GENESCO INC
Form S-3/A
January 08, 2004

As filed with the Securities and Exchange Commission on January 8, 2004

Registration No. 333-109019

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

PRE-EFFECTIVE AMENDMENT NO. 3
TO

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GENESCO INC.

(Exact Name of Registrant as Specified in Its Charter)

Tennessee
(State or Other Jurisdiction of Incorporation or Organization)

62-0211340
(I.R.S. Employee Identification Number)

Genesco Park
1415 Murfreesboro Road
Nashville, Tennessee 37217-2895
(615) 367-7000
(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant s Principal Executive Offices)

Roger G. Sisson
Genesco Inc.
Genesco Park
1415 Murfreesboro Road
Nashville, Tennessee 37217-2895

(Name, Address, Including Zip Code, and Telephone Number
Including Area Code, of Agent For Service)

Copies to:

Barbara Mendel Mayden, Esq.
Bass, Berry & Sims PLC
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238
(615) 742-6200

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement, as determined by the Registrant.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [_]

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [_]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [_]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [_]

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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PROSPECTUS

Subject to Completion, dated January 8, 2004

The information in this prospectus is not complete and may be changed. The selling securityholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

$86,250,000
Genesco Inc.
4.125% Convertible Subordinated Debentures Due 2023
and the Common Stock Issuable Upon Conversion of the Convertible Subordinated Debentures

On June 24, 2003, we issued $75,000,000 in aggregate principal amount of 4.125% Convertible Subordinated Debentures due 2023 (the Debentures). On June 26, 2003, we issued and sold an additional $11,250,000 aggregate principal amount of the Debentures pursuant to the exercise of an option granted to the initial purchaser. The Debentures are subordinated to our existing and future senior indebtedness. This prospectus will be used by selling securityholders named in this prospectus to resell their Debentures and shares of our common stock into which the Debentures are convertible from time to time.

The Debentures bear interest at a rate of 4.125% per annum. We will pay interest on the Debentures on June 15 and December 15 of each year, beginning December 15, 2003. The Debentures will mature on June 15, 2023.

The Debentures are convertible at your option into shares of our common stock, par value $1.00 per share, if: (1) the price of our common stock issuable upon conversion of a Debenture reaches a specified threshold, (2) specified corporate transactions occur or (3) the trading price for the Debentures falls below certain thresholds. Upon conversion, we will have the right to deliver, in lieu of our common stock, cash or a combination of cash and shares of our common stock. Subject to the above conditions, each $1,000 principal amount of Debentures are convertible into 45.2080 shares (equivalent to an initial conversion price of $22.12 per share of common stock) subject to adjustment as described in this prospectus.

We will pay contingent interest to holders of the Debentures in the amounts set forth in Description of the Debentures Contingent Interest during any six-month period from and including an interest payment date to, but excluding, the next interest payment date, commencing with the six-month period ending December 15, 2008, if the average trading price of the Debentures for the five consecutive trading day measurement period immediately preceding the applicable six-month period equals 120% or more of the principal amount of the Debentures.

We may redeem some or all of the Debentures for cash at any time on or after June 20, 2008 at 100% of their principal amount, plus accrued and unpaid interest, contingent interest and liquidated damages, if any.

You may require us to purchase all or a portion of your Debentures on June 15, 2010, 2013 or 2018 at a price equal to the principal amount of the Debentures to be purchased, plus accrued and unpaid interest, contingent interest and liquidated damages, if any, to the purchase date.

You may require us to repurchase all or a portion of your Debentures upon the occurrence of a change of control (as defined in this prospectus). We may choose to pay the change of control purchase price in cash or shares of our common stock or a combination of cash and shares.

The selling securityholders will receive all of the net proceeds from the sale of the Debentures or the underlying common stock.

The Debentures were initially sold to qualified institutional buyers. We do not intend to list the Debentures for trading on the New York Stock Exchange or any other national securities exchange. Our common stock is quoted on the New York Stock Exchange under the symbol GCO. On December 16, 2003, the last reported sale price of our common stock on the New York Stock Exchange was $14.73 per share.

Investing in the Debentures involves risks. See Risk Factors beginning on page 7.

Neither the Securities and Exchange Commission nor any other state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is ____________, 2003.

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DOCUMENTS INCORPORATED BY REFERENCE

We file annual, quarterly and current reports and other information with the Securities and Exchange Commission (the SEC). In this prospectus, we incorporate by reference the information that we file with the SEC, which means that we can disclose important information to you by referring to that information. The information incorporated by reference is considered to be part of this prospectus. We incorporate by reference into this prospectus the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any filings after the date of this prospectus:

- Our Annual Report on Form 10-K for the fiscal year ended February 1, 2003, as amended on December 23, 2003; and

- Our Quarterly Reports on Forms 10-Q for the quarters ended May 3, 2003, as amended on December 23, 2003, August 2, 2003, as amended on December 23, 2003, and November 1, 2003.

Information furnished under Items 9 and 12 of our Current Reports on Form 8-K is not incorporated by reference in this prospectus.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We are subject to the informational requirements of the Exchange Act, and in accordance with the requirements of the Exchange Act, we file annual, quarterly and current reports and other information with the SEC. You may read and, for a fee, copy any document that we file with the SEC at the public reference facility maintained by the SEC at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D. C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You may also obtain the documents that we file electronically from the SEC s web site at http://www.sec.gov. We also make available free of charge through our web site the annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Our web site address is http://www.genesco.com. Please note that our web site address is provided as an inactive textual reference only. The information provided on our web site is not part of this prospectus, and is therefore not incorporated by reference unless such information is otherwise specifically referenced elsewhere in this prospectus. While any Debentures remain outstanding, we will make available free of charge, upon request, to any beneficial owner of the Debentures any of the documents incorporated by reference in this prospectus. Any such request should be directed to us at the following address or phone number: Genesco Inc., Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee 37217-2895, (615) 367-7000.

PROSPECTUS SUMMARY

This summary contains basic information about Genesco Inc. and the specific terms of the Debentures offered by the selling securityholders. It may not contain all the information that may be important to you. You should read this entire prospectus, including the documents incorporated by reference into this prospectus, and the documents to which we have referred you before making an investment decision. The terms Genesco, the Company, we, our, and us, as used in this prospectus, refer to Genesco Inc. and its subsidiaries as a consolidated entity, except where it is clear that such terms mean only Genesco Inc. Our fiscal year ends on the Saturday closest to January 31. Any reference in this prospectus to one of our fiscal years refers to the fiscal year ended or ending in such year. All references to years in this prospectus when discussing our financial results relate to fiscal years; all other references to years relate to calendar years. We also sometimes refer to the nine-month periods ended November 1, 2003, and November 2, 2002, as the first nine months of 2004 and 2003, respectively. This prospectus contains or incorporates by reference certain forward-looking statements that involve risks and uncertainties. See Forward-Looking Statements. In addition, you should carefully consider the information set forth under Risk Factors beginning on page 7 of this prospectus.

The Company

Genesco is a leading retailer and wholesaler of branded footwear with net sales for fiscal 2003 of $828.3 million. We sell footwear and accessories in more than 1,000 retail stores in the United States, principally under the names Journeys, Journeys Kidz, Johnston & Murphy, Jarman and Underground Station, and on internet websites www.journeys.com and www.johnstonmurphy.com. We also sell footwear at wholesale under our Johnston & Murphy brand and under the licensed Dockers brand.

We operate four reportable business segments (not including corporate): Journeys, comprised of the Journeys and Journeys Kidz retail footwear chains; Underground Station/Jarman Group, comprised of the Underground Station and Jarman retail footwear operations; Johnston & Murphy, comprised of Johnston & Murphy retail operations and wholesale distribution; and Dockers Footwear.

At November 1, 2003, we operated 1,047 retail footwear stores and leased departments throughout the United States and Puerto Rico. We currently plan to open a total of approximately 62 net new retail stores during fiscal 2004. At November 1, 2003, Journeys operated 658 stores, including 40 Journeys Kidz; Underground Station/Jarman Group operated 237 stores, including 132 Underground Station stores; and Johnston & Murphy operated 152 stores and factory stores.

We also design, source, market and distribute footwear under our own Johnston & Murphy brand and under the licensed Dockers brand to more than 1,050 retail accounts in the United States, including a number of leading department and specialty stores.

We were incorporated under the laws of the State of Tennessee in 1924. Our principal executive offices are located at 1415 Murfreesboro Road, Nashville, Tennessee 37217 and our telephone number at that address is (615) 367-7000. Our corporate web site address is www.genesco.com. Information contained on our web site is not part of this prospectus.

Trademarks

Johnston & Murphy®, Journeys®, Journeys Kidz®, Jarman® and Underground Station® are registered trademarks of Genesco. Dockers® is exclusively licensed to us for men s footwear in the United States.

Recent Developments

The Company discovered, investigated, publicly announced and self-reported to the SEC in December 2001 certain accounting errors relating to the timing of certain shipments of Johnston & Murphy products. In December 2003, the SEC accepted the Company s offer of settlement, which neither admitted nor denied the SEC s findings, and entered an order directing the Company to cease and desist from violations of certain provisions of the federal securities laws.

