GENESCO INC
Form DEF 14A
May 14, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

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

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
þ Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

Genesco Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(4) Date Filed:

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Notice of Annual Meeting of Shareholders

The annual meeting of shareholders of Genesco Inc. (the Company) will be held at the Company s executive offices, Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee, on June 23, 2010, at 10:00 a.m. Central Time.

The agenda will include the following items:

1. electing 10 directors;

2. ratifying the appointment of Ernst & Young LLP as independent registered public accounting firm to the Company for the current fiscal year; and

3. transacting any other business that properly comes before the meeting or any adjournment or postponement thereof.

Shareholders of record at the close of business on April 26, 2010, are entitled to receive this notice and vote at the meeting and any adjournment or postponement thereof.

By order of the board of directors,

Roger G. Sisson
Secretary

May 14, 2010

IMPORTANT

It is important that your shares be represented at the meeting. Please vote by telephone or over the internet or sign, date and return the enclosed proxy promptly so that your shares will be voted. A return envelope which requires no postage if mailed in the United States is enclosed for your convenience. Please do not return the enclosed paper ballot if you are voting by telephone or over the internet.

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PROXY STATEMENT
FOR ANNUAL MEETING OF SHAREHOLDERS
JUNE 23, 2010

The board of directors of Genesco Inc. (Genesco or the Company) is requesting proxies to be voted at the annual meeting of shareholders. The meeting will be held at the Company s executive offices at 10:00 a.m. Central Time, on June 23, 2010. The Company s executive offices are located at Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee 37217. The notice that accompanies this statement describes the items on the meeting agenda.

The Company will pay the cost of the proxy solicitation. The Company has retained Georgeson Inc. to assist in the proxy solicitation. It will pay Georgeson a proxy solicitation fee of $11,000, plus $5.00 per completed telephone call to shareholders in the event that active solicitation is required, and reimburse its expenses. In addition to this request, officers, directors and regular employees of the Company may solicit proxies personally and by mail, facsimile or telephone. They will receive no extra compensation for any solicitation activities. The Company will request brokers, nominees, fiduciaries and other custodians to forward soliciting material to the beneficial owners of shares and will reimburse the expenses they incur in doing so.

All valid proxies will be voted as the board of directors recommends, unless otherwise specified. A shareholder may revoke a proxy before the proxy is voted at the annual meeting by giving written notice of revocation to the secretary of the Company, by executing and delivering a later-dated proxy, by casting a new vote by telephone or the internet or by attending the annual meeting and voting in person the shares the proxy represents.

The board of directors does not know of any matter that will be considered at the annual meeting other than those the accompanying notice describes. If any other matter properly comes before the meeting, persons named as proxies will use their best judgment to decide how to vote on it.

This proxy material was first mailed to certain shareholders on or about May 14, 2010. Also on that date, the Company mailed to all shareholders of record at the close of business on April 26, 2010, a Notice of Internet Availability of Proxy Materials containing instructions on how to access this proxy statement and the Company s annual report online and how to vote online.

The proxy statement for the annual meeting and the annual report for the fiscal year ended January 30, 2010 are available at www.edocumentview.com/GCOB.

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VOTING SECURITIES

The various classes of voting preferred stock and the common stock will vote together as a single group at the annual meeting.

April 26, 2010 was the record date for determining who is entitled to receive notice of and to vote at the annual meeting. On that date, the number of voting shares outstanding and the number of votes entitled to be cast were as follows:

Class of Stock	No. of Shares	Votes per Share	Total Votes
Subordinated Serial Preferred Stock:			
$2.30 Series 1	33,497	1	33,497
$4.75 Series 3	12,163	2	24,326
$4.75 Series 4	3,579	1	3,579
$1.50 Subordinated Cumulative Preferred Stock	30,067	1	30,067
Employees Subordinated Convertible Preferred Stock	50,072	1	50,072
Common Stock	24,050,377	1	24,050,377

A majority of the votes entitled to be cast on a matter constitutes a quorum for action on that matter. Once a share is represented at the meeting, it is considered present for quorum purposes for the rest of the meeting. Abstentions and shares represented at the meeting, but not voted on a particular matter due to a broker s lack of discretionary voting power (broker non-votes), will be counted for quorum purposes but not as votes cast for or against a matter. The ratification of the independent registered public accounting firm is a routine matter as to which, under applicable New York Stock Exchange (NYSE) rules, a broker will have discretionary authority to vote if instructions are not received from the client at least 10 days prior to the annual meeting. The election of directors is not a matter as to which a broker may exercise discretionary voting authority.

Each of the director nominees must receive affirmative votes from a plurality of the votes cast to be elected. The proposal to ratify the selection of Ernst & Young LLP as the independent registered public accounting firm to the Company will be approved if the votes cast in favor of ratification exceed the votes cast against it. Broker non-votes will not affect the outcome of the proposal.

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ELECTION OF DIRECTORS

Ten directors are to be elected at the meeting. They will hold office until the next annual meeting of shareholders and until their successors are elected and qualify. A plurality of the votes cast by the shares entitled to vote in the election is required to elect a director. All the nominees are presently serving as directors, and all have agreed to serve if elected. The shares represented by valid proxies will be voted FOR the election of the following nominees, unless the proxies specify otherwise. If any nominee becomes unable or unwilling to serve prior to the annual meeting, the board of directors will reduce the number of directors comprising the board, pursuant to the Company s Bylaws, or the proxies will be voted for a substitute nominee recommended by the board of directors.

