## 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. 3)<sup>1</sup>

<u>Genesco Inc.</u> (Name of Issuer)

<u>Common Stock, \$1.00 par value per share</u> (Title of Class of Securities)

> 371532102 (CUSIP Number)

CHRISTOPHER S. KIPER LEGION PARTNERS ASSET MANAGEMENT, LLC 12121 Wilshire Blvd, Suite 1240 Los Angeles, California 90025 (424) 253-1773

STEVE WOLOSKY, ESQ. ELIZABETH GONZALEZ-SUSSMAN, ESQ. OLSHAN FROME WOLOSKY LLP 1325 Avenue of the Americas New York, New York 10019 <u>(212) 451-2300</u> (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

<u>July 20, 2021</u> (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(g), check the following box  $\Box$ .

*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.

<sup>&</sup>lt;sup>1</sup> 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*).

1	NAME OF REPOR	RTING PERSON	
	Legion Partne	ers, L.P. I	
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □
3	SEC USE ONLY		
4	SOURCE OF FUN	DS	
5	WC CHECK BOX IF D 2(e)	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6		PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER	
OWNED BY EACH REPORTING	8	SHARED VOTING POWER	
PERSON WITH	9	841,197 SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		841,197	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	841,197		
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.62%		
14	TYPE OF REPORT	TING PERSON	
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1	NAME OF REPORT	TING PERSON	
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	Delaware		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		47,383	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		47,383	
11	AGGREGATE AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	47,383		
12		IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORTI	NG PERSON	
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1	NAME OF REPOR	RTING PERSON	
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	Legion Partn		
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠
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	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY			
OWNED BY	8	- 0 - SHARED VOTING POWER	
EACH	0	SHARED VOTING POWER	
REPORTING		888,580	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	5		
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		888,580	
11	AGGREGATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	888,580		
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	DEDCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
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	5.94%		
14	TYPE OF REPOR	TING PERSON	
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1	NAME OF REPORT	TING PERSON	
	Legion Partner	rs Asset Management, LLC OPRIATE BOX IF A MEMBER OF A GROUP	
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠
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	Delaware		
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SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH	0	SHARED VOTING POWER	
REPORTING		888,580	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
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	10	SHARED DISPOSITIVE POWER	
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11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
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	5.94%		
14	TYPE OF REPORTI	NG PERSON	
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1	NAME OF REPORT	TING PERSON	
		rs Holdings, LLC	
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) 🗆
3	SEC USE ONLY		
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	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		888,680	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
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	10	SHARED DISPOSITIVE POWER	
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		888,680	
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	888,680		
12		IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
	5.94%		
14	TYPE OF REPORT	ING PERSON	
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1	NAME OF REPO	RTING PERSON	
	Christopher		
2	CHECK THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □
			(0) 🗆
3	SEC USE ONLY		
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	2(e)		
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	USA		
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SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		888,680	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
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	10	SHARED DISPOSITIVE POWER	
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		888,680	
11	AGGREGATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	888,680		
12	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	DEDCENT OF C	ASS REPRESENTED BY AMOUNT IN ROW (11)	
13	PERCENT OF CL	ASS REFRESENTED DI ANIOUNT IN ROW (11)	
	5.94%		
14	TYPE OF REPOF	TING PERSON	
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1	NAME OF REPO	RTING PERSON	
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	Raymond T.		
2	CHECK THE API	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠
			(b) 🗆
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	2(e)		
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	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	/	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		888,680	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
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	10	SHARED DISPOSITIVE POWER	
		888,680	
11	AGGREGATE AN	AOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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	888,680		
12		THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.94%		
14	TYPE OF REPOR	TING PERSON	
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1	NAME OF REPO	RTING PERSON	
	Marjorie L.		
2	CHECK THE API	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🛛
			(b) 🗆
3	SEC USE ONLY		
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5	CHECK BOX IF I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF	
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6	CITIZENSHIP OF	R PLACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
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11	AGGREGATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -		
12	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPOR	TING PERSON	
	13.		
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1	NAME OF REPORTING PERSON			
	Margenett M	OOPE-KODERS		
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □	
			(0) 🗆	
3	SEC USE ONLY			
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4	SOURCE OF FUN	DS		
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
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	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		75		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		75		
	10	75 SHARED DISPOSITIVE POWER		
	10	SHARED DISPOSITIVE FOWER		
		- 0 -		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	75			
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
10			_	
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORT			
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1	NAME OF REPOR	TING PERSON	
	Dawn H. Rob		
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) $\boxtimes$
			(b) 🗆
3	SEC USE ONLY		
5	SEC USE ONLI		
4	SOURCE OF FUN	DS	
5	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	USA		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH	0	SHALED VOTING FOWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
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13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORT	TING PERSON	
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1	NAME OF REPOR	TING PERSON	
	III DO		
	Hobart P. Sic		
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠
			(b) 🗆
3	SEC USE ONLY		
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4	SOURCE OF FUN	DS	
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5	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF	
	2(e)		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		0	
OWNED BY	8	- 0 - SHARED VOTING POWER	
EACH	0	SHARED VOTING FOWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	5		
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -		
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	DEDCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
15	PERCENT OF CL	ASS REFRESENTED DT ANIOUNT IN KOW (11)	
	0%		
14	TYPE OF REPORT	TING PERSON	
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The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned ("Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