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THE OFFERING

Issuer	Genesco Inc.
Securities Offered	The resale by selling securityholders of $86,250,000 aggregate principal amount of 4.125% Convertible Subordinated Debentures Due 2023. Each Debenture was issued at a price of $1,000 per $1,000 aggregate principal amount, plus accrued interest if any, from June 24, 2003.
Maturity Date	The Debentures mature on June 15, 2023.
Ranking	The Debentures are unsecured and subordinated obligations of Genesco Inc. The Debentures rank junior in right of payment to all of our existing and future senior indebtedness (as defined in this prospectus) and rank equally in right of payment with all subordinated obligations of Genesco Inc. At November 1, 2003, our senior indebtedness totaled approximately $19.5 million consisting of obligations under undrawn letters of credit and forward foreign exchange contracts. The Debentures are not guaranteed by any of our subsidiaries and, accordingly, the Debentures are effectively subordinated to the indebtedness and other liabilities of our subsidiaries, including trade creditors. Neither we nor our subsidiaries are restricted under the indenture from incurring additional senior indebtedness or other additional indebtedness. See Description of the Debentures Subordination of Debentures.
Interest	The Debentures bear interest at a rate of 4.125% per year. We will pay interest on the Debentures on June 15 and December 15 of each year, beginning December 15, 2003. In addition, we may be required to pay additional interest (which we refer to as liquidated damages) if we fail to comply with certain obligations set forth below under Description of the Debentures Registration Rights and contingent interest as set forth below under Description of the Debentures Contingent Interest.
Contingent Interest	We will pay contingent interest to holders of the Debentures during any six-month period from and including an interest payment date to, but excluding, the next interest payment date, commencing with the six-month period ending December 15, 2008, if the average trading price of the Debentures for the five consecutive trading day measurement period immediately preceding the applicable six month period equals 120% or more of the principal amount of the Debentures. During any period when contingent interest shall be payable, the contingent interest payable per $1,000 principal amount of Debentures will equal 0.25% per annum calculated on the average trading price of $1,000 principal amount of Debentures during the five consecutive trading day measurement period used to determine whether contingent interest must be paid. Any contingent interest will be payable on the interest payment date at the end of the relevant six-month period.
Conversion Rights	Holders may convert their Debentures at any time prior to stated maturity, at their option, if: for 10 of the last 30 trading days of the immediately preceding fiscal quarter, the closing price of our common stock was 120% or more of the then current conversion price of the Debentures; during the period beginning March 15, 2023 through the maturity of the Debentures, the closing price of our common stock on the previous trading day was 120% or more of the then current conversion price of the Debentures;

- we have called the Debentures for redemption;
- we distribute to holders of our common stock certain rights entitling them to purchase common stock at less than the closing price of our common stock on the day preceding the declaration for such distribution;
- we distribute to holders of our common stock assets, debt securities or certain rights to purchase our securities, which distribution has a per share value as determined by our board of directors exceeding 5% of the closing price of our common stock on the day preceding the declaration for such distribution; or
- we become a party to a consolidation, merger or sale of all or substantially all of our assets or a change of control occurs, pursuant to which our common stock would be converted into cash, stock or other property unless all of the consideration, excluding cash payments for fractional shares and cash payments made pursuant to dissenters appraisal rights, in a merger or consolidation otherwise constituting a change of control consists of shares of common stock traded on a national securities exchange or quoted on the Nasdaq National Market, or will be so traded or quoted immediately following such merger or consolidation, and as a result of such merger or consolidation the Debentures become convertible solely into such common stock.

You may also convert your Debentures into shares of our common stock at any time on or prior to maturity on the five trading days immediately following any five consecutive trading day period in which the average trading price of the Debentures for that five trading day period was less than 97% of the average conversion value of the Debentures; provided, however, you may not convert your Debentures pursuant to this provision if, at the time of the calculation, the closing price of our common stock is between the then current conversion price of the Debentures and 120% of the then current conversion price of the Debentures.

For each $1,000 principal amount of Debentures surrendered for conversion, a holder will receive 45.2080 shares, equal to an initial conversion price of approximately $22.12, subject to adjustment as set forth in Description of the Debentures Conversion Rights Conversion Rate Adjustments. Upon conversion, we will have the right to deliver, in lieu of our common stock, cash or a combination of cash and shares of our common stock. Debentures called for redemption may be surrendered for conversion until the close of business on the business day prior to the redemption date.

Payment at Maturity	Each holder of $1,000 principal amount of the Debentures is entitled to receive $1,000 at maturity, plus accrued and unpaid interest, if any, contingent interest, if any, and accrued and unpaid liquidated damages, if any.
Sinking Fund	None.
Optional Redemption by Genesco Inc	We may redeem some or all of the Debentures for cash at any time on or after June 20, 2008 at 100% of their principal amount, plus accrued and unpaid interest, contingent interest and liquidated damages, if any. See

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	Description of the Debentures Optional Redemption by Us.
Purchase of Debentures by Us at the Option of the Holder	Holders of Debentures may require us to purchase all or a portion of their Debentures on June 15, 2010, 2013 or 2018 at 100% of their principal amount plus accrued and unpaid interest, contingent interest and liquidated damages, if any, to but excluding each purchase date.
Change of Control Put	Upon a change of control of Genesco Inc., you may require us to repurchase all or a portion of your Debentures. We will pay a change of control purchase price equal to the principal amount of such Debentures plus accrued and unpaid interest, if any, contingent interest, if any, and accrued and unpaid liquidated damages, if any, to the repurchase date. We may choose to pay the change of control purchase price in cash, stock, or a combination of cash and stock. If we elect to pay all or a portion of the change of control purchase price in stock, the stock will be valued at 95% of the average closing price for the ten trading days ending on the third trading day prior to the change of control purchase date.
United States Federal Income Tax Considerations	Under the indenture governing the Debentures, we have agreed, and by acceptance of a beneficial interest in a Debenture each holder of a Debenture will be deemed to have agreed, to treat the Debentures as indebtedness for United States federal income tax purposes that is subject to the Treasury regulations governing contingent payment debt instruments. For United States federal income tax purposes, interest income on the Debentures will accrue at the rate of 8.5% per year, compounded semi-annually, which represents the yield on our comparable noncontingent, nonconvertible, fixed rate debt instruments with terms and conditions otherwise similar to the Debentures. A United States Holder will be required to accrue interest income on a constant yield to maturity basis at this rate (subject to certain adjustments), with the result that a United States Holder generally will recognize taxable income significantly in excess of regular interest payments received while the Debentures are outstanding. A United States Holder will also recognize gain or loss on the sale, conversion, exchange or retirement of a Debenture in an amount equal to the difference between the amount realized on the sale, conversion, exchange or retirement of a Debenture, including the fair market value of our common stock received, and the United States Holder s adjusted tax basis in the Debenture. Any gain recognized on the sale, conversion, exchange or retirement of a Debenture generally will be ordinary interest income; any loss will be ordinary loss to the extent of the interest previously included in income, and thereafter, capital loss. See Material U.S. Federal Income Tax Consequences.
Use of Proceeds	The selling securityholders will receive all of the proceeds from the sale of the Debentures and the common stock under this prospectus. We will not receive any proceeds from the sales by any selling securityholders of the Debentures or underlying common stock.
Form, Denomination and Registration	The Debentures are in fully registered form. The Debentures are in denominations of $1,000 principal amount and integral multiples thereof. Beneficial interests in the global Debentures are shown on, and any transfers are effected only through, records maintained by DTC and its participants. See Description of the Debentures Form, Denomination and

	Registration.
Registration Rights	We have agreed to file with the SEC within 90 days after the original issuance of the Debentures and use our best efforts to cause to become effective within 180 days after the original issuance of the Debentures, the shelf registration statement, of which this prospectus forms a part, for the resale of the Debentures and the common stock issuable upon conversion of the Debentures. We have agreed to keep the shelf registration statement effective until the earlier of: the date when the holders of the Debentures and the common stock issuable upon conversion of the Debentures are able to sell all such securities immediately pursuant to Rule 144(k) under the Securities Act; or the date when all of the Debentures and common stock into which the Debentures are convertible are sold pursuant to the shelf registration statement or pursuant to Rule 144 under the Securities Act or any similar provision then in effect. We will be required to pay you liquidated damages in the form of additional interest if we fail to register the Debentures and the common stock issuable upon conversion of the Debentures within, and to keep the shelf registration statement effective during, the specified time periods. See Description of the Debentures Registration Rights.
Absence of a Public Market for the Debentures	The Debentures are new securities for which there is currently no public market. We cannot assure you that any active or liquid market will develop for the Debentures. See Plan of Distribution.
Trading	We do not intend to list the Debentures on any national securities exchange.
NYSE Symbol for our Common Stock	Our common stock is traded on the New York Stock Exchange under the symbol GCO.

Risk Factors

You should read the Risk Factors section, beginning on page 7 of this prospectus, to understand the risks associated with an investment in the Debentures.

Our Address

Our principal executive offices are located at Genesco Inc., Genesco Park, 1415 Murfreesboro Road, Nashville, TN 37217-2895. Our telephone number is (615) 367-7000.

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RISK FACTORS

You should carefully consider the factors described and referred to below in addition to the other information set forth in this prospectus and the documents incorporated by reference into this prospectus before deciding whether to make an investment in the Debentures. If any of the risks set out or referred to below actually occur, our business, financial condition or results of operations could be materially adversely affected. In that case, the trading price of the Debentures and the common stock could decline substantially, and you may lose all or part of your investment.

Risks related to our business

Lower than expected demand for our products, whether caused by weakness in the overall economy, consumer reactions to unexpected events or changes in consumer fashions or tastes that we fail to anticipate or respond to appropriately, could lead to lower than expected sales and product margins and, consequently, profits.

Our continued success depends on our ability to anticipate and respond to changing merchandise trends and consumer preferences in a timely manner, as well as consumers perception of our brands and products. Any failure by us to identify and respond to emerging fashion trends could adversely affect consumer acceptance of our brand names and product lines, which in turn could adversely affect our business, financial condition or results of operations.

In addition, our performance is subject to prevailing economic conditions and operating risks normally incident to the retail industry. Our business is seasonal, with our investment in inventory and accounts receivable normally peaking in the spring and fall of each year. Cash flow from operations is ordinarily generated principally in the fourth quarter of each fiscal year. In addition, consumer purchasing patterns may be influenced by consumers disposable income. Consequently, our success may depend to a significant extent upon a number of factors affecting disposable income, including, without limitation, prevailing economic conditions, employment levels, interest rates and tax rates. Changes in consumer spending or general economic conditions could have a material adverse effect on our business, financial condition and results of operations.

Changes in demand or buying patterns by significant wholesale customers could adversely affect our business, financial condition and results of operations.

Of the Company s sales in fiscal 2003, 15% were to wholesale customers not affiliated with us, primarily including department stores, national and regional shoe chains and moderately-priced volume retailers such as Sears, J. C. Penney and Kohls Department Stores. These customers purchases of our products are dependent upon general economic conditions, their corporate merchandising strategies, demand by their customers for our products and products of other suppliers, their overall inventory levels and general creditworthiness. Consequently, the prospects of our wholesale businesses are dependent on many of the same factors as our retail operations, and on other factors that are outside our control.

We may not be able to open, staff and support additional retail stores on schedule and at acceptable expense levels.