The board of directors recommends that the shareholders vote FOR all of the director nominees.

Information Concerning Nominees

All the Company s directors have demonstrated business acumen, the ability to exercise sound business judgment, and a commitment to serve the Company as directors. They also bring a variety of professional backgrounds and leadership experience that contribute to the effectiveness of the board in fulfilling its responsibilities to the Company. Set forth below is biographical information about each director and a discussion of factors in his or her experience that the board views as supporting his or her continued service on the board.

JAMES S. BEARD, 69, *Retired President, Caterpillar Financial Services Corporation.* Mr. Beard retired as vice president of Caterpillar Inc., a leading manufacturer of construction and mining equipment, engines and turbines, and as president of Caterpillar Financial Services Corporation in 2005, after a 40-year career with Caterpillar. He joined Genesco s board in October 2005. He is a director of Rogers Group, Inc., a privately-held producer of construction products, and Ryder System, Inc., a publicly-held provider of transportation, logistics and supply chain management solutions. The board believes that Mr. Beard s extensive experience in global operations with a major public company and his financial expertise are beneficial to the board and to the Company.

LEONARD L. BERRY, Ph.D., 67, *Presidential Professor for Teaching Excellence, Distinguished Professor of Marketing and Professor of Humanities in Medicine, Texas A&M University.* Dr. Berry has been a professor of marketing at Texas A&M University since 1982. He is the founder of the Center for Retailing Studies, holds the M.B. Zale Chair in Retailing and Marketing Leadership at Texas A&M and is the author of numerous books. He is a director of Lowe s Companies, Inc., a publicly-held home improvement retailer, and Darden Restaurants Inc., a publicly-held casual dining restaurant company, and became a Genesco director in 1999. Dr. Berry brings to the board the benefits of years of thinking, writing, and teaching about the role of service in successful retailing, as well as the perspective gained from service on other boards in the retail and hospitality industry.

WILLIAM F. BLAUFUSS, JR., 69*, Consultant, Certified Public Accountant.* Mr. Blaufuss, who became a Genesco director in 2004, retired as a partner from the public accounting firm of KPMG LLP in 2000. He was associated with KPMG for 37 years in various capacities, including Nashville Practice Unit Managing Partner and Partner in Charge of the Southeast Area Public Sector Practice. From 2000 to 2002, he performed special projects for KPMG International regarding its operations outside the United States and has since performed a number of consulting projects, including involvement in acquisition due diligence, corporate governance evaluations, and litigation support for a variety of clients. He is a director of Nashville Bank and Trust Company and a member of the Tennessee State Board of Accountancy. The board believes that Mr. Blaufuss s experience with a major public accounting firm is valuable to the board in its oversight of the Company s financial performance, accounting and financial reporting, and internal controls.

JAMES W. BRADFORD, 63, *Dean, Owen Graduate School of Management, Vanderbilt University.* Mr. Bradford, who joined Genesco s board in 2005, was named Dean and Ralph Owen Professor for the Practice of Management in the Owen Graduate School of Management of Vanderbilt University in 2005. He joined the Owen School faculty and administration in 2002. He was president and chief executive officer of United Glass Corporation from 1999 to 2001 and president and chief executive officer of AFG Industries, Inc. from 1992 to 1999 after 11 years in private law practice. Mr. Bradford is a director of Clarcor Inc., a publicly-held provider of filtration products, systems and services, and Granite Construction Incorporated, a publicly-held heavy civil contractor and construction materials producer. The board views Mr. Bradford s extensive leadership experience at the university and in private industry as providing a significant perspective to the board.

ROBERT V. DALE, 73, *Consultant.* Mr. Dale, who became a director of the Company in 2000, has been a business consultant since 1998. He was president of Windy Hill Pet Food Company, a pet food manufacturer, from 1995 until 1998. Previously, he served as president of Martha White Foods for approximately six years during the 1970s and again from 1985 to 1994. He was also president of Beatrice Specialty Products division and a vice president of Beatrice Companies, Inc., the owner of Martha White Foods. He is a director of Cracker Barrel Old Country Store, Inc., a

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publicly-held restaurant holding company, and Nashville Wire Products, a privately-held supplier of wire products. Mr. Dale brings general management experience, a background in consumer products marketing, and experience with other boards to his service on the Company s board.

ROBERT J. DENNIS, 56, *Chairman, President and Chief Executive Officer, Genesco.* Mr. Dennis joined Genesco in April 2004 as chief executive officer of Hat World Corporation. Mr. Dennis was named senior vice president of the Company in June 2004 and executive vice president and chief operating officer, with oversight responsibility for all the Company s operating divisions, and became a director of the Company in 2005. He was named president in 2006, chief executive officer in August 2008 and chairman in April 2010. Prior to joining the Company, Mr. Dennis joined Hat World in 2001 from Asbury Automotive, where he was employed in senior management roles beginning in 1998. Mr. Dennis was with McKinsey and Company, an international consulting firm, from 1984 to 1997, becoming a partner in 1990. Mr. Dennis brings to his board service a knowledge of the Company s business and responsibility for its strategic direction and operating performance, as well as a broad background in retailing.

