

**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 Pursuant to §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:

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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:

About Genesco Inc.

Genesco Inc., a Nashville-based specialty retailer and branded company, sells footwear and accessories in more than 1,455 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.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. For more information on Genesco and its operating divisions, please visit www.genesco.com.

Forward-Looking Statements

Certain statements in this communication may constitute forward-looking statements, including those regarding the performance outlook for the Company and all other statements not addressing solely historical facts or present conditions. Forward-looking statements are usually identified by or are associated with such words as "intend," "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 and/or 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 the 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 on a timely basis and effectively manage disruptions in product supply or distribution, including disruptions as a result of COVID-19; unfavorable trends in fuel 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 omni-channel initiatives; 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 health 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 affecting 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 release 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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Participants in the Solicitation

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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David Slater
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(615) 367-7604

The following were posted by the Company to www.GenescoDrivingValue.com on May 21, 2021.

Successfully executing on our footwear focused strategy.

Genesco has successfully delivered strong performance both before and throughout the pandemic and is entering fiscal 2022 with a newly refreshed board, a proven leadership team and strategic plan, and strong business momentum. The Company is well positioned to capitalize on synergies across its platform and succeed in an increasingly digital retail environment.



Quick Links

[Fact Sheets](#)

[Press Releases](#)

[SEC Filings](#)





May 21, 2021

Genesco Strengthens Board with Appointments of Three New Independent Directors

April 12, 2021

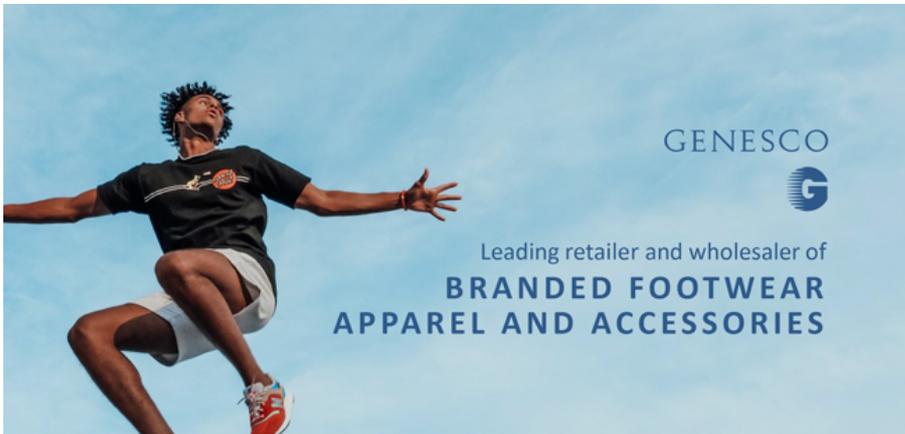
Genesco Confirms Receipt of Director Nominations From Legion Partners



Fact Sheets

May 21, 2021
[Board Refreshment Fact Sheet](#)

May 21, 2021
[Corporate Fact Sheet](#)



