

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

SCHEDULE 14A

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

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 under §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): _____
- (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: _____



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Company overview

May 6, 2021



Non-GAAP

Financial Measures



We report consolidated financial results in accordance with generally accepted accounting principles (“GAAP”). However, to supplement these consolidated financial results our presentation includes certain non-GAAP financial measures such as adjusted earnings per share and adjusted operating income. This supplemental information should not be considered in isolation as a substitute for related GAAP measures. We believe that disclosure of adjusted earnings per share and adjusted operating income will be meaningful to investors. Reconciliations of the non-GAAP supplemental information to the comparable GAAP measures can be found in the Appendix.

What We Aspire To Do

Create and curate leading footwear brands that represent style, innovation and self-expression; be the destination for our consumers' favorite fashion footwear

How We Will Achieve Our Aspiration

Build enduring relationships with our target customers, grounded in unparalleled consumer and market insights

Excite and constantly exceed expectations by delivering distinctive experiences and products, using our direct-to-consumer expertise across digital and physical

Our Values & How We Work

Act with passion and compete to win

Treat our customers and each other with integrity, trust and respect

Create an unrivaled home for talent and diversity to grow and succeed

Never stop being curious; innovate and improve endlessly

Be nimble and react fast

Our Values In Action



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Footwear Focused Portfolio

Retail Platform (~83% of FY2020 net sales)

Branded Platform (~17% of FY2020 net sales)



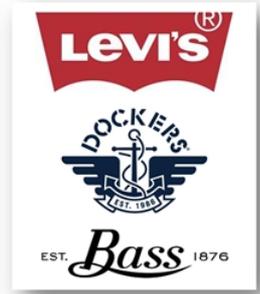
Foot Locker



schuh



JOHNSTON & MURPHY



Licensed Brands

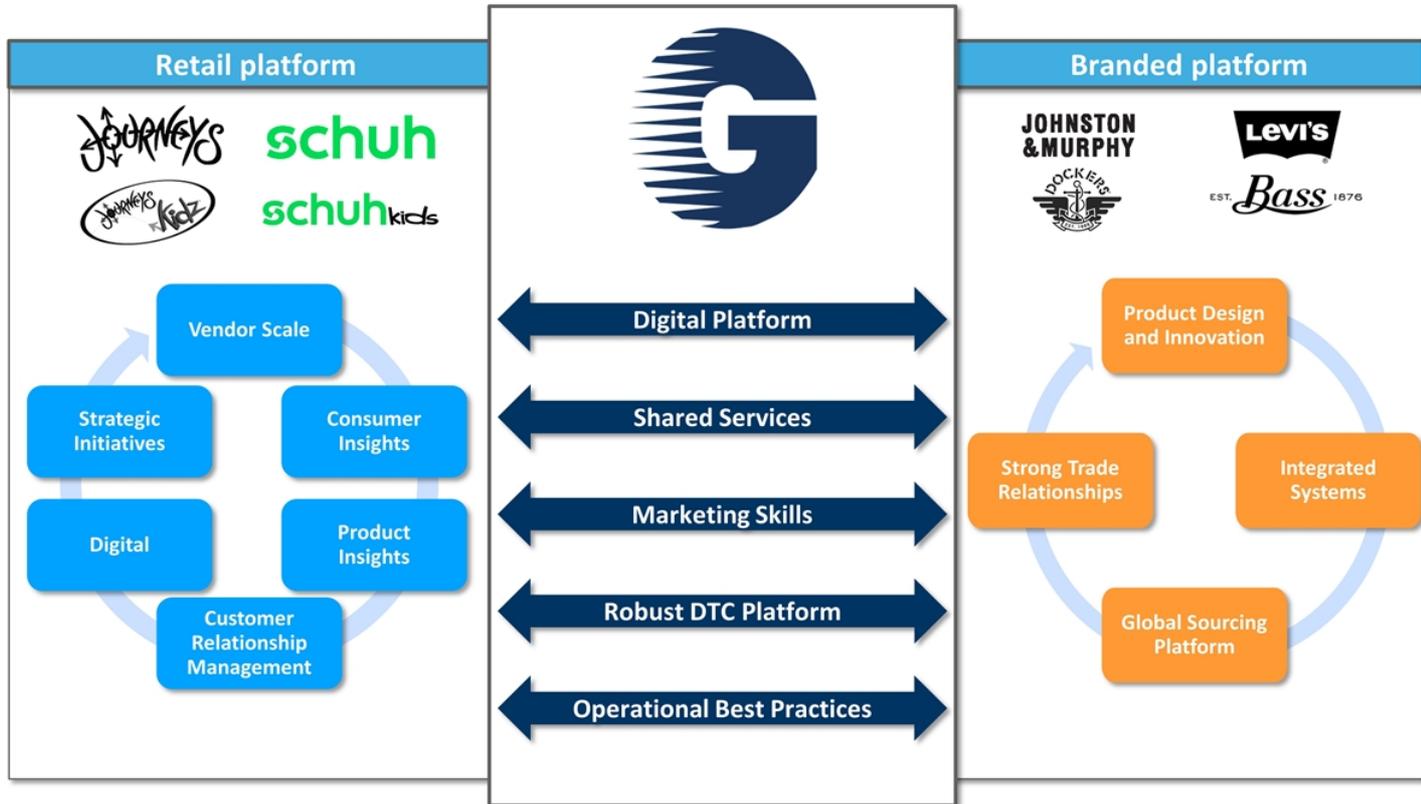
The destination for young adult and teen footwear and partner of choice for leading global brands