MATTHEW C. DIAMOND, 41, *Chairman and Chief Executive Officer, Alloy, Inc.* Mr. Diamond co-founded Alloy, Inc., a publicly-held marketing and media company focusing on youth market through television, film, and digital media, in 1996, has been a director of that company since its founding, and was named its chairman and chief executive officer in 1999. He has been a director of Genesco since 2001. The board considers Mr. Diamond s experience in marketing to a key demographic of the Company s Journeys and Lids businesses, his knowledge of digital media and direct marketing, and his experience as chairman and chief executive officer of a public company as important contributors to the effectiveness of Genesco s board.

MARTY G. DICKENS, 62, *Retired President, AT&T-Tennessee.* Mr. Dickens, who joined Genesco s board in 2003, retired from AT&T-Tennessee in 2007, after serving as its president for nine years. He held a number of positions with BellSouth/AT&T Corp. and its predecessors and affiliates since 1999, following more than six years as an executive vice president with BellSouth International. Mr. Dickens is also lead director of Avenue Bank-Tennessee, chairman of the board of Harpeth Companies, a privately-held investment banking, consulting, and ventures company, and a director of a number of charitable and community organizations. The board believes that Mr. Dickens experience in various positions with BellSouth and AT&T, including his international experience, and his extensive involvement in the Company s headquarters community, are beneficial to the board and to the Company.

BEN T. HARRIS, 66, *Former Chairman, Genesco.* Mr. Harris joined Genesco in 1967 and was named manager of the leased department division of Genesco s Jarman Shoe Company in 1980. In 1991, he became president of the Jarman Shoe Company and in 1995, president of Genesco s retail division. He was named executive vice president-operations and subsequently president and chief operating officer and a director of the Company in 1996. He served as chief executive officer from 1997 until April 2002 and as chairman of the Company from 1999 until 2004. Since his retirement from Genesco management, Mr. Harris has been active in privately-held family businesses. The board views Mr. Harris s knowledge of the Company and the retail industry as important to its effective oversight of the Company s operations and strategies.

KATHLEEN MASON, 61, *President and Chief Executive Officer, Tuesday Morning Corporation.* Ms. Mason, who joined Genesco s board in 1996, became president and chief executive officer of Tuesday Morning Corporation, an operator of first-quality discount and closeout home furnishing and gift stores, in 2000. She has served as a director of Tuesday Morning Corporation since 2000. She was president and chief merchandising officer of Filene s Basement, Inc. in 1999. She was president of the HomeGoods division of The TJX Companies, Inc., an apparel and home fashion retailer, from 1997 to 1999. She was employed by Cherry & Webb, a women s apparel specialty chain, from 1987 until 1992, as executive vice president, then, until 1997, as chairman, president and chief executive officer. Her previous business experience includes senior management positions with retailers May Company, The Limited Inc. and the Mervyn s Stores division of Dayton-Hudson Corp. Ms. Mason is also a director of Office Depot, a publicly-held supplier of office products and services, and was a director of The Men s Wearhouse, Inc., a retailer of men s clothing, and Hot Topic, Inc., a retailer of apparel, accessories, and gifts, until 2007. Ms. Mason s senior executive and board experience with other national retail companies provide her with a valuable perspective on a number of issues directly relevant to the Company s business.

Director Independence

The board has determined that Mr. Beard, Dr. Berry, Mr. Blaufuss, Mr. Bradford, Mr. Dale, Mr. Diamond, Mr. Dickens, Mr. Harris and Ms. Mason are independent under applicable NYSE rules. The board considered the following payments made by the Company in the fiscal year ended January 30, 2010 (Fiscal 2010):

- contributions totaling $10,100 to a tax-exempt organization with which Mr. Bradford is affiliated; and
- contributions and a facility use fee totaling $31,633 to two tax-exempt organizations of which Mr. Dickens is a director.

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The board determined that none of such payments affected the independence of the directors affiliated with the recipient organizations.

Certain Relationships and Related Transactions

The Company is aware of no related-party transactions since the beginning of the last fiscal year between the Company and any of its directors, executive officers, 5% shareholders or their family members that are required to be disclosed under Item 404 of Regulation S-K under the Securities Exchange Act of 1934 (the Exchange Act).

Each year, the Company requires its directors and executive officers to complete a comprehensive questionnaire, one of the purposes of which is to disclose any related-party transactions with the Company, including any potential Item 404 transactions. No such transactions were disclosed for Fiscal 2010. The Company does not have a history of engaging in related-party transactions with its directors or executive officers or their respective related persons or affiliates and does not have a formal or other written policy regarding the analysis or approval of such transactions. Any material proposed related-party transaction, including any Item 404 transaction irrespective of materiality, would, however, be brought before the board of directors or a specially designated committee thereof (with any interested director recusing himself or herself from the proceedings) to be specifically considered and approved before the Company would knowingly engage in any such transaction.