A significant portion of our historical growth has been due to opening new retail stores. We opened 83 net new stores in fiscal 2003 and plan to open 62 net new stores during fiscal 2004. Our ability to open new retail stores will depend on a number of factors, such as:

- the selection and availability of quality store locations;
- our ability to negotiate acceptable lease terms;
- our ability to hire, train and retain qualified management and other personnel necessary to open new retail stores;
- our ability to manage the amount of time and money required to build-out or refurbish and open new stores; and
- the availability of adequate financing.

Many of these factors are beyond our control. We may not be successful in opening new stores in accordance with our current plans or otherwise and our rate of future growth, if any, could decline from our recent historical growth rates.

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Furthermore, our new stores may not generate revenues or profit margins consistent with those of our existing stores and our new stores may not be operated profitably.

Disruptions in product supply or distribution, including those related to the transition to our recently constructed distribution center, and costs attributable to those factors could adversely affect our operating results.

Most of the Company s retail sales are of branded products supplied by third parties. These are vulnerable to disruptions in availability and in the vendors supply chains. Additionally, the smooth functioning of our own supply chains and logistics are vital to our ability to maintain appropriate service levels to both our wholesale customers and our own stores, especially in peak periods. In the second quarter of fiscal 2003, we opened a new distribution center designed to service our Journeys, Journeys Kidz, Jarman and Underground Station retail stores. The transition of the Journeys and Journeys Kidz product offering to the new facility is substantially complete; the transition of the other chains is planned for late in the fourth quarter of fiscal 2004. Disruptions related to the transition and integration and higher than planned transitional costs could have an adverse effect on our operating results.

Our strong reliance on foreign sources of production could adversely affect our business, financial condition and results of operations.

We rely primarily on independent third-party manufacturers for production of our footwear products. We source footwear products from foreign manufacturers located primarily in China, Italy, Mexico, Portugal, Brazil, Indonesia, and Taiwan. We do not have any long-term contracts with our independent third-party foreign manufacturers. There can be no assurance that we will not experience difficulties with such manufacturers, which could include a reduced availability of production capacity, failure to meet production deadlines, or increases in manufacturing costs. Foreign manufacturing is also subject to a number of inherent risks, including work stoppages, transportation delays and interruptions, political instability, expropriation, nationalization, foreign currency fluctuation, changing economic conditions, the imposition of tariffs, import and export controls and other non-tariff barriers, and changes in local government administration and governmental policies and to factors such as the SARS virus. Any of these factors could have a material adverse effect on our business, financial condition or results of operations.

Further unfavorable trends in foreign exchange rates and other factors affecting the costs of products could adversely affect our results of operations.

Most of our purchases from foreign sources are denominated in U.S. dollars. Approximately $40.7 million of purchases in fiscal 2003 and approximately $32.7 million of purchases in the first nine months of 2004, all of shoes bearing the Johnston & Murphy brand, were denominated in Euro. To the extent that import transactions are denominated in other currencies, it is our practice to hedge our risks through the purchase of forward foreign exchange contracts. At November 1, 2003, we had $12.7 million of forward foreign exchange contracts for Euro. Our policy is not to speculate in derivative instruments for profit on the exchange rate price fluctuation and we do not hold any derivative instruments for trading purposes. Derivative instruments used as hedges must be effective at reducing the risk associated with the exposure being hedged and must be designated as a hedge at the inception of the contract. The unrealized gain on contracts outstanding at November 1, 2003 was $0.5 million based on current spot rates. As of November 1, 2003, a 10% adverse change in foreign currency exchange rates from market rates would decrease the fair value of the contracts by approximately $0.9 million.

Because of the rapid appreciation in the value of the Euro relative to the dollar and the limitations of our foreign currency hedging policy, we anticipate that product costs in the Johnston & Murphy division will increase in fiscal 2004 as compared to the previous year. Based on anticipated demand for the year and assuming an average exchange rate for the year near levels for the first nine months, we estimate these increases will have an adverse effect on our pretax earnings for the year in the range of $5.1 to $6.1 million. The effect could be greater or less if either or both demand varies from expectations or exchange rates fluctuate.

Our business may not be able to compete successfully with other footwear businesses, which could adversely affect our results of operations.

Competition is intense in the footwear industry. Our retail footwear competitors range from small, locally owned shoe stores to regional and national department stores, discount stores, and specialty chains. We compete with hundreds of footwear wholesale operations in the United States and throughout the world, most of which are relatively small, specialized operations, but some of which are large, more diversified companies. Some of our competitors have certain resources that are not available to us. Our success depends upon our ability to remain competitive with respect to the key factors of style, price, quality, comfort, brand loyalty, and customer service. The location and atmosphere of our retail stores is an additional competitive factor for our retail operations. Any failure by us to remain competitive with respect to

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such key factors could have a material adverse effect on our business, financial condition, or results of operations. In addition, our inability to adjust inventory levels to changes in business strategies by our competitors (including pricing and promotional discounts) could have a material adverse effect on our business.

Loss of, or failure to satisfactorily renew, our Dockers license or obtain new licenses, could adversely affect our results of operations.

The Dockers brand footwear line is sold by us under a license agreement expiring on December 31, 2004. We have an option to renew the license through 2008, subject to certain conditions. The net sales attributable to this licensed business accounted for approximately 9% of our net sales for fiscal 2003 and approximately 8% of our net sales for the first nine months of 2004. There can be no assurance that we will be able to renew our existing license beyond the current option period or obtain new licenses to replace any lost licenses. Our failure to retain the existing license or to obtain new licenses could have a material adverse effect on our business, financial condition or results of operations. Our business could also be affected by the performance of the licensor s other products, such as apparel.

Variations from expected pension-related charges caused by conditions in the financial markets could adversely affect our results of operations.

We currently maintain a non-contributory, defined benefit pension plan under the Employee Retirement Income Security Act of 1974, or ERISA, that covers various categories of employees and retirees. Our obligation to make contributions to fund benefit obligations under the pension plan is based on the performance of the financial markets, particularly the equity markets, and interest rates. Funding obligations are determined under ERISA and are measured as of December 31 of each year utilizing the value of assets and liabilities on that date. If the financial markets do not provide the long-term returns that are expected under the ERISA funding calculation, the likelihood of our being required to make contributions increases. The equity markets can be, and recently have been, very volatile, and therefore our estimate of future contribution requirements can change dramatically in relatively short periods of time. Similarly, changes in interest rates can impact our contribution requirements. In a low interest rate environment, the likelihood of required contributions in the future increases.

There was no ERISA funding requirement for the plan in 2002 and none is expected to be required in 2003. However, because of the volatility of the financial markets and fluctuations in interest rates, we could be required to make contributions in the future. If we are required to make any such contributions to fund the pension plan, our cash flow available for other uses may be reduced. In addition, if we are unable at any time to meet any required funding obligations for the pension plan, or if the Pension Benefit Guaranty Corporation, or PBGC, concludes that, as insurer of certain plan benefits, our risk may increase unreasonably if the plans continue, under ERISA the PBGC could terminate the plans and place liens on material amounts of our assets. We have adopted a policy to fund the cost of benefits accruing each year plus an amortization of the unfunded liability.

Our pension benefit cost will increase by approximately $3.1 million from fiscal 2003 to fiscal 2004 for a number of reasons, including a reduction in the long-term rate of return assumption from 8.5% to 8.25% and the recognition of actuarial losses. There can be no assurance, however, that our costs will not be significantly greater than our estimates for future periods. Any costs in excess of our estimates could have an adverse effect on our results of operations and financial condition.

The outcome of environmental matters and regulation could adversely affect our business, financial condition and results of operations.

Our former manufacturing operations and the sites of those operations are subject to numerous federal, state, and local laws and regulations relating to human health and safety and the environment. These laws and regulations address and regulate, among other matters, wastewater discharge, air quality and the generation, handling, storage, treatment, disposal, and transportation of solid and hazardous wastes and releases of hazardous substances into the environment. In addition, third parties and governmental agencies in some cases have the power under such laws and regulations to require remediation of environmental conditions and, in the case of governmental agencies, to impose fines and penalties. Several of the facilities owned by us (currently or in the past) are located in industrial areas and have historically been used for extensive periods for industrial operations such as tanning, dyeing, and manufacturing. Some of these operations used materials and generated wastes that would be considered regulated substances under current environmental laws and regulations. We currently are involved in certain administrative and judicial environmental proceedings relating to some of our former facilities. There can be no assurance that past operations at or near the facilities owned or operated by us or at other facilities at which we disposed of, arranged for the disposal of, or transported hazardous waste will not necessitate action by us or give rise to actions by governmental agencies or private parties that could cause us to incur response costs, remediation expenses, fines, penalties, or other similar damages, expenses or liabilities that either individually or in the aggregate could have a material adverse effect on our business, financial condition or results of operations.

Because of uncertainties and risks inherent in litigation generally and in environmental proceedings in particular, there can be no assurance that future developments will not require additional reserves to be set aside, that some or all reserves may not be adequate or that the amounts of any such additional reserves or any such inadequacy will not have a material adverse effect upon our financial condition or results of operations.

Our future performance depends to a significant extent on our senior management, who could not easily be replaced with executives of equal experience and capabilities.

We depend heavily on the efforts and abilities of our executive officers and management personnel directly responsible for the marketing of our various footwear brands. The loss of the services of one or more of these individuals could have a material adverse effect on our business, financial condition or results of operations. Furthermore, our ability to manage our growth, particularly in our retail business, will require us to continue to train, motivate and manage our employees and to attract, motivate and retain additional qualified managerial and merchandising personnel. Competition for such personnel is intense, and we may not be successful in attracting, assimilating and retaining the personnel required to grow and operate profitably.

Our reliance on technology could adversely affect our business.

The retail industry continues to demand the use of sophisticated technology and systems including technology utilized for inventory, accounts receivable and distribution. These technologies can be expected to require refinements, and it is likely that new technologies will be introduced. As various systems and technologies become outdated or new technology is required we may not be able to replace or introduce them as quickly as our competition or within budgeted costs for such technology. In addition, we may experience problems as we transition from one system to another which could adversely affect our business. Further, we may not be able to achieve the benefits that may have been anticipated from any new technology or system.

Our common stock price is volatile and may decline even if our business is doing well.