GENESCO



Leading retailer and wholesaler of
**BRANDED FOOTWEAR
APPAREL AND ACCESSORIES**

COMPANY OVERVIEW



HQ

Nashville



19K

Employees



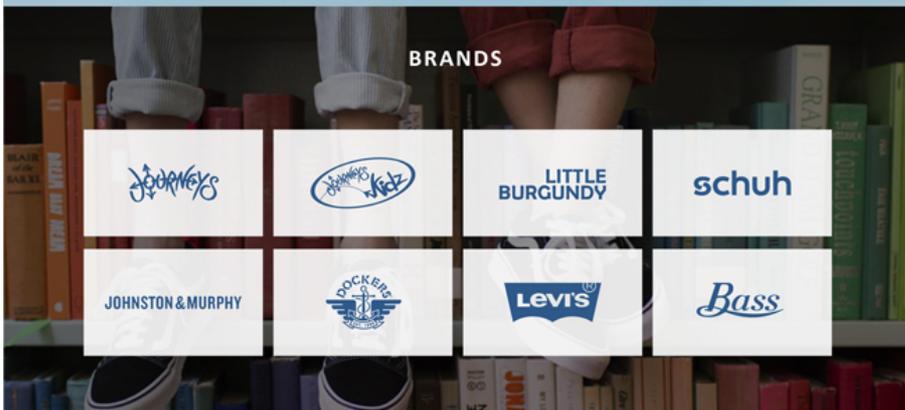
1,460

Retail footwear
stores¹



88%/12%

Specialty retail /
branded sales



BRANDS

JOURNEYS



LITTLE
BURGUNDY

schuh

JOHNSTON & MURPHY

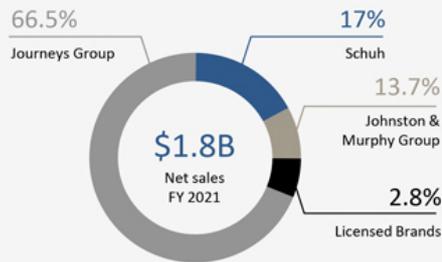


Levi's

Bass

PERFORMANCE HIGHLIGHTS

Successfully executing on footwear focused strategy which leverages synergies across our retail and branded business to deliver enhanced scale and profitability²



Strong Performance Both Before and Throughout the Pandemic

- 11 consecutive quarters of comparable sales growth prior to pandemic³
- 107% EPS growth from FY 2018 – FY 2020
- Sequential improvement in revenue and gross margin in every quarter since Q1 FY 2021
- Strong Q4 2021 performance
 - Total company operating margin of ~10%
 - Record operating income at Journeys
- Reduced FY 2021 operating expenses by ~16% compared to FY 2020
- Target \$25-30 million in annual cost savings to enable increased investment in growth and enhance ROIC
- Entering FY 2022 with a healthy balance sheet

Genesco Stock Price Has Increased Under New Leadership⁴

- Share price has increased significantly as a result of footwear focused strategy and strategic growth plans under CEO Mimi Vaughn
- Share price up 34%⁴ during Vaughn's tenure
- 1-year share price is up over 200%⁴, reflecting strong momentum coming out of pandemic



PRIORITIES AND DIFFERENTIATORS

Path to Sustained Profitability

- Invest and increase penetration in digital while further connecting physical and digital
- Drive customer engagement through enhanced CRM capabilities & loyalty programs
- Evolve product development towards where the customer is – casual
- Recover to historical levels of profitability through revenue growth, gross margin expansion and cost reductions
- Market consolidation and disruption have reduced points of footwear distribution

Key Advantages

- Key omni-channel to strong brands, including brands that matter to teens
- Synergies across both retail and branded platforms
- Shared strategies, operations, technology & services
- Leading specialty retailer that sells footwear at its 1,460 stores and online; also sells wholesale footwear under owned and licensed brands



LEADERSHIP AND GOVERNANCE

New Leadership Driving Company Forward

- Mimi Vaughn appointed CEO in February 2020
- Tom George appointed CFO in December 2020
- Scott Becker appointed general counsel and corporate secretary in October 2019
- Brent Baxter named chief accounting officer in October 2019
- Parag Desai named chief strategy and digital officer in May 2021



Highly Engaged, Independent Board Committed to Ongoing Refreshment

- Focused on driving growth and sustained profitability for the benefit of all shareholders
- Commitment to regularly evaluating Board composition to reflect the right mix of skills and expertise, diversity and new perspectives
- Refreshment helps support needs in an increasingly digital retail environment
 - Annually elected directors
 - 5 of 9 directors and new Lead Director appointed since 2019
 - Four tenured directors have retired over the same period⁵

Deep Commitment to Diversity, Equity & Inclusion and ESG

- Management-led Task Force on Diversity, Equity and Inclusion (DE&I)
- Annual assessment of Board diversity
 - 5 of 9 directors are diverse in gender and/or ethnicity⁵
 - Board and Compensation Committee are chaired by women
- Quarterly Board-led reviews of ESG initiatives
- Committed to responsible ethical sourcing and vendor compliance code with regular factory inspections

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¹In the United States, United Kingdom, Republic of Ireland, Canada, Puerto Rico

²In FY 2021

³Quarterly consolidated comparable sales, excluding Ltd., were positive from Q2 of fiscal year 2018 through Q4 of fiscal year 2020

⁴As of Genesco's closing share price on May 20, 2021

⁵As of Genesco's 2021 Annual Meeting of Shareholders

BEST IN CLASS BOARD

Stewards for the Company and its Stakeholders

GENESCO



Independent with Leadership Expertise in Key Strategic Areas

- Comprised of individuals with deep experience in areas crucial to Genesco's long-term strategy, including: Retail, eCommerce, Operations, Sales & Marketing

Dedicated to Generating Shareholder Value

- Focused on driving growth and sustained profitability for all shareholders
- Generated shareholder value during a market dislocation through the pandemic