Board Committees and Meetings

The board of directors met eight times during Fiscal 2010. No director was present at fewer than 75% of the total number of meetings of the board of directors and the committees of the board on which he or she served during Fiscal 2010. The board of directors has standing audit, nominating and governance, compensation and finance committees. All committees are composed entirely of independent directors. It is the policy of the board of directors that no current or former employee of the Company will serve on the audit, nominating and governance, or compensation committee. A description of each board committee and its membership follows.

Audit Committee

Members: William F. Blaufuss, Jr. (chairman), James S. Beard, Robert V. Dale and Kathleen Mason

The Company has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The audit committee is currently composed of four independent directors (as defined under the applicable rules of the NYSE) and operates under a written charter adopted by the board of directors, a current copy of which is available on the Company s website, www.genesco.com. The audit committee assists the board of directors in monitoring (i) the processes used by the Company to produce financial statements, (ii) the Company s systems of internal accounting and financial controls and (iii) the independence of the Company s registered public accounting firm. The audit committee met 12 times in Fiscal 2010. The board of directors has determined that William F. Blaufuss, Jr., James S. Beard, Robert V. Dale and Kathleen Mason each qualify as audit committee financial experts, as defined in Item 407(d) of Regulation S-K under the Exchange Act, and are independent, as defined by the NYSE rules and Rule 10A-3 of the Exchange Act.

Nominating and Governance Committee

Members: Robert V. Dale (chairman), Leonard L. Berry, James W. Bradford and Marty G. Dickens

The nominating and governance committee, currently composed of four directors who are independent under applicable NYSE rules, met three times in Fiscal 2010. The functions of the nominating and governance committee are specified in a charter available on the Company s website, www.genesco.com. They include making recommendations to the board of directors with respect to (i) the size of the board of directors, (ii) candidates for election to the board of directors, (iii) the designation of committees of the board of directors, their functions and members, (iv) the succession of the executive officers of the Company and (v) board policies and procedures and other matters of corporate governance. The chairman of the nominating and governance committee serves as the Lead Director and presides over the board s executive sessions of non-management directors and at other times when the chairman is absent and as the primary liaison between management and the board. Further information on the committee is set forth under the caption Corporate Governance, below.

Compensation Committee

Members: Matthew C. Diamond (chairman), Leonard L. Berry, Marty G. Dickens and Kathleen Mason

The compensation committee, currently composed of four independent directors, met five times in Fiscal 2010. The functions of the compensation committee are specified in a charter available on the Company s website, www.genesco.com. They include (i) approving the compensation of certain officers of the Company and other management employees reporting directly to the chief executive officer, (ii) making recommendations to the board of directors with respect to the compensation of directors, (iii) reviewing and providing assistance and recommendations to the board of

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directors with respect to (a) management incentive compensation plans and (b) the establishment, modification or amendment of any employee benefit plan (as that term is defined in the Employee Retirement Income Security Act of 1974) to the extent that action taken by the board of directors is required, (iv) serving as the primary means of communication between the administrator of the Company s employee benefit plans and the board of directors, (v) administering the Company s 2009 Equity Incentive Plan, 2005 Equity Incentive Plan, 1996 Stock Incentive Plan and Employee Stock Purchase Plan, and (vi) reviewing and making recommendations to the board with respect to the Compensation Discussion and Analysis and the compensation committee report required by SEC regulations for inclusion in the Company s proxy statement.

Finance Committee

Members: James W. Bradford (chairman), James S. Beard, William F. Blaufuss, Jr. and Matthew C. Diamond

The finance committee, currently composed of four independent directors, met five times in Fiscal 2010. The committee (i) reviews and makes recommendations to the board with respect to (a) the establishment of bank lines of credit and other short-term borrowing arrangements, (b) the investment of excess working capital funds on a short-term basis, (c) significant changes in the capital structure of the Company, including the incurrence of long-term indebtedness and the issuance of equity securities and (d) the declaration or omission of dividends; (ii) approves the annual capital expenditure and charitable contribution budgets; (iii) serves as the primary means of communication between the board of directors and the investment committee of the Company s employee benefits trusts and the chief financial officer regarding certain of the Company s employee benefit plans; and (iv) appoints, removes and approves the compensation of the trustees under any employee benefit plan.

CORPORATE GOVERNANCE

Nominating and Governance Committee

The charter of the nominating and governance committee is available on the Company s website, www.genesco.com. The members of the committee satisfy the independence requirements of the NYSE. In addition, the board of directors has adopted a policy pursuant to which no former employee of the Company will serve as a member of the nominating and governance committee.

The nominating and governance committee and the board of directors will consider nominees for the board of directors recommended by shareholders if shareholders comply with the Company s advance notice requirements. The Company s Bylaws provide that a shareholder who wishes to nominate a person for election as a director at a meeting of shareholders must deliver written notice to the secretary of the Company. This notice must contain, as to each nominee, all of the information relating to such person as would be required to be disclosed in a proxy statement meeting the requirements of Regulation 14A under the Securities Exchange Act of 1934 if such person had been nominated by the board of directors, the written consent of such person to being named as a nominee in soliciting material and to serving as a director, if elected, and the name and address of the shareholder delivering the notice as it appears on the stock records of the Company, along with the number and class of shares held of record by such shareholder. In the case of an annual meeting to be held on the fourth Wednesday in the month of June or within thirty days thereafter, the notice must be delivered not less than sixty nor more than ninety days prior to the fourth Wednesday in June. In the case of an annual meeting which is being held on any other date (or in the case of any special meeting), the notice must be delivered within ten days after the earlier of the date on which notice of the meeting is first mailed to shareholders or the date on which public disclosure is first made of the date of such meeting. There are no differences in the process pursuant to which the committee is to evaluate prospective nominees based on whether the nominee is recommended by a shareholder.