The market price of our common stock has been and is likely to continue to be volatile. The following factors, among others, could have a significant effect on the market price of our securities:

- our quarterly operating results or the operating results of companies that investors deem comparable to us;
- changes in financial estimates or recommendations by stock market analysts regarding us or our competitors;
- changes in general conditions in the economy, the financial markets and the retail industry; and
- sales of significant amounts of common stock by our existing shareholders.

In addition, in recent years the stock market has experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market prices of securities issued by many companies for reasons that are unrelated to their operating performance. These broad market fluctuations may materially adversely affect our stock price, regardless of our operating results.

Our shareholder rights plan, charter, bylaws and Tennessee law could delay, discourage or prevent a change in control of our company that our shareholders consider favorable.

We have a shareholder rights plan that may have the effect of discouraging unsolicited takeover proposals. The rights issued under the shareholder rights plan would cause substantial dilution to a person or group that attempts to acquire us on terms not approved in advance by our board of directors. In addition, provisions in our charter, bylaws and Tennessee law may delay, discourage or prevent a merger, acquisition or change in control involving our company that our shareholders may consider favorable. These provisions could also discourage proxy contests and make it more difficult for shareholders to elect directors and take other corporate actions. Among other things, these provisions:

authorize us to issue preferred stock without shareholder approval, the terms of which may be determined at the sole discretion of our board of directors and may adversely affect the voting or economic rights of our common shareholders; and

establish advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted on by shareholders at a meeting.

These provisions and others of our charter, bylaws, Tennessee law and our shareholder rights plan may discourage transactions that otherwise could provide for the payment of a premium over prevailing market prices for our common stock, into which the Debentures are convertible, and also could limit the price that investors are willing to pay in the future for shares of our common stock. For more information about these laws, see Description of Capital Stock in this prospectus.

Risks related to the Debentures

The Debentures rank below our senior indebtedness and liabilities of our subsidiaries and we may be unable to repay our obligations under the Debentures.

The Debentures are unsecured and subordinated in right of payment to all of our existing and future senior indebtedness. Because the Debentures are subordinated to our senior indebtedness, in the event of (1) our liquidation or insolvency, (2) a payment default on our designated senior indebtedness (as defined in Description of the Debentures Subordination of Debentures), (3) a covenant default on our designated senior indebtedness, or (4) acceleration of the Debentures due to an event of default, we will make payments on the Debentures only after our senior indebtedness has been paid in full. After paying our senior indebtedness in full, we may not have sufficient assets remaining to pay any or all amounts due on the Debentures.

The Debentures are obligations exclusively of Genesco Inc. Our subsidiaries are separate and distinct legal entities. Our subsidiaries have no obligation to pay any amounts due on the Debentures or to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other payments. In addition, any payment of dividends, distributions, loans or advances by our subsidiaries will also be contingent upon our subsidiaries earnings and could be subject to contractual or statutory restrictions.

Our right to receive any assets of any of our subsidiaries upon their liquidation or reorganization, and therefore the right of the holders of the Debentures to participate in those assets, will be structurally subordinated to the claims of that subsidiary s creditors, including trade creditors. In addition, even if we were a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interest in the assets of our subsidiaries and any indebtedness of our subsidiaries senior to that held by us.

At November 1, 2003, our senior indebtedness totaled approximately $19.5 million consisting of obligations under undrawn letters of credit and forward foreign exchange contracts to which the Debentures would have been effectively subordinated.

Neither we nor our subsidiaries are limited from incurring senior indebtedness or additional debt under the indenture. If we incur additional debt, our ability to pay our obligations on the Debentures could be affected. We expect from time to time to incur additional indebtedness and other liabilities. See Description of the Debentures Subordination of Debentures.

There may be no public market for the Debentures, and there may be restrictions on resale of the Debentures.

The Debentures are a new issue of securities for which there is currently no public market. We do not intend to list the Debentures on any national securities exchange or automated quotation system. No assurance can be given that an active trading market for the Debentures will develop or as to the liquidity or sustainability of any such market. Future trading prices for the Debentures will depend on many factors, including, among other things, prevailing interest rates, our operating results and the market for similar securities. Accordingly, no assurance can be given as to your ability to sell your Debentures or the price at which you will be able to sell them.

Even though we have registered the Debentures and the shares of underlying common stock, we have the right, pursuant to the registration rights agreement, to suspend the use of the shelf registration statement in certain circumstances. In the event of such a suspension, you will not be able to sell any Debentures or shares of common stock issuable upon conversion of the Debentures except in transactions that are exempt from the registration requirements of the Securities Act and hedging transactions may not be conducted unless in compliance with the Securities Act. If no such exemption is available, you will not be able to sell your Debentures or any shares of our common stock issued upon conversion of the Debentures.

We expect that the trading value of the Debentures will be significantly affected by the price of our common stock.

The market price of the Debentures is expected to be significantly affected by the market price of our common stock. This may result in greater volatility in the trading value of the Debentures than would be expected for nonconvertible debt securities we issue.

If you are able to resell your Debentures, many other factors may affect the price you receive, which may be lower than you believe to be appropriate.

If you are able to resell your Debentures, the price you receive will depend on many other factors that may vary over time, including:

- the number of potential buyers;
- the level of liquidity of the Debentures;
- our ratings published by major credit rating agencies;
- our financial performance;
- the amount of indebtedness we have outstanding;
- the level, direction and volatility of market interest rates generally;
- the market for similar securities;
- the redemption and repayment features of the Debentures to be sold; and
- the time remaining to the maturity of your Debentures.

As a result of these factors, you may only be able to sell your Debentures at prices below those you believe to be appropriate, including prices below the price you paid for them.

We may not have the funds necessary to purchase the Debentures at the option of the holders or upon a change of control.

Holders of the Debentures may require us to repurchase their Debentures on June 15, 2010, 2013 or 2018. You may require us to purchase your Debentures upon the occurrence of a change of control, as described herein. We cannot assure you that we would have the financial resources, or would be able to arrange financing, to pay the purchase price or change of control purchase price in cash for all the Debentures that might be delivered by holders of Debentures seeking to exercise the repurchase right. In addition, our ability to repurchase the Debentures for cash may be limited by restrictions on our ability to obtain funds for such repurchase through dividends from our subsidiaries and by the terms of our credit facility and any future borrowing arrangements existing on the applicable purchase date or at the time of a change of control. Moreover, the occurrence of a change of control would constitute an event of default under our credit agreement and could result in an event of default under the terms of any future borrowing arrangements. The occurrence of an event of default under our credit agreement or our failure to repurchase the Debentures would constitute an event of default under the indenture. Accordingly, we may not be able to satisfy our obligations to purchase the Debentures unless we are able to refinance or obtain waivers with respect to our credit facility and certain other indebtedness.

You should consider the United States federal income tax consequence of owning the Debentures.

Under the indenture governing the Debentures, we have agreed, and by acceptance of a beneficial interest in a Debenture each holder of a Debenture will be deemed to have agreed, to treat the Debentures as indebtedness for United States federal income tax purposes that is subject to the Treasury regulations governing contingent payment debt instruments. For United States federal income tax purposes, interest income on the Debentures will accrue at the rate of 8.5% per year, compounded semi-annually, which represents the yield on our comparable noncontingent, nonconvertible, fixed rate debt instruments with terms and conditions otherwise similar to the Debentures. A United States Holder will be required to accrue interest income on a constant yield to maturity basis at this rate (subject to certain adjustments), with the result that a United States Holder generally will recognize taxable income significantly in excess of regular interest payments received while the Debentures are outstanding.

A United States Holder will also recognize gain or loss on the sale, conversion, exchange or retirement of a Debenture in an amount equal to the difference between the amount realized on the sale, conversion, exchange or retirement of a Debenture, including the fair market value of our common stock received, and the United States Holder s adjusted tax basis in the Debenture. Any gain recognized on the sale, conversion, exchange or retirement of a Debenture generally will be ordinary interest income; any loss will be ordinary loss to the extent of the interest previously included in income, and thereafter, capital loss. See Material U.S. Federal Income Tax Consequences.

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FORWARD-LOOKING STATEMENTS

Some of the statements we make or incorporate by reference in this prospectus are forward-looking within the meaning of the federal securities laws, which are intended to be covered by the safe harbors created thereby. Those forward-looking statements include all statements that are not solely statements of historical fact and those regarding our intent, belief or expectations including, but not limited to, any discussion of:

- the anticipated effects of this offering;
- our operating and growth strategy (including possible opening or closing of stores);
- our financing needs;
- our capital expenditures; and
- our future operations.

Forward-looking statements involve known and unknown risks and uncertainties that may cause actual results in future periods to differ materially from those anticipated in the forward-looking statements. Those risks and uncertainties include, among others, the risks and uncertainties included or referred to under the caption Risk Factors in this prospectus. Although we believe that the assumptions underlying the forward-looking statements contained or incorporated by reference in this prospectus are reasonable, any of these assumptions could prove to be inaccurate and, therefore, there can be no assurance that the forward-looking statements included, incorporated by reference or referred to in this prospectus will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included or incorporated by reference in this prospectus, you should not regard the inclusion of such information as a representation by us or any other person that our objectives and plans will be achieved. We undertake no obligation to publicly release any revisions to any forward-looking statements contained or incorporated by reference in this prospectus to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events.

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USE OF PROCEEDS

The selling securityholders will receive all of the proceeds from the sale of the Debentures and the underlying common stock under this prospectus. We will not receive any proceeds from the sale by any selling securityholders of the Debentures or underlying common stock.

PRICE RANGE OF OUR COMMON STOCK

Our common stock is listed on the New York Stock Exchange (Symbol: GCO) and the Chicago Stock Exchange. The following table sets forth for the periods indicated the high and low sales prices of the common stock as shown in the New York Stock Exchange Composite Transactions listed in the Wall Street Journal.

Fiscal Year ended February 2		
2002	High	Low
1st Quarter	$29.00	$21.70
2nd Quarter	35.00	26.59
3rd Quarter	25.80	15.65
4th Quarter	26.10	18.20

Fiscal Year ended February 1		
2003	High	Low
1st Quarter	$28.30	$22.60
2nd Quarter	26.00	13.10
3rd Quarter	16.42	10.65
4th Quarter	21.22	15.68

Fiscal Year ending January 31		
2004	High	Low
1st Quarter	$17.19	$11.82
2nd Quarter	19.30	13.63
3rd Quarter	19.63	15.90
4th Quarter (through December 16, 2003)	19.83	14.32

On December 16, 2003, the last reported sales price of our common stock was $14.73 per share. At December 16, 2003, we had 5,659 holders of record of our common stock.

