

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
<a href="#">0000018498</a>			X Corporation
Name of Issuer			Limited Partnership
GENESCO INC			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
TN			Business Trust
Year of Incorporation/Organization			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
GENESCO INC			
Street Address 1		Street Address 2	
GENESCO PK 1415 MURFREESBORO RD			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
NASHVILLE	TN	37217	6153677000

3. Related Persons

Last Name	First Name	Middle Name
Pennington	Hal	N.
Street Address 1	Street Address 2	
1415 Murfreesboro Road		
City	State/Province/Country	ZIP/PostalCode
Nashville	TN	37217
Relationship: X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Dennis	Robert	J.
Street Address 1	Street Address 2	
1415 Murfreesboro Road		
City	State/Province/Country	ZIP/PostalCode
Nashville	TN	37217
Relationship: X Executive Officer X Director   Promoter		

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Gulmi		James		S.
Street Address 1		Street Address 2		
1415 Murfreesboro Road				
City		State/Province/Country		ZIP/PostalCode
Nashville		TN		37217
Relationship: X Executive Officer   Director   Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Williams		Paul		D.
Street Address 1		Street Address 2		
1415 Murfreesboro Road				
City		State/Province/Country		ZIP/PostalCode
Nashville		TN		37217
Relationship: X Executive Officer   Director   Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Beard		James		S.
Street Address 1		Street Address 2		
1415 Murfreesboro Road				
City		State/Province/Country		ZIP/PostalCode
Nashville		TN		37217
Relationship:   Executive Officer X Director   Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Blaufuss, Jr.		William		F.
Street Address 1		Street Address 2		
1415 Murfreesboro Road				
City		State/Province/Country		ZIP/PostalCode
Nashville		TN		37217
Relationship:   Executive Officer X Director   Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Bradford		James		W.
Street Address 1		Street Address 2		
1415 Murfreesboro Road				
City		State/Province/Country		ZIP/PostalCode
Nashville		TN		37217
Relationship:   Executive Officer X Director   Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Dale		Robert		V.
Street Address 1		Street Address 2		
1415 Murfreesboro Road				
City		State/Province/Country		ZIP/PostalCode
Nashville		TN		37217

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Diamond	Matthew	C.
<b>Street Address 1</b>	<b>Street Address 2</b>	
1415 Murfreesboro Road		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Nashville	TN	373217
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Dickens	Marty	G.
<b>Street Address 1</b>	<b>Street Address 2</b>	
1415 Murfreesboro Road		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Nashville	TN	37217
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Harris	Ben	T.
<b>Street Address 1</b>	<b>Street Address 2</b>	
1415 Murfreesboro Road		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Nashville	TN	37217
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Mason	Kathleen	
<b>Street Address 1</b>	<b>Street Address 2</b>	
1415 Murfreesboro Road		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Nashville	TN	37217
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Berry	Leonard	L.
<b>Street Address 1</b>	<b>Street Address 2</b>	
1415 Murfreesboro Road		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Nashville	TN	37217
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Agriculture

Banking & Financial Services

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Yes No

Other Banking & Financial Services

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

Health Care

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

Real Estate

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

X Retailing

Restaurants

Technology

Computers

Telecommunications

Other Technology

Travel

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
X Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)(2) Section 3(c)(10)
	Section 3(c)(3) Section 3(c)(11)
	Section 3(c)(4) Section 3(c)(12)
	Section 3(c)(5) Section 3(c)(13)
	Section 3(c)(6) Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X New Notice	Date of First Sale 2009-04-29	First Sale Yet to Occur
Amendment		

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?    Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- ☒ Equity
- ☐ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?    Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Lazard Freres & Co. LLC	2528	
(Associated) Broker or Dealer	None	(Associated) Broker or Dealer CRD Number
Lazard Capital Markets LLC	134736	None
Street Address 1	Street Address 2	
Four Embarcadero Center	Suite 650	
City	State/Province/Country	ZIP/Postal Code
San Francisco	CA	94111
State(s) of Solicitation (select all that apply)	All States	Foreign/non-US
Check "All States" or check individual States		

CT

IL

MN

NY

13. Offering and Sales Amounts

Total Offering Amount    \$56,400,000 USD or    Indefinite

Total Amount Sold    \$56,400,000 USD

Total Remaining to be Sold    \$0 USD or    Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

20

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions\$1,057,500 USD Estimate

Finders' Fees\$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
GENESCO INC	Roger S. Sisson	Roger S. Sisson	Senior Vice President, General Counsel & Secretary	2009-05-14

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.