1)                 | NAMES OF REPORTING PERSONS   |                                 |                         |  |  |
|                     | STAR L.P. (a statisti  | .cal arbitrage stra             | ategy)                  |  |  |
| (2)                 | CHECK THE APPROPRIATE  | BOX IF A MEMBER C               | DF A GROUP              |  |  |
|                     | (see instructions)   |                                 | (a) [X]<br>(b) [ ]      |  |  |
|                     | SEC USE ONLY   |                                 |                         |  |  |
| (4)                 | CITIZENSHIP OR PLACE   | OF ORGANIZATION                 |                         |  |  |
|                     | Cayman Islands, Briti  |                                 |                         |  |  |
| NUMBER OF           | (5) SOLE VOTING F<br>0   |                                 |                         |  |  |
| SHARES              |  |                                 |                         |  |  |
| BENEFICIALL         |  | G POWER<br>of Common Stock      |                         |  |  |
| OWNED BY            |  |                                 |                         |  |  |
| EACH                | (7) SOLE DISPOSIT<br>0   |                                 |                         |  |  |
| REPORTING           |  |                                 |                         |  |  |
| PERSON WITH         | ( )  | SITIVE POWER<br>of Common Stock |                         |  |  |
| (9)                 | AGGREGATE AMOUNT BEN<br>BY EACH REPORTING PE<br>3,912 shares of Comm | EFICIALLY OWNED                 |                         |  |  |
| (10)                | CHECK BOX IF THE AGG<br>IN ROW (9) EXCLUDES                          |                                 | ee instructions)<br>[ ] |  |  |
| (11)                | PERCENT OF CLASS REF<br>0.02%  | PRESENTED BY AMOUNT             |                         |  |  |
| (12)                | TYPE OF REPORTING PE<br>PN   | RSON (see instruct              | cions)                  |  |  |
|                     |  |                                 |                         |  |  |

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|--------------------------------|---|--|-----------------|-----------------|--------------------|
| (1) NAMES OF REPORTING PERSONS |   |  |                 |                 |                    |
|                                | Highbr  | idge Statistical O                     | pportunities Ma | ster Fund, L.P. |                    |
| (2)                            |   | THE APPROPRIATE BO                     | X IF A MEMBER O | F A GROUP       |                    |
|                                | (366 1)   | nstructions)                           |                 |                 | (a) [X]<br>(b) [ ] |
| (3)                            | SEC USE   |  |                 |                 |                    |
| (4)                            | CITIZE  | NSHIP OR PLACE OF                      |                 |                 |                    |
|                                | Cayman  | Islands, British                       |                 |                 |                    |
| NUMBER OF                      | (5)   | SOLE VOTING POWE                       |                 |                 |                    |
| SHARES                         |   |  |                 |                 |                    |
| BENEFICIALLY                   | (6)   | SHARED VOTING PO<br>3,421 shares of    |                 |                 |                    |
| OWNED BY                       |   |  |                 |                 |                    |
| EACH                           | (7)   | SOLE DISPOSITIVE<br>0                  | POWER           |                 |                    |
| REPORTING                      |   |  |                 |                 |                    |
| PERSON WITH                    | (8)   | SHARED DISPOSITI<br>3,421 shares of    |                 |                 |                    |
| (9)                            | AGGRE   | GATE AMOUNT BENEFI                     |                 |                 |                    |
|                                | BY EA0<br>3,421   | CH REPORTING PERSO<br>shares of Common | N<br>Stock      |                 |                    |
| (10) CHECK BOX IF THE AGG      |   | BOX IF THE AGGREG                      | ATE AMOUNT      |                 |                    |
|                                | IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) [ ]                   |  |                 |                 |                    |
| (11)                           | <pre>(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)     0.02%</pre> |  |                 |                 |                    |
| (12)                           | TYPE (<br>PN  | OF REPORTING PERSO                     | N (see instruct | ions)           |                    |
|                                |   |  |                 |                 |                    |