Upon receipt of a recommendation from any source, including shareholders, the committee will take into account whether a board vacancy exists or is expected or whether expansion of the board is desirable. In making this determination, the committee may solicit the views of all directors. If the committee determines that the addition of a director is desirable, it will assess whether the candidate presented should be nominated for board membership. While the committee may consider whatever factors it deems appropriate in its assessment of a candidate for board membership, candidates nominated to serve as directors will, at a minimum, in the committee s judgment:

- be able to represent the interests of the Company and all of its shareholders and not be disposed by affiliation or interest to favor any individual, group or class of shareholders or other constituency;
- possess the background and demonstrated ability to contribute to the board s performance of its collective responsibilities, through senior executive management experience, relevant professional or academic distinction, or a record of relevant civic and community leadership; and
- be able to devote the time and attention necessary to serve effectively as a director.

The committee may also take into consideration whether a candidate s background and skills meet any specific needs of the board that the committee has identified and will take into account diversity in professional and personal experience, skills, background, race, gender and other factors of diversity that it considers appropriate. The committee will preliminarily assess the candidate s qualifications with input from the chief executive officer. If, based upon its preliminary assessment, the committee believes that a candidate is likely to meet the criteria for board membership, the chairman will advise the candidate of the committee s preliminary interest and, if the candidate expresses sufficient interest to the chairman, with the assistance of the corporate secretary s office, will arrange interviews of the candidate with members of the committee and with the chief executive officer, either in person or by telephone. After the members of the committee and the chief executive officer have had the opportunity to interview the candidate, the committee will formally consider whether to recommend to the board that it nominate the candidate for election to the board.

Board Leadership Structure

On April 1, 2010, Robert J. Dennis, the Company s chief executive officer, assumed the additional office of chairman upon Hal N. Pennington s retirement from the latter office. Prior to the appointment of Mr. Dennis as chief executive officer in 2008, Mr. Pennington had served as both chairman and chief executive officer since his predecessor as chairman and chief executive officer relinquished the chairman s office in 2002, replicating a long-term succession plan that has been followed in the Company s three most recent senior management transitions. Having observed no differences in the functioning of the board or the performance of the Company that it considers attributable to the separation or conjunction of the two offices, the board has retained flexibility in the Corporate Governance Guidelines with respect to the structure of the board leadership. The Corporate Governance Guidelines provide that the board will select the chairman and the chief executive officer in the manner that it determines to be in the best interests of the Company s shareholders.

The Corporate Governance Guidelines also provide that if the positions of chairman and chief executive officer are held by the same person or if the chairman is otherwise employed by the Company, the chairman of the nominating and governance committee will serve as Lead Director, with the following responsibilities:

- in consultation with the chairman, approve the annual calendar for all meetings of the board and standing committees;
- provide the chairman with input as to the preparation of the agendas for the board;
- advise the chairman as to the quality, quantity and timeliness of the flow of information from Company management that is necessary for the independent directors to effectively and responsibly perform their duties;
- coordinate the development of the agenda for and preside over executive sessions of the board s independent directors; act as principal liaison between the independent directors and the chairman on material issues;
- evaluate, along with the independent members of the full board, the chief executive officer s performance and meet with the chief executive officer to discuss the evaluation;
- act as a liaison to shareholders who request direct communication with the board; and
- perform such other roles and responsibilities as may be assigned from time to time by the nominating and governance committee or the full board.

Generally, the board believes that having a chairman who is also a member of the Company s management team, whether or not the offices of chairman and chief executive officer are held by the same person, has been highly effective for Genesco avoiding the perception of a divergence of interests between the board and management; minimizing any potential disjunction between the development and execution of corporate strategies; and reducing the potential for confusion and duplication of effort in the areas of overlap between the responsibilities of the board and senior management. The board believes that the current leadership structure, in combination with strong governance policies, regular executive sessions, and a supermajority of independent directors, provides the appropriate balance of strategy, execution and oversight for the Company at this time.

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The Board s Role in Risk Oversight

The board of directors views the identification and management of risk as a primary responsibility of the Company s chief executive officer, who reports directly to the board. In addition to general review and discussion of various aspects of risk management throughout the year, at least once annually, the board receives a comprehensive report from the chief executive officer on his overall assessment of the Company s risk management processes and systems, including the identification of major risks associated with the Company s business and strategies, a description of the Company s approach to monitoring and managing each category of risk, and an assessment of residual exposures and whether and how they may be more effectively mitigated.

In the board s most recent review of the Company s risk management processes and systems with the chief executive officer, the following major categories of risk associated with the Company s business and strategies were identified:

1. Strategic and financial risk, including competition, growth opportunities, credit, liquidity and capital resources, and customer dynamics.