DIVIDEND POLICY

Our revolving credit agreement restricts the payment of dividends and other payments with respect to capital stock, including repurchases (although we may make payments with respect to preferred stock). At November 1, 2003, $39.5 million was available for such payments related to common stock. The aggregate of annual dividend requirements (payable quarterly) on our Subordinated Serial Preferred Stock, $2.30 Series 1, $4.75 Series 3 and $4.75 Series 4, and on our $1.50 Subordinated Cumulative Preferred Stock is $294,000.

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RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth the consolidated ratio of earnings to fixed charges of the Company. The ratio of earnings to fixed charges is computed by dividing earnings by fixed charges. For this purpose, earnings includes pre-tax income from continuing operations plus fixed charges. Fixed charges include interest, whether expensed or capitalized, amortization of debt expense, and the portion of rental expense that is representative of the interest factor in these rentals.

	Fiscal Year Ended					Nine Months Ended November 1,
	1999	2000	2001	2002	2003	2003
Ratio of Earnings to Fixed Charges	2.18x	2.96x	3.13x	2.95x	2.83x	1.78x

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SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

The following table sets forth selected consolidated financial data for the Company as of the end of and for each of its five most recent fiscal years. The consolidated financial data has been derived from the Company s audited Consolidated Financial Statements. The consolidated financial statements for the fiscal years ended 2002 and 2003 were audited by Ernst & Young LLP, and the consolidated financial statements for the fiscal years ended 1999, 2000 and 2001 were audited by PricewaterhouseCoopers LLP. The selected consolidated financial data as of and for the nine-month periods ended November 2, 2002 and November 1, 2003 are derived from the Company s unaudited consolidated financial statements. The unaudited consolidated financial statements include all adjustments which our management considers necessary for a fair presentation of our financial position and results of operations for these periods. The financial position and results of operations for the nine months ended November 1, 2003 do not purport to be indicative of the financial position or results of operations to be expected as of and for the fiscal year ending January 31, 2004. The following data should be read in conjunction with our Consolidated Financial Statements and the Notes thereto and with Management s Discussion and Analysis of Financial Condition and Results of Operations appearing in our Annual Report on Form 10-K/A for the fiscal year ended February 1, 2003, and in our Quarterly Report on Form 10-Q for the quarterly period ended November 1, 2003, which are incorporated by reference into this prospectus.

	Fiscal Year End					Nine Months Ended	
	1999	2000	2001	2002	2003	November 2, 2002	November 1, 2003
	(In thousands except per common share data, financial statistics and other data)					(Unaudited)	
Results of Operations Data							
Net sales	$531,354	$552,440	$679,337	$746,157	$828,307	$578,592	$584,707
Depreciation	9,691	10,514	13,200	16,239	19,314	14,086	16,189
Earnings from operations (1)	33,450	46,969	60,187	63,428	66,694	41,749	27,498
Pretax earnings from continuing operations	26,839	40,982	52,987	55,864	58,824	35,993	19,226
Earnings from continuing operations(2)	52,313	25,335	32,831	38,323	36,445	22,272	11,858
Discontinued operations (net of tax)	815	587	(3,233)	(1,253)	(165)		
Net earnings(3)	$ 53,128	$ 25,922	$ 29,598	$ 37,070	$ 36,280	$ 22,272	$ 11,858
Per Common Share Data							
Earnings from continuing operations							
Basic	$ 2.04	$ 1.12	$ 1.51	$ 1.74	$ 1.66	$ 1.01	$ 0.54
Diluted	1.80	1.03	1.35	1.54	1.47	$ 0.92	$ 0.53
Discontinued operations							
Basic	.03	.03	(.15)	(.06)	(.01)		
Diluted	.03	.02	(.12)	(.05)	.00		
Net earnings							
Basic	2.07	1.14	1.36	1.68	1.65	1.01	0.54
Diluted	1.83	1.05	1.23	1.49	1.47	0.92	0.53
Balance Sheet Data							
Total assets	$307,198	$301,165	$352,163	$363,554	$419,214	$407,305	$445,626
Long-term debt(4)	103,500	103,500	103,500	103,245	103,245	103,245	86,250
Non-redeemable preferred stock(5)	7,918	7,882	7,721	7,634	7,599	7,597	7,579
Common shareholders equity(5)	108,661	100,360	130,504	153,553	175,180	174,639	187,005
	23,512	22,312	34,735	43,723	36,276	31,071	15,972

Additions to property, equipment and capital leases							
Financial Statistics							
Earnings from operations as a percent of net sales	6.3%	8.5%	8.9%	8.5%	8.1%	7.2%	4.7%
Book value per share	$ 4.56	$ 4.73	$ 6.02	$ 7.03	$ 8.06	$ 8.05	$ 8.61
Working capital	$ 155,778	$ 138,007	$ 144,926	$ 162,649	$ 181,165	$ 167,550	$ 175,354
Current ratio	3.1	2.8	2.5	3.2	3.1	2.7	2.5

	Fiscal Year End					Nine Months Ended	
	1999	2000	2001	2002	2003	November 2, 2002	November 1, 2003
	(In thousands except per common share data, financial statements and other data)					(Unaudited)	
Percent long-term debt to total capitalization(4)	47.0%	48.9%	42.8%	39.0%	36.1%	36.2%	30.7%
Other Data (End of Year)							
Number of retail outlets(6)	674	679	836	908	991	980	1,047
Number of employees	3,650	4,250	4,700	5,325	5,700	5,470	5,865
Comparable store sales increase (decrease) by segment(7):							
Journeys	1%	13%	12%	6%	0%	(1)%	(1)%
Underground Station/Jarman Group	(7)%	8%	6%	(4)%	14%	17%	(5)%
Underground Station			24%	(3)%	18%	19%	2%
Jarman Retail			4%	(4)%	12%	16%	(12)%
Johnston & Murphy	8%	4%	3%	(9)%	0%	1%	(2)%
Total	0%	9%	8%	1%	3%	3%	(2)%

(1) Reflected in earnings from operations for the nine months ended November 1, 2003 is a $2.6 million loss on the early retirement of debt.

(2) Reflected in earnings from continuing operations for fiscal 2003, 2002, 2001 and 1999 were restructuring and other charges (credits) of $2.5 million, $5.1 million, $4.4 million and ($2.4) million, respectively. See Note 2 to the Consolidated Financial Statements included in our Annual Report on Form 10-K/A for the fiscal year ended 2003 for additional information regarding these charges (credits).

(3) Reflected in net earnings for fiscal 2002 and 1999 was a tax benefit of $3.5 million and $24.1 million, respectively.

(4) Long-term debt includes current obligations. On April 9, 1998, the Company issued $103.5 million of 5 ½% convertible subordinated notes due 2005. The Company used $80 million of the proceeds to repay all of its 10 3/8% senior notes including interest and expenses incurred in connection therewith. On June 24, 2003 and June 26, 2003, the Company issued a total of $86.3 million of 4.125% Convertible Subordinated Debentures due 2023. The Company used the net proceeds of $83 million and approximately $23 million in additional cash to repay all of the Company s 5 ½% Convertible Subordinated Notes due 2005 including interest and expenses incurred in connection therewith.

(5) The Company has not paid dividends on its common stock since 1973. See Dividend Policy for a description of limitations on the Company s ability to pay dividends.

(6) Includes 78 Jarman leased departments in fiscal 1999 which were divested during the first quarter of fiscal 2000. Also includes Nautica retail leased departments of 57, 47 and 24 in fiscal 2001, 2000 and 1999, respectively.

(7) New stores enter our comparable store sales base at the beginning of their fifty-third week of operation.

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DESCRIPTION OF THE DEBENTURES

The 4.125% Convertible Subordinated Debentures due 2023 (the Debentures) were issued under an indenture, dated June 24, 2003, between us and The Bank of New York, a New York banking corporation, as trustee. Initially, The Bank of New York will also act as paying agent, conversion agent and calculation agent for the Debentures. The Debentures and the common stock issuable upon conversion of the Debentures are covered by a registration rights agreement. The indenture and registration rights agreement are incorporated by reference as exhibits to the shelf registration statement of which this prospectus is a part.

The following description is only a summary of the material provisions of the Debentures, the indenture and the registration rights agreement. We urge you to read these documents in their entirety because they, and not this description, define your rights as holders of the Debentures.

When we refer to Genesco Inc., Genesco, we, our or us in this section, we refer only to Genesco Inc., a Tennessee corporation, and its subsidiaries.

Brief Description of the Debentures

The Debentures:

- are $86,250,000 in aggregate principal amount of Debentures;
- bear cash interest at a rate of 4.125% per annum payable on each June 15 and December 15, beginning December 15, 2003;
- bear additional cash interest, which we refer to as liquidated damages, if we fail to comply with certain obligations as set forth below under Registration Rights and contingent interest which may be payable as set forth below in Contingent Interest ;
- bear contingent interest in the amounts as set forth below in Contingent Interest during any six-month period from and including an interest payment date to, but excluding, the next interest payment date, commencing with the six-month period ending December 15, 2008, if the average trading price of the Debentures for the five consecutive trading day measurement period immediately preceding the applicable six-month period equals 120% or more of the principal amount of the Debentures;
- are general unsecured and subordinated obligations of Genesco, ranking junior to all of our senior indebtedness and ranking equally with all of our other subordinated obligations; as indebtedness of Genesco, the Debentures are effectively subordinated to all indebtedness and liabilities of our subsidiaries;
- are convertible, subject to the conditions described under Conversion Rights, into our common stock initially at a conversion rate of 45.2080 shares per $1,000 principal amount of Debentures (equivalent to an initial conversion price of $22.12 per share), subject to such adjustments as are described under Conversion Rights Conversion Rate Adjustments ;
- are redeemable at our option in whole or in part for cash beginning on June 20, 2008 as set forth under Optional Redemption by Us ;
- entitle the holders to require us to repurchase the Debentures upon a change of control as set forth under Repurchase of Debentures at the Option of Holders Upon Change of Control ;
- entitle the holders to require us to repurchase the Debentures on June 15, 2010, 2013 or 2018 as set forth under Purchase of Debentures at the Option of the Holder ;
- mature on June 15, 2023 unless earlier converted, redeemed by us at our option or repurchased by us at your option.