Portfolio of leading owned and licensed brands spanning major tiers of retail distribution

FY2020 Net Sales (Pre-Pandemic)	\$1.46B	\$374M	\$301M	\$62M	\$
FY2021 eCommerce Penetration ⁽¹⁾	18%	60%	39%	N/A ⁽²⁾	1
FY2021 Year-End Store Count	1,159	123	178	N/A	1
Key Brands					

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Note: (1) Penetration based upon retail sales only (2) 7% of Licensed Brands sales occur digitally



Footwear focused strategy spans six strategic growth pillars aimed at accelerating Genesco's transformation and leveraging synergies to drive growth and sustainable profitability



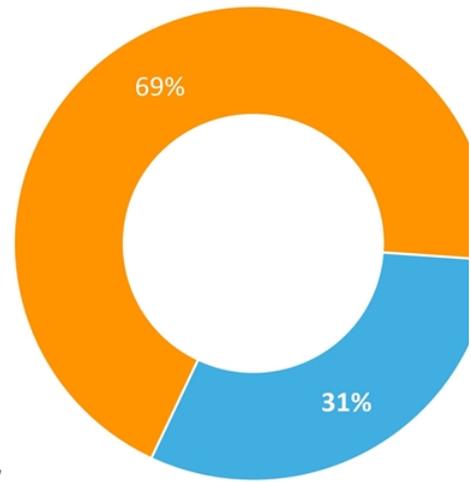
Genesco U.S. Workforce

Predominantly Female and Non-White

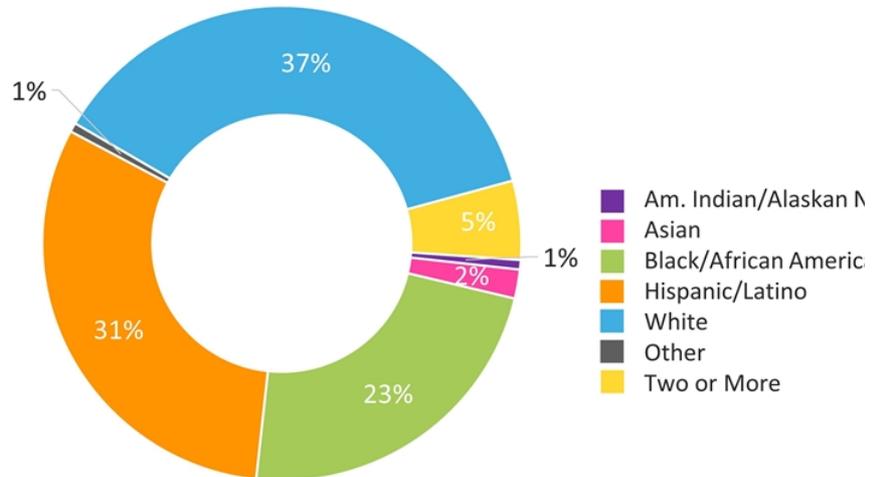


Gender

- Male
- Female



Race/Ethnicity



Note: Other includes Native Hawaiian/Pacific Islander and Not Disclosed ethnic groups

Source: Genesco HRIS, April 2021. Data above includes 13,389 US employees (does not include Schuh or Canadian employees)