2. Integrity and compliance risk, including accounting and financial reporting, legal compliance, and corporate governance matters.

3. Operational risk, including supply chain and workforce-related risks.

4. Catastrophic event risk, including facility losses and disruptions from natural disasters or other causes.

In addition to the board s ongoing oversight of risk management and the chief executive officer s annual review with the board of the Company s risk management processes and systems, specific risk categories fall within the oversight of individual committees of the board. For example, the audit committee has oversight of most of the risks falling within the integrity and compliance risk categories, which it addresses primarily through its ongoing review of internal controls over accounting and financial reporting pursuant to Section 404 of the Sarbanes Oxley Act. Additionally, the nominating and governance committee has direct oversight of governance-related risks, the finance committee of risks related to the availability of capital resources, and the compensation committee of certain aspects of workforce-related risks as well as risks arising from compensation policies and practices.

In connection with its annual review of the Company s compensation programs in February 2010, the compensation committee specifically considered whether risks arising from the Company s compensation policies and practices for employees are reasonably likely to have a material adverse effect on the Company. In its analysis, the committee considered, among other things, the following:

- the banking provisions of the EVA Incentive Plan, discussed in Compensation Discussion and Analysis, below, under the heading Elements of Direct Compensation B. Annual Incentive Compensation, which require the Company to retain any portion of an annual incentive award in excess of three times the target award earned in any year and subject the retained amounts to reduction or forfeiture in subsequent years if performance deteriorates;

- the Company s equity-based, long-term incentive component of executive compensation also discussed in Compensation Discussion and Analysis which is designed to prevent excessive risks by rewarding sustainable performance; and

- the Company s share ownership requirements.

As a result of its analysis, the committee determined that the Company s compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

The members of the board s committees believe that they have sufficient access to the members of management with direct responsibility for the management of risks within their oversight to be able to understand and monitor such risks effectively. Each committee regularly reports to the full board on matters related to the categories of risk within its oversight.

Communications with Directors by Shareholders, Employees and Other Interested Parties

Shareholders and employees of the Company and other interested parties may address communications to directors, either collectively or individually (including to the Lead Director or to the non-management directors as a group), in care of the Corporate Secretary, Genesco Inc., 1415 Murfreesboro Road, Suite 490, Nashville, Tennessee 37217. The Secretary s office delivers to directors all written communications, other than commercial mailings, addressed to them.

Directors Annual Meeting Attendance

The Company encourages all directors to be present at the annual meeting of shareholders. All directors were present at last year s annual meeting.

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Corporate Governance Guidelines

The board of directors has adopted Corporate Governance Guidelines for the Company. They are accessible on the Company s website, www.genesco.com.

Code of Business Conduct and Ethics for Employees and Directors

The Company has adopted a code of business conduct and ethics that applies to all employees and directors. The Company has made the code of business conduct and ethics available and intends to provide disclosure of any amendments or waivers of the code within five business days after an amendment or waiver on its website, www.genesco.com.

Website

The charters of the nominating and governance, compensation and audit committees, the Corporate Governance Guidelines and the Code of Business Conduct and Ethics for Employees and Directors are available on the Company s website, www.genesco.com. All references to the Company s website in this proxy statement are inactive textual references only. Print copies of these documents will be provided to any shareholder who sends a written request to the Secretary, Genesco Inc., 1415 Murfreesboro Road, Suite 490, Nashville, Tennessee 37217.

SECURITY OWNERSHIP OF OFFICERS, DIRECTORS AND PRINCIPAL SHAREHOLDERS

Principal Shareholders

The following table sets forth the ownership according to the most recent filings of Schedules 13G and 13D and amendments thereto, as applicable, by the beneficial owners which, as of the record date for this meeting, own beneficially more than 5% of the Company s common stock and the persons who, according to the Company s stock transfer records, own more than 5% of any of the other classes of voting securities described on page 2. Percentages are calculated based on outstanding shares as of April 26, 2010.

Name and Address of Beneficial Owner	Class of Stock	No. of Shares	Percent of Class
Eagle Asset Management, Inc.(1) 880 Carillon Parkway St. Petersburg, Florida 33716	Common	2,386,484	9.9
BlackRock Inc.(2) 40 East 52nd Street New York, New York 10022	Common	2,163,505	9.0
Dimensional Fund Advisors LP(3) Palisades West, Building One 6300 Bee Cave Road Austin, Texas 78746	Common	1,310,365	5.4
James H. Cheek, Jr. 11 Burton Hills Boulevard, Apt. WC-133 Nashville, Tennessee 37215	Subordinated Cumulative Preferred	2,413	8.0

(1) Based upon a Schedule 13G dated February 10, 2010, showing sole dispositive and voting power with respect to 2,386,484 shares.

(2) Based upon a Schedule 13G dated January 20, 2010, showing sole dispositive and voting power with respect to 2,163,505 shares.

(3) Based upon a Schedule 13G dated February 10, 2010, showing sole voting power with respect to 1,290,356 shares, and shared dispositive power with respect to 1,310,365 shares.

