
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-K/A
(Amendment No. 1)**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 26, 2023

Genesco Inc.

(Exact name of Registrant as Specified in Its Charter)

Tennessee
(State or Other Jurisdiction
of Incorporation)

1-3083
(Commission File Number)

62-0211340
(IRS Employer
Identification No.)

535 Marriott Drive
Nashville, Tennessee
(Address of Principal Executive Offices)

37214
(Zip Code)

Registrant's Telephone Number, Including Area Code: 615 367-7000

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.00 par value	GCO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

This Current Report on Form 8-K/A amends and supplements the Current Report on Form 8-K of Genesco Inc. (the “Company”) originally filed with the Securities and Exchange Commission on June 26, 2023 (the “Initial Filing”). The Initial Filing reported the final voting results of the Company’s Annual Meeting of Shareholders held on June 22, 2023. The sole purpose for filing this Current Report on Form 8-K/A is to amend the Initial Filing to disclose the Company’s determination with respect to the frequency of future shareholder advisory votes on the Company’s executive compensation. No other changes have been made to the Initial Filing.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 26, 2023, the Company reported in its Initial Filing that a majority of the Company’s shareholders cast a non-binding, advisory vote for an annual frequency for future shareholder advisory votes on the Company’s executive compensation.

The Company’s Board of Directors has considered the outcome of the shareholder vote and determined that the Company will hold future shareholder advisory votes on the Company’s executive compensation on an annual basis until the next vote on the frequency of such vote is conducted or until the Board of Directors determines that a different frequency for such votes is in the best interests of the shareholders of the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENESCO, INC.

Date: May 15, 2024

By: /s/Scott E. Becker

Scott E. Becker

Senior Vice President, Secretary and General Counsel

GENESCO ANNOUNCES \$50 MILLION INCREASE TO ITS SHARE REPURCHASE AUTHORIZATION

NASHVILLE, Tenn., June 26, 2023 -- Genesco Inc. (NYSE: GCO) announced today that its board of directors has authorized a \$50 million increase to its existing \$200 million share repurchase authorization.

Under Genesco's existing \$200 million share repurchase, since September 2019 the Company has repurchased 3.9 million shares at a total cost of approximately \$189.5 million leaving the remaining authorization of \$10.5 million under the existing program. This includes repurchasing during the current quarter approximately 676,000 shares for a total cost of \$14.5 million, at an average price of \$21.41 per share. Since December 2018, the Company has repurchased an aggregate of approximately 9.2 million shares at a total cost of approximately \$415 million. These shares represent more than 46% of the shares outstanding at the start of these purchases.

The new authorization is intended to be implemented through purchases made from time to time using a variety of methods, which may include open market purchases, private transactions, block trades, or otherwise, or by any combination of such methods, in accordance with SEC and other applicable legal requirements. The timing, prices and sizes of purchases will depend upon prevailing stock prices, general economic and market conditions and other considerations. The repurchase program does not obligate the Company to acquire any particular amount of common stock and the repurchase program may be suspended or discontinued at any time at the Company's discretion.

About Genesco Inc.

Genesco Inc., a Nashville-based specialty retailer and branded company, sells footwear and accessories in more than 1,390 retail stores throughout the U.S., Canada, the United Kingdom and the Republic of Ireland, principally under the names Journeys, Journeys Kidz, Little Burgundy, Schuh, Schuh Kids, Johnston & Murphy, and on internet websites www.journeys.com, www.journeyskidz.com, www.journeys.ca, www.littleburgundyshoes.com, www.schuh.co.uk, www.schuh.ie, www.schuh.eu, www.johnstonmurphy.com, www.johnstonmurphy.ca, www.nashvilleshoewarehouse.com, and www.dockershoes.com. In addition, Genesco sells footwear at wholesale under its Johnston & Murphy brand, the licensed Levi's brand, the licensed Dockers brand, the licensed Bass brand, and other brands. Genesco is committed to progress in its diversity,

equity and inclusion efforts, and the Company's environmental, social and governance stewardship. For more information on Genesco and its operating divisions, please visit www.genesco.com.

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