The indenture does not contain any financial covenants and does not restrict us from paying dividends, incurring additional indebtedness or issuing or repurchasing our other securities. The indenture also does not protect you in the event

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of a highly leveraged transaction or a change of control of Genesco, except to the extent described under Repurchase of Debentures at the Option of Holders Upon Change of Control below.

No sinking fund is provided for the Debentures and the Debentures are not subject to defeasance. The Debentures have been issued only in registered form, without coupons, in denominations of $1,000 principal amount and integral multiples thereof.

You may present definitive Debentures for conversion, registration of transfer and exchange at our office or agency in New York City, which shall initially be the principal corporate trust office of the trustee currently located at 101 Barclay Street, Floor 8 West, New York, New York 10286. For information regarding conversion, registration of transfer and exchange of global Debentures, see Form, Denomination and Registration. No service charge will be made for any registration of transfer or exchange of Debentures, but we may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection therewith.

The Debentures are debt instruments subject to the contingent payment debt regulations. Holders generally will be required to include interest in their gross income for U.S. federal income tax purposes that will exceed regular interest payments received on the Debentures. See Material U.S. Federal Income Tax Consequences.

Interest

The Debentures bear interest at a rate of 4.125% per annum from June 24, 2003.

We will pay interest semiannually on June 15 and December 15 of each year, beginning December 15, 2003, to the holders of record at the close of business on the preceding June 1 and December 1, respectively. There are two exceptions to the preceding sentence:

In general, we will not pay accrued and unpaid interest on any Debentures that are converted into our common stock. Instead, accrued interest will be deemed paid by the common stock received by holders on conversion. If a holder of Debentures converts after a record date for an interest payment but prior to the corresponding interest payment date, the holder of record will receive on that interest payment date accrued and unpaid interest on those Debentures, notwithstanding the conversion of those Debentures prior to that interest payment date, because that holder will have been the holder of record on the corresponding record date. However, at the time that the holder surrenders Debentures for conversion, the holder must pay to us an amount equal to the interest that will be paid on the related interest payment date. The preceding sentence does not apply, however, if (1) we have specified a redemption date that is after a record date for an interest payment but on or prior to the corresponding interest payment date, (2) we have specified a repurchase date following a change of control that is during such period or (3) any overdue interest exists at the time of conversion with respect to the Debentures converted. Accordingly, under those circumstances, a holder of Debentures who chooses to convert those Debentures on a date that is after a record date but prior to the corresponding interest payment date will not be required to pay us, at the time that holder surrenders those Debentures for conversion, the amount of interest that will be paid on the interest payment date.

We will pay interest to a person other than the holder of record on the record date if we elect to redeem, or holders elect to require us to repurchase, the Debentures on a date that is after a record date but on or prior to the corresponding interest payment date. In this instance, we will pay accrued and unpaid interest on the Debentures being redeemed to, but not including, the redemption or repurchase date to the same person to whom we pay the principal of those Debentures.

Except as provided below, we will pay interest on:

global Debentures to The Depository Trust Company, or DTC, in immediately available funds;

Any definitive Debentures having an aggregate principal amount of $5,000,000 or less by check mailed to the holders of those Debentures; and

Any definitive Debentures having an aggregate principal amount of more than $5,000,000 by wire transfer in immediately available funds if requested by the holders of those Debentures.

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At maturity we will pay interest on the definitive Debentures at our office or agency in New York City which initially will be the principal corporate trust office of the trustee. We will make payments of interest at maturity on global Debentures to DTC, in immediately available funds.

Interest on the Debentures will be computed on the basis of a 360-day year comprised of twelve 30-day months.

If any interest payment date (other than an interest payment date coinciding with the stated maturity date or earlier redemption date, purchase date or change of control purchase date) of a Debenture falls on a day that is not a business day, such interest payment date will be postponed to the next succeeding business day. If the stated maturity date, redemption date, purchase date or change of control purchase date of a Debenture would fall on a day that is not a business day, the required payment of interest, if any, and principal will be made on the next succeeding business day and no interest on such payment will accrue for the period from and after the stated maturity date, redemption date or purchase date to such next succeeding business day. The term business day means, with respect to any Debenture, any day other than a Saturday, a Sunday or a day on which banking institutions in The City of New York are authorized or required by law, regulation or executive order to close.

Contingent Interest

We will pay contingent interest to holders of the Debentures during any six-month period from and including an interest payment date to, but excluding, the next interest payment date, commencing with the six-month period ending December 15, 2008, if the average trading price of the Debentures for the five consecutive trading day measurement period immediately preceding the first day of the applicable six-month period equals 120% or more of the principal amount of the Debentures. During any period when contingent interest shall be payable, the contingent interest payable per $1,000 principal amount of Debentures will equal 0.25% per annum calculated on the average trading price of $1,000 principal amount of Debentures during the five consecutive trading day measurement period immediately proceeding the applicable six-month interest period used to determine whether contingent interest must be paid. Trading day is defined below under Conversion Rights General. Contingent interest, if any, will accrue from the first day of any interest period and be payable on the interest payment date at the end of the relevant six-month period to holders of the Debentures as of the record date relating to such interest payment date. Payments of contingent interest shall be made in the same manner, and subject to the same restrictions, including those restrictions in respect of payments of accrued and unpaid interest on any Debentures that are converted into our common stock, as set forth above under Interest.

Upon determination that Debenture holders will be entitled to receive contingent interest during a relevant six-month period, we will issue a press release and publish such information on our website on the World Wide Web as soon as practicable.

Conversion Rights

General

You may convert any outstanding Debentures as described below into our common stock, unless earlier redeemed or purchased by us, if:

for 10 of the last 30 trading days of the immediately preceding fiscal quarter, the closing price of our common stock was 120% or more of the then current conversion price of the Debentures;

during the period beginning March 15, 2023 through the maturity of the Debentures, the closing price of our common stock on the previous trading day was 120% or more of the then current conversion price of the Debentures;

we have called your Debentures for redemption;

we distribute to holders of our common stock certain rights entitling them to purchase common stock at less than the closing price of our common stock on the day preceding the declaration for such distribution;

we distribute to holders of our common stock assets, debt securities or certain rights to purchase our securities, which distribution has a per share value as determined by our board of directors exceeding 5% of the closing price of our common stock on the day preceding the declaration for such distribution; or

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we become a party to a consolidation, merger or sale of all or substantially all of our assets or a change of control occurs, pursuant to which our common stock would be converted into cash, stock or other property unless all of the consideration, excluding cash payments for fractional shares and cash payments made pursuant to dissenters appraisal rights, in a merger or consolidation otherwise constituting a change of control consists of shares of common stock traded on a national securities exchange or quoted on the Nasdaq National Market, or will be so traded or quoted immediately following such merger or consolidation, and as a result of such merger or consolidation the Debentures become convertible solely into such common stock.

In the case of the fourth and fifth bullet points above, we must notify holders of Debentures at least 20 days prior to the ex-dividend date for such distribution. Once we have given such notice, holders may surrender their Debentures for conversion at any time until the earlier of the close of business on the business day prior to the ex-dividend date or our announcement that such distribution will not take place. In the case of the sixth bullet point above, holders may surrender their Debentures for conversion at any time from and after the date 15 days prior to the anticipated effective date of the transaction until and including the date 15 days after the actual date of such transaction.

You may also convert your Debentures into shares of our common stock at any time on or prior to maturity on the five trading days immediately following any five consecutive trading day period in which the average trading price of the Debentures for that five trading day period was less than 97% of the average conversion value of the Debentures; provided, however, you may not convert your Debentures pursuant to this provision if, at the time of the calculation, the closing price of shares of our common stock is between the then current conversion price of the Debentures and 120% of the then current conversion price of the Debentures.

We define conversion value in the indenture to be equal to the product of the closing price of our shares of common stock on a given day multiplied by the then current conversion rate, which is the number of shares of common stock into which each Debenture is convertible.

Trading day means a day during which trading in securities generally occurs on the New York Stock Exchange or, if our common stock is not listed on the New York Stock Exchange, on the principal other national or regional securities exchange on which our common stock is then listed or, if our common stock is not listed on a national or regional securities exchange, on the National Association of Securities Dealers Automated Quotation System or, if our common stock is not quoted on the National Association of Securities Dealers Automated Quotation System, on the principal other market on which our common stock is then traded.

The closing price of our common stock on any date means the closing sale price per share (or if no closing sale price is reported, the average of the closing bid and ask prices or, if more than one in either case, the average of the average closing bid and the average closing ask prices) on such date as reported in composite transactions for the principal United States securities exchange on which our common stock is traded or, if our common stock is not listed on a United States national or regional securities exchange, as reported by Nasdaq or by the National Quotation Bureau Incorporated. In the absence of such a quotation, we will determine the closing price on the basis we consider appropriate.

For each $1,000 principal amount of Debentures surrendered for conversion, a holder will receive 45.2080 shares equal to an initial conversion price of approximately $22.12, subject to adjustment as set forth in Conversion Rate Adjustments below. Debentures called for redemption may be surrendered for conversion until the close of business on the business day prior to the redemption date.

We will not issue fractional shares of common stock upon conversion of the Debentures. Instead, we will pay cash based on the average of the closing prices of our common stock for the five trading days ending on the trading day prior to the conversion date for all fractional shares of common stock. You may convert Debentures only in denominations of $1,000 principal amount and integral multiples thereof.

Debentures may be surrendered for conversion at any time prior to the close of business on the maturity date. Any Debentures called for redemption must be surrendered for conversion prior to the close of business on the business day prior to the redemption date. If you have exercised your right to require us to repurchase your Debentures as described under Purchase of Debentures at the Option of the Holder or Repurchase of Debentures at the Option of Holders Upon Change of Control, you may convert your Debentures into our common stock only if you withdraw your purchase notice or change of control repurchase notice, as the case may be.

Upon conversion, we may choose to deliver, in lieu of shares of our common stock, cash or a combination of cash and shares of our common stock, as described below.