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Security Ownership of Directors and Management

The following table sets forth information as of April 26, 2010, regarding the beneficial ownership of the Company s common stock by each of the Company s current directors, the persons required to be named in the Company s summary compensation table appearing elsewhere in the proxy statement and the current directors and executive officers as a group. None of such persons owns any equity securities of the Company other than common stock.

Name	No. of Shares(1)(2)
James S. Beard	10,778
Leonard L. Berry	24,016
William F. Blaufuss, Jr.	9,706
James W. Bradford	7,778
Robert V. Dale	25,880
Robert J. Dennis	269,286
Matthew C. Diamond	14,729
Marty G. Dickens	11,350
Ben T. Harris	63,365
Kathleen Mason	41,474
Hal N. Pennington	305,504
Jonathan D. Caplan	127,019
James C. Estepa	126,437
James S. Gulmi	268,376
Kenneth J. Kocher	62,403
Current Directors and Executive Officers as a Group (18 Persons)	1,573,561(3)

(1) Each director, director nominee and officer owns less than 1% of the outstanding shares of the Company s common stock, except for Mr. Pennington who owns 1.3%, Mr. Dennis who owns 1.1%, and Mr. Gulmi who owns 1.1%.

(2) Includes shares that may be purchased within 60 days upon the exercise of options granted under the Company s common stock option plans, as follows: Mr. Dennis 95,590; Mr. Caplan 82,204; Mr. Estepa 44,827; Mr. Gulmi 94,726; Mr. Kocher 24,171; Mr. Pennington 263,899; Ms. Mason and Mr. Dale 12,000 each; Dr. Berry 8,000; current executive officers and directors as a group 772,101. Also includes shares of restricted stock which remain subject to forfeiture. See Election of Directors Director Compensation, above, and Executive Compensation Summary Compensation Table, below.

(3) Constitutes approximately 6.5% of the outstanding shares of the Company s common stock.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company s officers and directors and persons who own more than 10% of a registered class of the Company s equity securities to file reports of ownership and changes in ownership with the SEC. Such officers, directors and shareholders are required by SEC regulations to furnish the Company with copies of all such reports that they file. Based solely on a review of copies of reports filed with the SEC and of written representations by officers and directors, the Company believes that during Fiscal 2010 all officers and directors subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis.

COMPENSATION DISCUSSION AND ANALYSIS

The Company s compensation programs are intended to attract and retain employees with skills necessary to enable the Company to achieve its financial and strategic objectives and to motivate them through appropriate incentives tied to the Company s performance and market value to achieve those objectives. The Company recognizes that the goals of employee attraction, retention and motivation must be balanced against the necessity of controlling compensation expense. With respect to senior management (executive officers and heads of the Company s operating units and staff departments, including the principal executive officer, the principal financial officer and the three additional officers listed in the Summary Compensation Table which follows this discussion, who are referred to in this discussion as the named executive officers), the compensation committee of the board of directors (the compensation committee or, in the Compensation Discussion and Analysis section, the committee) has the responsibility to design a compensation program and set levels of compensation that attempt to achieve the optimal balance between employee attraction, retention and motivation on the one hand and control of compensation expense on the other.

1. **Compensation Committee Process.** In seeking that balance, the compensation committee looks primarily to market data. It retains an independent compensation consultant to work directly with the committee in gathering and analyzing data. The committee selected Longnecker & Associates as its independent compensation consultant for the years discussed in this proxy statement. Longnecker & Associates did not perform any other services for the Company in Fiscal 2010. The committee and the consultant also solicit input from the chief executive officer on subjective considerations such as individual performance and perceptions of internal equity that he believes should be taken into account in individual cases. On the basis of the market data, management input and the consultant s knowledge of trends and developments in compensation design, the consultant annually prepares recommendations regarding the material elements of senior management direct compensation for the compensation committee s consideration. The final compensation decision rests with the committee.

In recent years, the committee has approached its analysis of senior management compensation from the perspective of total direct compensation (consisting of base salary, annual incentives and long-term, stock-based incentives). To assess the competitiveness of the Company s executive compensation in its decision-making process for Fiscal 2010, it considered (i) proxy statement data from a peer group of public companies identified by the compensation committee s consultant with input from the committee and (ii) data reported in published surveys from companies in the retail industry with annual revenues and market capitalization similar to the Company s, giving a 50/50 weighting to the peer group and survey data. The committee selected a peer group consisting of the following footwear and apparel companies, which the committee considered relevant for comparison because of the nature of their businesses or target markets, their size and market value, and the likelihood that the Company competes against them for management personnel: Aeropostale, Inc.; Brown Shoe Company, Inc.; DSW Inc.; The Finish Line, Inc.; Foot Locker Inc.; Pacific Sunwear of California, Inc.; Urban Outfitters Inc.; and Wolverine World Wide Inc. For the committee s use in setting compensation levels for 2011, the committee s consultant updated survey data. As discussed below, in view of overall economic conditions and a Company-wide initiative by management to limit base salary increases until such conditions improve and reflecting an effort to conserve shares available for grant under the Company s 2009 Equity Incentive Plan, management recommended and the committee approved cash compensation increases and equity grants for the senior management group that were generally below the consultant s recommendation.