Executing on Footwear Focused Strategy

- Strong performance before and during pandemic
- Share price has increased significantly as a result of strategic growth plans under CEO Mimi Vaughn

COMMITMENT TO REFRESHMENT

ADDITIONS

Mimi Vaughn (CEO)
1 Director

John Lambros
1 Director

Angel Martinez
Mary Meixelsperger
Greg Sandfort
3 Directors

2019

2020

2021

RESIGNATIONS

2 Directors

Robert Dennis (CEO)
James Bradford

2 Directors

Marty Dickens
Kathleen Mason



S&P 500⁽²⁾
(Consumer Sector)

Genesco has added 5 new directors, (representing a majority of the Board) and a new lead director since 2019, and 4 directors have retired over the same period

Matthew Diamond, Lead Independent Director and Chair of Nominating and Governance Committee, has played an instrumental role in refreshing the Board through this transitional phase

Director appointments have been strategic and focused on bringing key competencies to the Board in accordance with Genesco's long-term footwear focused strategy

Mimi Vaughn was appointed CEO and Board Chair and has skillfully led the Company through its next phase of strategic growth and development

Tenure
(average in years)

5
(favorable to average)

8

Age
(average in years)

62
(in-line with average)

62

Racial Diversity
(% Diverse)

33%
(above average)

21%

Gender Diversity
(% Female)

33%
(above average)

31%

Independence

89%
(above average)

84%



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¹ Pro-forma based on the resignation of Kathleen Mason and Marty Dickens.

² Spencer Stuart December 2020 S&P500 Board Index for Consumer sector.

³ Nashville Business Journal

⁴ Human Rights Campaign Foundation





Mimi Vaughn

- President and Chief Executive Officer, Genesis
- Board Chair
- Director since 2019
- Age 55

Ms. Vaughn joined the Company in September 2003 as vice president of strategy and business development, the vice president senior vice president, strategy and business development in October 2005, senior vice president of strategy and business development in April 2008 and senior vice president - Finance and Chief Financial Officer in February 2010. In May 2010, Ms. Vaughn was named senior vice president and chief operating officer and continued to serve as senior vice president in Finance and chief financial officer until her succession with appointment in June 2010. In October 2010, Ms. Vaughn was appointed to become president and chief executive officer of the Company on February 2, 2021 and was appointed as a director effective October 30, 2016. Prior to joining the Company, Ms. Vaughn was executive vice president of business development and marketing and acting chief financial officer from 2006 to 2009 for JPMorgan Corporation in New York. From 1999 to 1998, she was a consultant at McKinsey & Company in Atlanta.

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Matthew Diamond

- Former Chief Executive Officer, Daily Media, LLC
- Lead Independent Director
- Director since 2020
- Age 52

Mr. Diamond has been an operator, investor, and entrepreneur in digital media and has for over 20 years and is a pioneer in digital commerce and media. He co-founded Alloy, Inc. (formerly Hootby Alloy) in 1999, a privately held marketing and media company focusing on the youth demographic through television, film, and digital media which merged with Bebe Media in October 2010 to form Daily Media. From 2010 to 2015, he led the successful sale of over eight Alloy businesses to a combination of strategic and private equity buyers. He served as chief executive officer of Daily Media, LLC from October 2013 until November 2016. Mr. Diamond was a director of Alloy since its founding and was named to chairman and chief executive officer in April 16. Diamond was instrumental in the establishment of Alloy's multi-discipline marketing and Alloy Media + Marketing and led key operations, including Alloy's investments, the youth media network, which was sold to Warner Bros. Television Group, Channel One, the second winning private equity transaction for media and Alloy Education, a leader in equity recruitment solutions for higher education. Mr. Diamond has presided over some of the largest youth brands of the last quarter century including Disney, Alloy, CCL, iHeart, iHeart Radio, "Snapchat", "Snapchat of the Week", "Snapchat", "Snapchat Daily", "Moby the cat", and Channel One Media. He also served as board member during the early stages of both the National and Global. Mr. Diamond continues to work with multiple leading edge companies and brands seeking to reach consumers through all aspects of digital and social media. He has been a director of Genesis since 2020. The Board considers Mr. Diamond's experience in youth branding and marketing and digital and marketing and leveraging demographic trends (including but not limited to a key demographic of the Company's (our) business), and his knowledge of social media, digital media and commerce, social channel and direct mail and marketing, strategic planning and his senior management experience to be important contributions to the effectiveness of Genesis's Board.