| CUSIP No. 3 | 71532102  | 13G  | Page 5 of 10 Pages      |
|-------------|---|--|-------------------------|
| (1)         | NAMES OF REPORTIN   | IG PERSONS   |                         |
|             |   | al Management, LLC   |                         |
| (2)         |   | RIATE BOX IF A MEMBER O  |                         |
|             | (see instructions   |  | (a) [X]<br>(b) [ ]      |
| (3)         | SEC USE ONLY  |  |                         |
| (4)         |   | ACE OF ORGANIZATION  |                         |
|             | State of Delaware   |  |                         |
|             | (5) SOLE VOTI<br>0  | NG POWER   |                         |
| SHARES      |   |  |                         |
| BENEFICIALL | \$15,800,0<br>Convertib   | DTING POWER<br>DOO aggregate principal<br>Dle Subordinated Debent<br>Dle into 787,569 shares     | ures due June 24, 2023, |
|             | 7,333 sha   | ares of Common Stock   |                         |
| OWNED BY    |   |  |                         |
| EACH        | (7) SOLE DISP<br>0  | POSITIVE POWER   |                         |
| REPORTING   |   |  |                         |
| PERSON WITH | \$15,800,0<br>Convertib   | SPOSITIVE POWER<br>000 aggregate principal<br>ole Subordinated Debent<br>ole into 787,569 shares | ures due June 24, 2003, |
|             | 7,333 sha   | ares of Common Stock   |                         |
| (9)         | AGGREGATE AMOUNT BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON<br>\$15,800,000 aggregate principal amount of 4.125% Convertible<br>Subordinated Debentures due June 24, 2023, convertible into<br>787,569 shares of Common Stock |  |                         |
|             | 7,333 shares of   |  |                         |
| (10)        | IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) [ ]   |  |                         |
|             | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>3.97%  |  |                         |
| (12)        | TYPE OF REPORTIN<br>00  | IG PERSON (see instruct  | ions)                   |

| CUSIP No. 3 | 371532102  | 2                     | 13G                              | Page 6 of 10 Pages  |  |
|-------------|--|-----------------------|----------------------------------|---|--|
| (1)         | NAMES OF REPORTING PERSONS   |                       |                                  |   |  |
|             | Glenn Dubin  |                       |                                  |   |  |
| (2)         | OF A GROUP   |                       |                                  |   |  |
|             | (see 1   | nstructions)          |                                  | (a) [X]   |  |
| (2)         |  |                       |                                  | (b) [ ]   |  |
|             | SEC USI  |                       |                                  |   |  |
| (4)         |  | NSHIP OR PLACE OF     | URGANIZATIUN                     |   |  |
|             | UNILEO   | States                |                                  |   |  |
| NUMBER OF   | (5)  | SOLE VOTING POWE      | R                                |   |  |
| SHARES      |  |                       |                                  |   |  |
| BENEFICIALL | Y (6)  | Convertible Subo      | egate principa<br>rdinated Deben | l amount of 4.125%<br>tures due June 24, 2023,<br>s of Common Stock |  |
| OWNED BY    |  | 7,333 shares of (     | Common Stock                     |   |  |
|             |  |                       |                                  |   |  |
| EACH        | (7)  | SOLE DISPOSITIVE<br>0 |                                  |   |  |
| REPORTING   |  |                       |                                  |   |  |
| PERSON WITH | i (8)  | Convertible Subo      | egate principa<br>rdinated Deben | l amount of 4.125%<br>tures due June 24, 2003,<br>s of Common Stock |  |
|             |  | 7,333 shares of       | Common Stock                     |   |  |
| (9)         | BY EACH REPORTING PERSON<br>\$15,800,000 aggregate principal amount of 4.125% Convertible<br>Subordinated Debentures due June 24, 2023, convertible into<br>787,569 shares of Common Stock<br>7,333 shares of Common Stock |                       |                                  |   |  |
| (10)        | CHECK  | BOX IF THE AGGREG     |                                  |   |  |
|             |  | W (9) EXCLUDES CER    |                                  | []  |  |
| (11)        | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>3.97%   |                       |                                  |   |  |
| (12)        | TYPE (<br>IN   | OF REPORTING PERSO    |                                  | tions)  |  |
|             |  |                       |                                  |   |  |

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|--------------|--------------------------------|---|---------------------------|
| (1)          | NAMES OF                       | F REPORTING PERSONS   |                           |
|              | Henry Su                       | wieca   |                           |
| (2)          |                                | HE APPROPRIATE BOX IF A MEMBER  | OF A GROUP                |
|              | (see ins                       | structions)   | (a) [X]                   |
|              |                                |   | (b) [ ]                   |
| (3)          | SEC USE                        |   |                           |
| (4)          | CITIZENS                       | SHIP OR PLACE OF ORGANIZATION   |                           |
|              | United S                       | States  |                           |
| NUMBER OF    | (5)                            | SOLE VOTING POWER<br>0  |                           |
| SHARES       |                                |   |                           |
| BENEFICIALLY | Y (6)                          | SHARED VOTING POWER<br>\$15,800,000 aggregate principa<br>Convertible Subordinated Deber<br>convertible into 787,569 share                          | ntures due June 24, 2023, |
| OWNED BY     |                                | 7,333 shares of Common Stock  |                           |
|              | (-)                            |   |                           |
| EACH         | (7)                            | SOLE DISPOSITIVE POWER<br>0   |                           |
| REPORTING    |                                |   |                           |
| PERSON WITH  | (8)                            | SHARED DISPOSITIVE POWER<br>\$15,800,000 aggregate principa<br>Convertible Subordinated Deber<br>convertible into 787,569 share                     | ntures due June 24, 2003, |
|              |                                | 7,333 shares of Common Stock  |                           |
| (9)          | BY EACH<br>\$15,800<br>Subord: | ATE AMOUNT BENEFICIALLY OWNED<br>H REPORTING PERSON<br>0,000 aggregate principal amou<br>inated Debentures due June 24,<br>9 shares of Common Stock |                           |
|              | 7,333 9                        | shares of Common Stock  |                           |
| (10)         |                                | BOX IF THE AGGREGATE AMOUNT<br>(9) EXCLUDES CERTAIN SHARES (3   | see instructions)<br>[ ]  |
| (11)         | PERCEN <sup>-</sup><br>3.97%   | T OF CLASS REPRESENTED BY AMOU  |                           |
| (12)         | TYPE OF                        | F REPORTING PERSON (see instru  | ctions)                   |