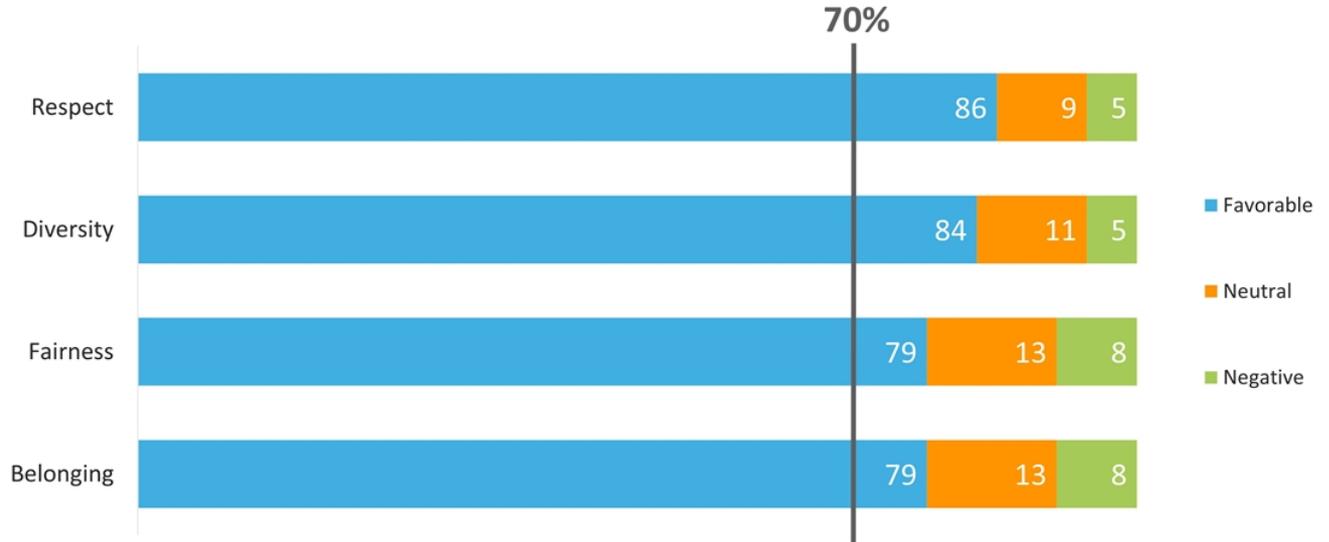
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Inclusive Culture

We Value Diversity, Respect, and Belonging

Employee feedback during the pandemic year



Note: Culture Amp, Genesco's survey partner, advises its clients that a score of 70% or better on an individual factor is a very favorable employee response and is an indication of a healthy, engaged employee population and overall company culture

Source: CY2020 survey of 3,064 full-time North American employees (a 50% participation rate)



Appendix

FY20

Adjusted Operating Income by Segment ⁽¹⁾

(\$ in millions)	Twelve Months Ended - February 1, 2020			Twelve Months Ended - February 2, 2019		
	Oper Inc (Loss)	Adjust	Adj Oper Inc (Loss)	Oper Inc (Loss)	Adjust	Adj Oper Inc (Loss)
Journeys Group	\$ 114.9	\$ -	\$ 114.9	\$ 100.8	\$ -	\$ 100.8
Schuh Group	4.7	-	4.7	3.8	-	3.8
Johnston & Murphy Group	17.7	-	17.7	20.4	-	20.4
Licensed Brands	(0.7)	-	(0.7)	(0.5)	-	(0.5)
Corporate and Other	(53.3)	15.8	(37.4)	(42.6)	8.9	(33.7)
Total Operating Income	\$ 83.3	\$ 15.8	\$ 99.2	\$ 81.8	\$ 8.9	\$ 90.7
% of sales	3.8%		4.5%	3.7%		4.2%

⁽¹⁾ See GAAP to Non-GAAP adjustments on following pages.

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FY19

Adjusted Operating Income by Segment ⁽¹⁾

(\$ in millions)	Twelve Months Ended - February 2, 2019			Twelve Months Ended - February 3, 2019		
	Oper Inc (Loss)	Adjust	Adj Oper Inc (Loss)	Oper Inc (Loss)	Adjust	Adj Oper Inc (Loss)
Journeys Group	\$ 100.8	\$ -	\$ 100.8	\$ 74.1	\$ 0.3	\$ 74.4
Schuh Group	3.8	-	3.8	20.1	-	20.1
Johnston & Murphy Group	20.4	-	20.4	19.4	(0.5)	18.9
Licensed Brands	(0.5)	-	(0.5)	(0.3)	0.3	0.0
Corporate and Other	(42.6)	8.9	(33.8)	(38.9)	7.8	(31.1)
Total Operating Income	\$ 81.8	\$ 8.9	\$ 90.7	\$ 74.4	\$ 7.9	\$ 82.3
% of sales	3.7%		4.1%	3.5%		3.5%

⁽¹⁾ See GAAP to Non-GAAP adjustments on following pages.