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Joanna Barsh

- Senior Partner Emerita, McKinsey & Company, Independent Consultant
- Independent Director
- Director since 2019
- Age 68

Ms. Barsh joined Genesis's Board in 2019. She became a senior partner emerita of McKinsey & Company, a global management consulting firm, in April 2019, after more than 30 years with that firm, where she had been a senior partner since 1984. She is the author of several books and an expert on leadership development, growth strategy, organizational effectiveness and performance transformation. Ms. Barsh has counseled over 80 companies, organizations and governments around the world in the retail, consumer products, direct selling, private equity, and health sectors on strategic and operational issues. She is a strong advocate for women, serving on New York City's Commission on Women's Issues for over a decade and leading global leading research for The Global Board of Women in from 2006 to 2010 and for the U.S. Chamber of Commerce. She is also a member of former Secretary Clinton's International Council of Women Business Leaders on shaping its Leadership Working Group. The Board believes that Ms. Barsh's expertise gained through more than three decades of helping management teams and boards identify, market opportunities, craft and implement strategies, identify and execute business transformations and navigate industry transitions, as well as her extensive research on advancing women and people of color in the workplace provide valuable insight to Genesis's Board and management.

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John Lambros

- President, DCA-U.S.
- Independent Director
- Director since 2020
- Age 55

Mr. Lambros is president of DCA-U.S., a global investment bank, serving as the head of its digital media financing practice. He serves as a member of the board of directors and executive committee and serves as a member of the board of directors of DCA Corporation, its parent company. From 2012, Mr. Lambros has been an active advisor to and operator in the digital media and emerging technology markets. An investment banker, Mr. Lambros has led more than 200 public and private market financings, merger and acquisition transactions, recapitalizations, joint ventures and other structured debt financings. From 2009 to 2013, he was senior vice president of business development for Intel Networks, a broadband technology company. From 2003 to 2009, Mr. Lambros was a partner at Morgan Stanley & Co., where he served as a vice president and member of the global communications group focused on advising emerging telecommunications, media and technology clients. The Board believes Mr. Lambros' experience in corporate finance, digital media, emerging technology sectors, as well as his experience with strategic portfolio reviews, M&A, transaction matters and capital markets to be beneficial to Deckers' Board.

[Read less](#)



Thurgood Marshall, Jr.

- Retired Partner, Morgan, Lewis & Bockius LLP
- Independent Director
- Director since 2020
- Age 64

Mr. Marshall, who joined Deckers' Board in 2020, was a partner in the Washington, D.C. office of the law firm of Morgan, Lewis & Bockius LLP until his retirement in September 2019. He also serves on the board of CardChex Inc. (NYSE: CHX), a publicly traded, full-service corrections management and case solution provider. He is a former board member of the Office of Compliance and Certification, the United States Postal Service and the Ford Foundation. Mr. Marshall works in the intersection of law, business, politics and policy. He has provided law, legal and government representation, and he serves on a range of corporate and non-profit boards. Mr. Marshall's professional background includes service in all three branches of the federal government and in the private sector. Prior to joining the law firm of Morgan, Lewis & Bockius LLP in a partner in 2003, he served in various positions in the President and Counsel's Secretary from 1997 to 2003, as chief of the White House Olympic Task Force in connection with the 2002 Winter Olympics, director of legislative affairs and deputy counsel to the vice president, counsel to the Senate Judiciary Committee, the Committee on Commerce, Science & Transportation, and the Governmental Affairs Committee, and an equalized case to the honorable Benjamin G. Haker of the U.S. District Court for the District of Columbia. The Board believes that Mr. Marshall's extensive experience in government service, insight into regulatory affairs, and his expertise in corporate governance and oversight, ethics and risk management and stakeholder relations, gained through service as a director in for-profit, non-profit, and public sectors, bring unique and valuable perspectives to Deckers.