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on June 17, 2008 (the "Original Schedule 13G" and the Original Schedule 13G as amended, the "Schedule 13G") with respect to shares of common stock, par value \$1 per share (the "Common Stock") of Genesco Inc., a Tennesee corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 4 and 5 in their entirety as set forth below.

#### Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

### (a) Amount beneficially owned:

As of the date of this filing, (i) Highbridge International LLC beneficially owns \$15,800,000 aggregate principal amount of 4.125% Convertible Subordinated Debentures due June 24, 2023 (the "Notes"), convertible into 787,569 shares of Common Stock (not counting any accrued and unpaid interest on the Notes), (ii) STAR, L.P. (a statistical arbitrage strategy) beneficially owns 3,912 shares of Common Stock, (iii) Highbridge Statistical Opportunities Master Fund, L.P. beneficially owns 3,421 shares of Common Stock and (iv) each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may be deemed the beneficial owner of the \$15,800,000 aggregate principal amount of the Notes, convertible into 787,569 shares of Common Stock (not counting any accrued and unpaid interest on the Notes) beneficially owned by Highbridge International LLC and the 7,333 shares of Common Stock beneficially owned by STAR, L.P. (a statistical arbitrage strategy) and Highbridge Statistical Opportunities Master Fund, L.P.

Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC, STAR, L.P. (a statistical arbitrage strategy) and Highbridge Statistical Opportunities Master Fund, L.P. Glenn Dubin is the Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is the Chief Investment Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of shares of Common Stock held by Highbridge International LLC, STAR, L.P. (a statistical arbitrage strategy) and Highbridge Statistical Opportunities Master Fund, L.P.

### (b) Percent of class:

The Company's quarterly report for the quarterly period ended November 1, 2008 filed on Form 10-Q on December 9, 2008, indicates that as of November 1, 2008, there were 19,245,943 shares of Common Stock outstanding. Therefore, based on the Company's outstanding shares of Common Stock and assuming the conversion of the Notes, (i) Highbridge International LLC may be deemed to beneficially own 3.93% of the outstanding shares of Common Stock of the Company, (ii) STAR, L.P. (a statistical arbitrage strategy) may be deemed to beneficially own 0.02% of the outstanding shares of Common Stock of the Company, (iii) Highbridge Statistical Opportunities Master Fund, L.P. may be deemed to beneficially own 0.02% of the outstanding shares of Common Stock of the Company, and (iv) each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may be deemed to beneficially own 3.97% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote
    - 0
  - (ii) Shared power to vote or to direct the voteSee Item 4(a)
  - (iii) Sole power to dispose or to direct the disposition of
    - 0
  - (iv) Shared power to dispose or to direct the disposition of See Item 4(a)

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

# SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct. Dated: February 9, 2009

| HIGHBRIDGE CAPITAL MANAGEMENT, LLC                            | HIGHBRIDGE INTERNATIONAL LLC                                       |  |  |
|---|--|--|--|
|   | By: Highbridge Capital Management, LLC<br>its Trading Manager      |  |  |
| By: /s/ John Oliva  |  |  |  |
| Name: John Oliva<br>Title: Managing Director                  | By: /s/ John Oliva<br>Name: John Oliva<br>Title: Managing Director |  |  |
| STAR, L.P. (a statistical arbitrage<br>strategy)              | HIGHBRIDGE STATISTICAL OPPORTUNITIES<br>MASTER FUND, L.P.          |  |  |
| By: Highbridge Capital Management, LLC<br>its Trading Manager | By: Highbridge Capital Management, LLC<br>its Trading Manager      |  |  |
| By: /s/ John Oliva  | By: /s/ John Oliva   |  |  |
| Name: John Oliva<br>Title: Managing Director                  | Name: John Oliva<br>Title: Managing Director                       |  |  |
| /s/ Henry Swieca  | /s/ Glenn Dubin  |  |  |
| HENRY SWIECA  | GLENN DUBIN  |  |  |