#### Item 2. Identity and Background.

Item 2 is hereby amended to add the following:

Following the Issuer's 2021 annual meeting of shareholders held on July 20, 2021, Marjorie L. Bowen, Margenett Moore-Roberts, Dawn H. Robertson and Hobart P. Sichel are no longer members of the Section 13(d) group and shall cease to be Reporting Persons immediately upon the filing of this Amendment No. 3 to the Schedule 13D. The remaining Reporting Persons will continue filing statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. Each of the remaining Reporting Persons is party to the Joint Filing Agreement, as further described in Item 6 below.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended to add the following:

The Shares purchased by Ms. Moore-Roberts were purchased with personal funds in open market purchases, except as otherwise noted in Schedule A, which is incorporated herein by reference. The aggregate purchase price of the 75 Shares owned directly by Ms. Moore-Roberts is approximately \$4,802, including brokerage commissions.

Item 5. <u>Interest in Securities of the Issuer</u>.

Item 5 H is hereby amended and restated to read as follows:

#### H. Ms. Moore-Roberts

(a) As of the close of business on July 20, 2021, Ms. Moore-Roberts beneficially owned 75 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 75
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 75
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Ms. Moore-Roberts since the filing of Amendment No. 2 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.



### Item 6. <u>Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer</u>.

Item 6 is hereby amended to add the following:

On July 20, 2021, the Reporting Persons that will remain Reporting Persons after the filing of this Amendment No. 3 to the Schedule 13D entered into a Joint Filing Agreement in which the remaining Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

#### Item 7. <u>Material to be Filed as Exhibits</u>.

Item 7 is hereby amended to add the following exhibit:

99.1 Joint Filing Agreement, dated July 20, 2021.

## **SIGNATURES**

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

Dated: July 20, 2021

	Investment	Auvisor
By:		pher S. Kiper
	Name:	Christopher S. Kiper
	Title:	Managing Director
Legi	on Partners, I	P. II
By:	Legion Pa	rtners Asset Management, LLC
	Investment	Advisor
By:	/s/ Christo	pher S. Kiper
	Name:	Christopher S. Kiper
	Title:	Managing Director
Legi	on Partners, I	LC
By:	-	rtners Holdings, LLC
	Managing	Member
By:		pher S. Kiper
	Name:	Christopher S. Kiper
	Title:	Managing Member
Legi	on Partners A	sset Management, LLC
By:	/s/ Christo	pher S. Kiper
	Name:	Christopher S. Kiper
	Title:	Managing Director
Legi	on Partners H	oldings, LLC
By:	/s/ Christo	pher S. Kiper
	Name:	Christopher S. Kiper
	Title:	Managing Member
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/s/ Christopher S. Kiper

Christopher S. Kiper Individually and as attorney-in-fact for each of Marjorie L. Bowen, Margenett Moore-Roberts, Dawn H. Robertson and Hobart P. Sichel.

/s/ Raymond T. White Raymond T. White

## SCHEDULE A

# Transactions in the Securities of the Issuer Since the Filing of Amendment No. 2 to the Schedule 13D

Nature of the Transaction	Amount of Securities <u>Purchased/(Sold)</u>	<u>Price (\$)</u>	Date of <u>Purchase/Sale</u>		
MARGENETT MOORE-ROBERTS					
Purchase of Common Stock	75	64.0300	07/01/2021		

#### 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 additional amendments thereto) with respect to the shares of Common Stock, \$1.00 par value, of Genesco Inc., a Tennessee corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: July 20, 2021

Legion	Partners,	L.P. ]	I
LCSION	r ur ur cr o,		

- 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, LLC

- By: Legion Partners Holdings, LLC Managing Member
- By: /s/ Christopher S. Kiper Name: Christopher S. Kiper Title: Managing Member

Legion Partners Asset Management, LLC

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

Legion Partners Holdings, LLC

/s/ Christopher S. KiperName:Christopher S. KiperTitle:Managing Member By:

/s/ Christopher S. Kiper Christopher S. Kiper

/s/ Raymond T. White Raymond T. White