To convert your Debenture (other than a Debenture held in book entry form through DTC) into common stock you must:

complete and manually sign the conversion notice on the back of the Debenture or facsimile of the conversion notice and deliver this notice to the conversion agent;

surrender the Debenture to the conversion agent;

if required, furnish appropriate endorsements and transfer documents;

if required, pay all transfer or similar taxes; and

if required, pay funds equal to interest and contingent interest payable on the next interest payment date.

Holders of Debentures held in book-entry form through DTC must follow DTC s customary practices. The date you comply with these requirements is the conversion date under the indenture. Settlement of our obligation to deliver shares and cash (if any) with respect to a conversion will occur on the dates described under Payment Upon Conversion below. Delivery of shares will be accomplished by delivery to the conversion agent of certificates for the relevant number of shares, other than in the case of holders of Debentures in book-entry form with DTC, which shares shall be delivered in accordance with DTC customary practices. In addition, we will pay cash for any fractional shares, as described above.

If you deliver a Debenture for conversion, you will not be required to pay any taxes or duties for the issue or delivery of common stock on conversion. However, we will not pay any transfer tax or duty payable as result of the issuance or delivery of the common stock in a name other than that of the holder of the Debenture. We will not issue or deliver common stock certificates unless we have been paid the amount of any transfer tax or duty or we have been provided satisfactory evidence that the transfer tax or duty has been paid.

By delivering to the holder the number of shares or the amount of cash determined as set forth below under Payment Upon Conversion, together with cash in lieu of any fractional shares, we will satisfy our obligation with respect to the Debentures. That is, accrued and unpaid interest and contingent interest, if any, will be deemed to be paid in full rather than cancelled, extinguished or forfeited, except as set forth above under Interest.

Payment Upon Conversion

Conversion on or Prior to the Final Notice Date. In the event that we receive your notice of conversion on or prior to the date that is 20 days prior to maturity (the final notice date), the following procedures will apply:

If we choose to satisfy all or any portion of our obligation (the conversion obligation) in cash, we will notify you through the trustee of the dollar amount to be satisfied in cash (which must be expressed either as 100% of the conversion obligation or as a fixed dollar amount) at any time on or before the date that is two business days following receipt of your notice of conversion (the cash settlement notice period). If we timely elect to pay cash for any portion of the shares otherwise issuable to you, you may retract the conversion notice at any time during the two business day period beginning on the day after the final day of the cash settlement notice period (the conversion retraction period). No such retraction can be made (and a conversion notice shall be irrevocable) if we do not elect to deliver cash in lieu of shares (other than cash in lieu of fractional shares). If the conversion notice has not been retracted, then settlement (in cash and/or shares) will occur on the business day following the final day of the 20 trading day period beginning on the day after the final day of the conversion retraction period (the cash settlement averaging period). Settlement amounts will be computed as follows:

If we elect to satisfy the entire conversion obligation in shares, we will deliver to you a number of shares equal to (i) the aggregate principal amount of Debentures to be converted divided by 1,000, multiplied by (ii) the conversion rate. In addition, we will pay cash for all fractional shares of common stock as described above under General.

If we elect to satisfy the entire conversion obligation in cash, we will deliver to you cash in an amount equal to the product of:

a number equal to (i) the aggregate principal amount of Debentures to be converted divided by 1,000, multiplied by (ii) the conversion rate, and

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the average closing price of our common stock during the cash settlement averaging period.

If we elect to satisfy a fixed portion (other than 100%) of the conversion obligation in cash, we will deliver to you such cash amount (the cash amount) and a number of shares of our common stock equal to the greater of (i) zero and (ii) the excess, if any, of the number of shares calculated as set forth in the first bullet of this paragraph over the number of shares equal to the sum, for each day of the cash settlement averaging period, of (x) 5% of the cash amount, divided by (y) the closing price of our common stock. In addition, we will pay cash for all fractional shares of common stock as described above under General. Because, in this case, the number of shares of our common stock that we deliver on conversion will be calculated over a 20 trading day period, holders of Debentures bear the market risk that our common stock will decline in value between each day of the cash settlement averaging period and the day we deliver the shares of common stock upon conversion.

Conversion after the Final Notice Date. With respect to conversion notices that we receive after the final notice date, we will not send individual notices of our election to satisfy all or any portion of the conversion obligation in cash. Instead, at any time on or before the final notice date, if we choose to satisfy all or any portion of the conversion obligation with respect to conversions after the final notice date in cash, we will send a single notice to the trustee of the dollar amount to be satisfied in cash (which must be expressed either as 100% of the conversion obligation or as a fixed dollar amount).

In the event that we receive your notice of conversion after the final notice date, the following procedures will apply:

Settlement amounts will be computed and settlement dates will be determined in the same manner as set forth above under Conversion on or Prior to the Final Notice Date except that the cash settlement averaging period shall be the 20 trading day period beginning on the trading day after receipt of your notice of conversion (or in the event we receive your notice of conversion on the business day prior to the maturity date, the 20 trading day period beginning on the trading day after the maturity date). Settlement (in cash and/or shares) will occur on the business day following the final day of such cash settlement averaging period.

Conversion Rate Adjustments

We will adjust the conversion rate if any of the following events occur:

(1) we issue our common stock as a dividend or distribution on our common stock;

(2) we issue to all holders of common stock certain rights or warrants to purchase our common stock entitling them to purchase or subscribe for our common stock at less than the then current market price of our common stock;

(3) we subdivide or combine our common stock;

(4) we distribute to all holders of our common stock capital stock, evidences of indebtedness or assets, including securities but excluding:

rights or warrants listed in (2) above;

dividends or distributions listed in (1) above; and

distributions consisting exclusively of cash;

(5) we distribute cash, excluding any dividend or distribution in connection with our liquidation, dissolution or winding up or any quarterly cash dividend on our common stock to the extent that the aggregate cash dividends per share of common stockrgin-bottom: 0in;'>

Central Maine Power Co., 4.75%	United States	7,900	612,251
Connecticut Light & Power Co., Ser. 1947, 2.00%	United States	18,230	620,391
Connecticut Light &	United States	9,600	314,700

Power Co., Ser. 1949, 2.04%			
Connecticut Light & Power Co., Ser. 1949, 2.20%	United States	36,625	1,294,467

EVERGREEN GLOBAL DIVIDEND OPPORTUNITY FUND
SCHEDULE OF INVESTMENTS continued

January 31, 2010 (unaudited)

	Country	Shares	Value
PREFERRED STOCKS continued			
UTILITIES continued			
Electric Utilities continued			
Connecticut Light & Power Co., Ser. 1963, 4.50%	United States	66,124	$2,434,190
Connecticut Light & Power Co., Ser. 1967, 5.28%	United States	59,300	2,292,319
Connecticut Light & Power Co., Ser. 54E, 2.06%	United States	7,800	273,488
Connecticut Light & Power Co., Ser. F, 2.09%	United States	6,000	193,539
Consolidated Edison, Inc., Ser. A, 5.00%	United States	69,200	6,038,392
Consolidated Edison, Inc., Ser. D, 4.65%	United States	62,505	5,133,223
Dayton Power & Light Co., Ser. A, 3.75%	United States	9,416	674,127
Dayton Power & Light Co., Ser. B, 3.75%	United States	5,120	368,441
Dayton Power & Light Co., Ser. C, 3.90%	United States	17,500	1,202,031
Duquesne Light Co., 6.50%	United States	130,000	6,148,359
Energy East Corp., 3.75%	United States	1,900	122,604
Entergy Arkansas, Inc., 4.32%	United States	7,565	502,940
Entergy Arkansas, Inc., 4.56%	United States	2,732	189,147
Entergy Arkansas, Inc., 4.72%	United States	500	37,250
Entergy Arkansas, Inc., 6.08%	United States	8,444	749,286
Entergy Arkansas, Inc., 6.45%	United States	400,000	8,800,000
Entergy Arkansas, Inc., Ser. 1965, 4.56%	United States	13,578	957,674
Entergy Louisiana Holdings, 6.95%	United States	227,000	21,373,480
Entergy Mississippi, Inc., 4.36%	United States	3,248	221,473
Entergy Mississippi, Inc., 4.92%	United States	10,679	772,606
Entergy Mississippi, Inc., 7.25%	United States	89	2,314
Entergy New Orleans, Inc., 4.36%	United States	153	9,713
Entergy New Orleans, Inc., 4.75%	United States	6,102	430,490
Entergy New Orleans, Inc., 5.56%	United States	11,893	949,035
Florida Power Corp., 4.60%	United States	14,900	1,124,019
FPC Capital, Class I, Ser. A, 7.10%	United States	5,000	126,400
Gulf Power Corp., Ser. 1, 6.00%	United States	10,130	939,849
Hawaiian Electric Industries, Inc., Ser. J, 4.75% 144A	United States	55,000	761,409
Hawaiian Electric Industries, Inc., Ser. K, 4.65%	United States	27,000	366,187
Indianapolis Power & Light Co., 4.20%	United States	20,000	1,725,626
Pacific Gas & Electric Co., 4.80%	United States	185,600	3,684,160
Pacific Gas & Electric Co., Ser. D, 5.00%	United States	126,000	2,709,000
Pacific Gas & Electric Co., Ser. I, 4.36%	United States	39,900	768,075
Scana Corp., Ser. A, 7.70%	United States	100,000	2,646,000
Southern California Edison Co., Ser. B, 4.08%	United States	48,100	834,054
Southern California Edison Co., Ser. D, 4.32%	United States	85,000	1,551,250
Union Electric Co., 4.50%	United States	14,600	1,040,024
Union Electric Co., 4.56%	United States	11,190	772,110
Union Electric Co., 7.64%	United States	21,350	2,120,990
Union Electric Co., Ser. 1969, 4.00%	United States	7,600	488,545
Xcel Energy, Inc., 3.60%	United States	6,000	369,360
Xcel Energy, Inc., 4.10%	United States	52,320	3,683,658

Xcel Energy, Inc., 4.16%	United States	30,030	2,282,881
Xcel Energy, Inc., 4.56%	United States	19,880	1,540,700
			97,737,669
Gas Utilities 1.0%			
ATP Oil & Gas, 8.00% 144A	United States	20,000	1,793,650
Pacific Enterprises, 4.40%	United States	19,840	1,492,341
Public Service Electric & Gas Co., 4.08%	United States	19,640	1,382,656
Public Service Electric & Gas Co., 5.28%	United States	5,625	493,312
			5,161,959
Independent Power Producers & Energy Traders 0.3%			
Constellation Energy Group, Inc., Ser. A, 8.625%	United States	50,214	1,290,500