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In Thousands (except per share amounts)	Twelve Months Ended					
	February 1, 2020			February 2, 2019		
	Pretax	Net of Tax	Per Share Amounts	Pretax	Net of Tax	Per Share Amounts
Earnings from continuing operations, as reported		\$ 61,757	\$ 3.94		\$ 51,224	\$ 2.63
Asset impairments and other adjustments:						
Impairment charges	\$ 3,095	2,261	0.14	\$ 4,153	3,032	0.15
Pension settlement	11,510	8,409	0.54	-	-	0.00
Gain on lease terminations	(458)	(335)	(0.02)	-	-	0.00
Acquisition expenses	2,474	1,808	0.12	-	-	0.00
Gain on sale of Lids building	(586)	(428)	(0.03)	-	-	0.00
Bonus related to sale of Lids Sports Group	-	-	0.00	5,707	4,166	0.21
Loss on early retirement of debt	-	-	0.00	597	436	0.02
Legal and other matters	-	-	0.00	270	197	0.01
Gain on Hurricane Maria	(187)	(137)	(0.01)	(1,419)	(1,036)	(0.05)
Other hurricane losses	-	-	0.00	160	117	0.01
Total asset impairments and other adjustments	\$ 15,848	11,578	0.74	\$ 9,468	6,912	0.35
Income tax expense adjustments:						
Tax impact for share-based awards		(54)	0.00		452	0.02
Other tax items		(1,475)	(0.10)		5,399	0.28
Total income tax expense adjustments		(1,529)	(0.10)		5,851	0.30
Adjusted earnings from continuing operations ^{(1) and (2)}		\$ 71,806	\$ 4.58		\$ 63,987	\$ 3.28

⁽¹⁾ The adjusted tax rate for Fiscal 2020 and 2019 is 26.9% and 27.1%, respectively.

⁽²⁾ EPS reflects 15.7 million and 19.5 million share count for Fiscal 2020 and 2019, respectively, which includes common stock equivalents in each period.

In Thousands (except per share amounts)	Twelve Months Ended					
	February 2, 2019			February 3, 2018		
	Pretax	Net of Tax	Per Share Amounts	Pretax	Net of Tax	Per Share Amount
Earnings from continuing operations, as reported		\$ 51,224	\$ 2.63		\$ 36,708	\$ 1.91
Asset impairments and other adjustments:						
Impairment charges	\$ 4,153	3,032	0.15	\$ 1,663	1,115	0.06
Bonus related to sale of Lids Sports Group	5,707	4,166	0.21	-	-	0.00
Other legal matters	270	197	0.01	-	-	0.00
(Gain) loss on Hurricane Maria	(1,419)	(1,036)	(0.05)	881	591	0.03
Other hurricane losses	160	117	0.01	-	-	0.00
Loss on early retirement of debt	597	436	0.02	-	-	0.00
Acquisition transition expenses	-	-	0.00	288	193	0.01
Licensing termination	-	-	0.00	5,374	3,603	0.19
Reduction in force expense	-	-	0.00	179	120	0.01
License cancellation income	-	-	0.00	(500)	(335)	(0.02)
Total asset impairments and other adjustments	\$ 9,468	6,912	0.35	\$ 7,885	5,287	0.28
Income tax expense adjustments:						
Tax impact for share-based awards		452	0.02		2,167	0.11
Other tax items		5,399	0.28		7,260	0.38
Total income tax expense adjustments		5,851	0.30		9,427	0.50
Adjusted earnings from continuing operations ^{(1) and (2)}		\$ 63,987	\$ 3.28		\$ 51,422	\$ 2.71

⁽¹⁾ The adjusted tax rate for Fiscal 2019 and 2018 is 27.1% and 33.1%, respectively.

⁽²⁾ EPS reflects 19.5 million and 19.3 million share count for Fiscal 2019 and 2018, respectively, which includes common stock equivalents in each period.

Safe Harbor Statement

This presentation contains forward looking statements, including those regarding the performance outlook for the Company and all other statements addressing solely historical facts or present conditions. Forward-looking statements are usually identified by or are associated with such words as “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 a 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 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 or timely basis and effectively manage disruptions in product supply or distribution, including disruptions as a result of COVID-19; unfavorable trends in 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 initiative 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 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 affect 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, or by contacting the investor relations department of Genesco via the Company’s website www.genesco.com. Many of the factors that will determine the outcome of the subject matter of this presentation 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.

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Disclaimers

IMPORTANT INFORMATION: Genesco intends to file a preliminary and definitive proxy statement (the “Proxy Statement”) and accompanying proxy 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. Copies will also be available at no charge in the Investors Relations section of Genesco’s corporate website at www.genesco.com.

CERTAIN INFORMATION REGARDING PARTICIPANTS: 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.

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