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Angel Martinez

- Former Chief Executive Officer and Chairman of the Board of Directors, Deckers Brands
- Independent Director
- Director since 2020
- Age 55

Mr. Martinez served as chief executive officer and president of Deckers Brands (formerly known as Deckers Outdoor Corporation) (NYSE: DSO), a footwear designer and distributor whose brands include UGG, Teva, Sanuk, Vasa One One and Koolhausa, from April 2015 until his retirement in June 2020, as executive chairman of the board from 2018 until June 2020, and as non-executive chairman of the board from June 2020 until September 2021. Prior to joining Deckers, Mr. Martinez was co-founder of Sun-All, an outdoor footwear manufacturer, and served as its president, chief executive officer and vice chairman from April 2003 to March 2010. Prior thereto, he served as executive vice president and chief marketing officer of Hanes International USA and as chief executive officer and president of The Footprint Company, a subsidiary of Hanes International USA. He currently serves on the board of directors and is a member of the audit committee of Sun Ferry (NYSE: FTY) and served on the board of directors and as a member of the compensation committee of Lippincott Williams & Wilkins (NYSE: LWW) from 2008 to 2020. The Board believes that Mr. Martinez's 40 years of experience in the retail footwear industry and his operational and strategic knowledge, including his expertise in capital structure, regulatory and leading industry trends and business transformation, and human capital management, gained through his experience as a leader and board member of other publicly-traded companies, will bring valuable insight to the Board and the Company.

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Gregory Sandfort

- Former Chief Executive Officer and Director, Tractor Supply Company
- Independent Director
- Director since 2021
- Age 68

Gregory A. Sandfort served as chief executive officer of Tractor Supply Company (NASDAQ: TSCO) from May 2006 to January 2023 and is a member of the board of directors of Tractor Supply from February 2023 to May 2023. Following his retirement, he served as strategic adviser and consultant to Tractor Supply from January to August 2023. Mr. Sandfort served as president and chief executive officer of Tractor Supply from December 2012 to May 2019 and as president and chief operating officer of Tractor Supply from February 2012. Mr. Sandfort also previously served in the roles of president and chief manufacturing officer and executive vice president - chief manufacturing officer of Tractor Supply. Mr. Sandfort served as president and chief operating officer of Midwest Stores, Inc. from March 2008 to August 2007 and as executive vice president - general merchandise manager at Midwest Stores, Inc. from January 2004 to February 2008. Mr. Sandfort has also served as a director of HD-40 Company (NASDAQ: HDCT) since 2011 and an independent director of HD-40 Company since October 2020. He was also formerly a director of Midwest's, Inc. (NASDAQ: MID), from over 40 years of experience in the retail industry. Mr. Sandfort brings a wealth of knowledge regarding all facets of operations, industry and retail, including merchandising, marketing, brand management, operations, strategic planning, human resource management and logistics. The Board considers his broad-based experience in the retail industry, his expertise in capital allocation and his understanding of customer behavior and selling consumer preferences and ability to leverage such understanding to successfully test business transformations to be valuable to the Board and to the Company.

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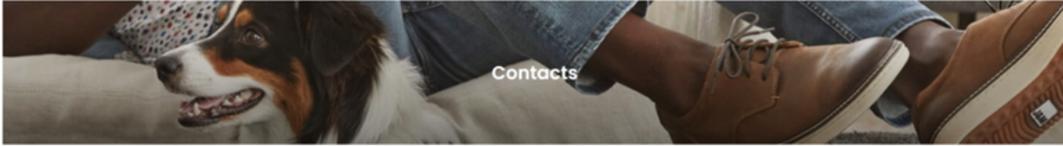


Kevin McDermott

- Former Partner, PwC LP and Former Chief Audit Executive, Perivale Financial Partners, Inc.
- Independent Director
- Director since 2016
- Age 67

Mr. McDermott retired as a partner of the international accounting firm PwC LP in 2015, after having been associated with the firm for 33 years in various capacities, including audit engagement partner, SEC reviewing partner, professional practice partner, and audit partner in the Firm's Office of Director Counsel. He is also a former Certified Public Accountant in Tennessee and New York from March 2010 to March 2016. Mr. McDermott was chief audit executive for Perivale Financial Partners, Inc. (NASDAQ: PFTT). He is also currently a member of the board of directors and chair of the audit committee of Oshkosh, Inc. (NASDAQ: OSHK), a publicly traded provider of electronic accessories and display systems, and has served as the lead independent director of Oshkosh, Inc. since June 2020. He has also served on the boards of several community, arts and religious organizations. Mr. McDermott joined the Board in 2016. The Board considers Mr. McDermott's broad exposure to many businesses and his expertise in oversight and knowledge of accounting, auditing, and financial control over financial reporting to publicly traded companies gained in his career to be valuable to the Board and to the Company.

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Successful strategy.

Genesco has successfully entered fiscal 2022 with business momentum. The success is an impressive

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