EVERGREEN GLOBAL DIVIDEND OPPORTUNITY FUND
SCHEDULE OF INVESTMENTS continued

January 31, 2010 (unaudited)

	Country	Shares	Value
PREFERRED STOCKS continued			
UTILITIES continued			
Water Utilities 0.1%			
Hackensack Water Co., 4.99% + o	United States	10,469	$607,202
Total Preferred Stocks (cost $169,535,854)			178,686,829
CONVERTIBLE PREFERRED STOCKS 0.8%			
ENERGY 0.8%			
Oil, Gas & Consumable Fuels 0.8%			
El Paso Corp., 4.99%, 12/31/2049 144A *(cost $2,720,560)*	United States	4,000	3,760,000
SHORT-TERM INVESTMENTS 3.1%			
MUTUAL FUND SHARES 3.1%			
Evergreen Institutional Money Market Fund, Class I, 0.01% q ø *(cost $15,826,507)*	United States	15,826,507	15,826,507
Total Investments (cost $481,304,665) 99.1%			502,570,333
Other Assets and Liabilities 0.9%			4,476,999
Net Assets 100.0%			$507,047,332

* Non-income producing security
\+ Security is deemed illiquid.
° Security represents an investment in a non-controlled affiliate. At January 31, 2010, the Fund invested in securities issued by Wells Fargo & Co. with a cost basis of $5,000,000 and earned $98,438 of income for the period from November 1, 2009 to January 31, 2010.
144A Security that may be sold to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended. This security has been determined to be liquid under guidelines established by the Board of Trustees, unless otherwise noted.
o Security is valued at fair value as determined by the investment advisor in good faith, according to procedures approved by the Board of Trustees.
q Rate shown is the 7-day annualized yield at period end.
ø Evergreen Investment Management Company, LLC is the investment advisor to both the Fund and the money market fund.

Summary of Abbreviations
ADR American Depository Receipt
The following table shows the percent of total long-term investments by geographic location as of January 31, 2010:

United States	47.6%
Italy	19.6%
France	8.2%

Germany	7.0%
Spain	6.0%
Finland	3.1%
Sweden	2.9%
Australia	2.2%
United Kingdom	2.1%
Netherlands	1.1%
Brazil	0.2%
	100.0%

During the period from November 1, 2009 through January 31, 2010, the Fund entered into written options for speculative purposes.

Open call options written as of January 31, 2010 were as follows:

Expiration Date	Index	Number of Contracts	Strike Price		Market Value	Premiums Received
02/19/2010	Amsterdam Exchange Index	484	357	EUR	$13,220 o	$111,282
02/19/2010	CAC 40 Index	412	4,196	EUR	3,531 o	108,911
02/19/2010	DAX Index	554	6,233	EUR	6,231 o	118,227
02/19/2010	Euro STOXX 50 Index	553	3,122	EUR	6,368 o	118,237
02/19/2010	FTSE 100 Index	264	5,776	GBP	685 o	63,742
02/19/2010	NASDAQ 100 Index	125	1,966	USD	3,799 o	79,965
02/19/2010	NYSE Arca Index	6,581	37	USD	22,902 o	509,764
02/19/2010	OMX Stockholm 30 Index	1,706	1,028	SEK	25,343 o	139,453
02/19/2010	Russell 2000 Index	366	670	USD	9,465 o	134,058
02/19/2010	S&P 400 Mid Cap Index	314	782	USD	4,810 o	105,184

o Valued at fair value as determined by the investment advisor using third party modeling tools, according to procedures approved by the Board of Trustees.

EVERGREEN GLOBAL DIVIDEND OPPORTUNITY FUND
SCHEDULE OF INVESTMENTS continued

January 31, 2010 (unaudited)
The Fund had average premiums received on written options in the amount of $454,109 during the period from November 1, 2009 through January 31, 2010.

On January 31, 2010, the aggregate cost of securities for federal income tax purposes was $487,064,930. The gross unrealized appreciation and depreciation on securities based on tax cost was $27,929,406 and $12,424,003, respectively, with a net unrealized appreciation of $15,505,403.

Valuation of investments

Listed equity securities are usually valued at the last sales price or official closing price on the national securities exchange where the securities are principally traded. If there has been no sale, the securities are valued at the mean between bid and asked prices. Non-listed preferred securities are valued using evaluated prices determined by an independent pricing service which takes into consideration such factors as similar security prices, spreads, liquidity, benchmark quotes and market conditions. Securities for which valuations are not readily available from an independent pricing service may be valued by brokers who use prices provided by market makers or estimates of market value obtained from yield data relating to investments or securities with similar characteristics

Foreign securities traded on an established exchange are valued at the last sales price on the exchange where the security is primarily traded. If there has been no sale, the securities are valued at the mean between bid and asked prices. Foreign securities may be valued at fair value according to procedures approved by the Board of Trustees if the closing price is not reflective of current market values due to trading or events occurring in the foreign markets between the close of the established exchange and the valuation time of the Fund. In addition, substantial changes in values in the U.S. markets subsequent to the close of a foreign market may also affect the values of securities traded in the foreign market. The value of foreign securities may be adjusted if such movements in the U.S. market exceed a specified threshold.

Investments in open-end mutual funds are valued at net asset value. Securities for which market quotations are not readily available or not reflective of current fair value are valued at fair value as determined by the investment advisor in good faith, according to procedures approved by the Board of Trustees.

The valuation techniques used by the Fund to measure fair value are consistent with the market approach, income approach and/or cost approach, where applicable, for each security type.

Foreign currency translation

All assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the date of valuation. Purchases and sales of portfolio securities and income items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions. The Fund does not separately account for that portion of the results of operations resulting from changes in foreign exchange rates on investments and the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gains or losses on investments.

Options

The Fund is subject to equity price risk in the normal course of pursuing its investment objectives. The Fund may write covered put or call options. When a Fund writes an option, an amount equal to the premium received is recorded as a liability and is subsequently adjusted to the current market value of the written option. Premiums received from written options, which expire unexercised, are recognized as realized gains from investments on the expiration date. The difference between the premium received and the amount paid on effecting a closing purchase transaction, including brokerage commissions, is treated as a realized gain or loss. If a call option is exercised, the premium is added to the proceeds from the sale of the underlying security in calculating the realized gain or loss on the sale. If a put option is exercised, the premium reduces the cost of the security purchased. The Fund, as a writer of an option, bears the market risk of an unfavorable change in the price of the security underlying the written option.

The Fund may also purchase call or put options. The premium is included in the Statement of Assets and Liabilities as an investment which is subsequently adjusted to the current market value of the option. Premiums paid for purchased options which expire are recognized as realized losses from investments on the expiration date. Premiums paid for purchased options which are exercised or closed are added to the amount paid or offset against the proceeds on the underlying security to determine the realized gain or loss. The risk of loss associated with purchased options is limited to the premium paid.

Options traded on an exchange are regulated and terms of the options are standardized. Options traded over the counter expose the Fund to counterparty risk in the event the counterparty does not perform. This risk is mitigated by having a master netting arrangement between the Fund and the counterparty and by having the counterparty post collateral to cover the Fund s exposure to the counterparty.

Valuation hierarchy

Fair value measurements of investments are determined within a framework that has established a fair value hierarchy based upon the various data inputs utilized in determining the value of the Fund s investments. These inputs are summarized into three broad levels as follows:

Level 1 quoted prices in active markets for identical securities

Level 2 other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including the Fund s own assumptions in determining the fair value of investments)
The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

EVERGREEN GLOBAL DIVIDEND OPPORTUNITY FUND
SCHEDULE OF INVESTMENTS continued

January 31, 2010 (unaudited)
As of January 31, 2010, the inputs used in valuing the Fund s assets, which are carried at fair value, were as follows:

Investments in Securities	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Equity securities				
Common stocks	$56,427,814	$247,869,183	$0	$304,296,997
Preferred stocks	83,417,072	98,422,555	607,202	182,446,829
Short-term investments	15,826,507	0	0	15,826,507
	$155,671,393	$346,291,738	$607,202	$502,570,333

As of January 31, 2010 the inputs used in valuing the Fund s other financial instruments, which are carried at fair value, were as follows:

	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Other financial instruments*	$0	$(96,354)	$0	$(96,354)

* Other financial instruments include written options.

The following is a reconciliation of assets in which significant unobservable inputs (Level 3) were used in determining fair value:

	Preferred Stocks	Options
Balance as of November 1, 2009	$701,424	$(49,648)
Realized gain (loss)	0	186,115
Change in unrealized appreciation (depreciation)	(94,222)	(136,467)
Net purchases (sales)	0	0
Transfers in and/or out of Level 3	0	0
Balance as of January 31, 2010	$607,202	0

Change in unrealized gains or losses included in earnings relating to

securities still held at January 31, 2010	$(94,222)	$0

Item 2 - Controls and Procedures

(a) The registrant s principal executive officer and principal financial officer have evaluated the registrant s disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) within 90 days of this filing and have concluded that the registrant s disclosure controls and procedures were effective, as of that date, in ensuring that information required to be disclosed by the registrant in this Form N-Q was recorded, processed, summarized, and reported timely.

(b) There has been no change in the registrant s internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) that occurred during the registrant s last fiscal quarter that has materially affected, or is reasonable likely to materially affect, the registrant s internal control over financial reporting.

Item 3 - Exhibits

File the exhibits listed below as part of this Form. Letter or number the exhibits in the sequence indicated.

(a) Separate certifications for the registrant s principal executive officer and principal financial officer, as required by Rule 30a-2(a) under the Investment Company Act of 1940, are attached as EX-99.CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Evergreen Global Dividend Opportunity Fund

By: /s/ W. Douglas Munn
W. Douglas Munn
Principal Executive Officer
Date: March 31, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ W. Douglas Munn
W. Douglas Munn
Principal Executive Officer
Date: March 31, 2010

By: /s/ Kasey Phillips
Kasey Phillips
Principal Financial Officer
Date: March 31, 2010