2. **Elements of Direct Compensation.** Direct compensation to the Company s executive officers consists of annual base salary, annual incentive bonuses and long-term incentives in the form of stock-based awards. The compensation committee generally seeks to pay base salaries at or somewhat below the market median, using the bonus to provide the prospect of above-median cash compensation for superior performance against annual benchmarks. Additionally, certain features of the bonus plan are intended to encourage a longer-term focus, as is the long-term incentive element of the compensation program. The long-term incentive element is stock-based, intended to align management s interests with those of the shareholders. The compensation committee also considers targeted total cash levels (base salary plus the target bonus) and total direct compensation (total cash plus the targeted value of long-term incentives) in relation to the peer group companies and the survey data.

A. *Base Salary*. The Company pays base salaries to its employees in order to provide a level of assured compensation reflecting an estimate of the value in the employment market of the employee s skills and the demands of his or her position. Consistent with the compensation committee s goal to set base salaries at or slightly below the market midpoint, the consultant s survey and peer group data for Fiscal 2010 indicated that base salaries for the senior management group in the aggregate were at approximately 86% of the midpoint. For Fiscal 2010, the committee set base salaries for the named executive officers at approximately 89% in the aggregate of the prior year s midpoint. Distribution within the range reflected a combination of individual officers compensation history, the committee s assessment of the likely current market for the individual officers particular skills and experience, and other subjective factors. For Fiscal 2011, the compensation committee s consultant recommended base salary increases averaging approximately 3% for the named executive officers, based on a market analysis using survey data, as discussed above under the heading Compensation

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Committee Process. Because of general economic conditions, including the effect of the recession on the Company s business as well as a relatively low rate of inflation, management advised the committee that it intended, absent special circumstances, to limit base salary increases throughout the Company to approximately 2% in Fiscal 2011 and that it recommended that the same policy be applied to senior management. In accordance with management s recommendation, except for two named executive officers whose compensation was, according to the data considered by the committee, more significantly below market than others in the senior management group and who received 5% base salary increases, the senior management group received a 2% base salary increase. Subsequently, the chief executive officer, the chief financial officer, one other named executive officer and two other members of the senior management group voluntarily declined a base salary increase for Fiscal 2011 in recognition of a decision to freeze salaries in one of the Company s operating divisions.

B. *Annual Incentive Compensation*. *(i) Overview.* Executive officers other than the chief executive officer participate in the Company s Management Incentive Compensation Plan, which is designed to reward increasing earnings in an amount sufficient to provide a return on incremental capital greater than the Company s cost of capital. (The compensation committee has historically awarded the chief executive officer s annual bonus on the same basis as if he were a corporate business unit participant in the plan and has voted to do so with respect to Fiscal 2011, as well.) The plan also incorporates incentives for individual strategic objectives that may not be immediately reflected in the annual financial performance of the participant s business unit, as well as incentives designed to reward senior operational management for their contributions to corporate interests that may be broader than those of their individual business units. The compensation committee reviews and adopts the plan with input from its independent consultant and from senior management. The consultant makes recommendations with regard to target bonus levels based on its peer group and survey comparisons of target bonuses as a percentage of base salary and total targeted cash compensation. The compensation committee sets the targets.

(ii) Bonus Targets. Target bonuses for all the named executive officers other than the chief executive officer remain at 60% of base salary for Fiscal 2011. The chief executive officer s target bonus was set at 80% of base salary for Fiscal 2011. The Fiscal 2010 targets for the named executive officers ranged from 47% to 75% of the market midpoint for annual incentive pay identified by the compensation committee s consultant s data.

(iii) Award Components. The named executive officers participating in the Fiscal 2010 Management Incentive Compensation Plan were eligible to receive a fraction or multiple of their target awards based on the factors described below. Bonuses earned can be negative, offsetting awards carried over from prior years or, subject to certain

limitations described below, awards from future years. Presidents of the Company s operating divisions were eligible to earn cash awards equal to the sum of (a) 50% of their bonus targets multiplied by a factor determined by changes in Economic Value Added (EVA[1]) for their respective business units for the year, (b) 25% of the targets multiplied by a factor determined by the EVA change for the Company as a whole, and (c) 25% of the targets multiplied by (i) the business unit EVA change factor and (ii) the percentage of achievement of individual strategic goals (discussed in greater detail below) agreed upon by the participant and the chief executive officer during the first quarter of the fiscal year. Heads of corporate staff departments were eligible to receive cash awards equal to the sum of (a) 75% of their bonus targets multiplied by the EVA change factor for the Company as a whole and (b) 25% of their bonus targets multiplied by their business unit EVA change factor and the product multiplied by their percentage of achievement of their individual performance goals. See Bonus Calculation Factors, below, for additional information on the performance factors for each primary business unit and for the Company as a whole for Fiscal 2010. For Fiscal 2011, the committee has determined to increase the portion of the bonus awarded to presidents of the Company s operating units dependent on their business unit performance (including the portion potentially reduced by the failure to achieve individual performance goals) from 75% to 85% and to reduce the portion of the bonus based on corporate performance from 25% to 15%. The committee believes that the revised calculation better reflects the desired allocation of the operating division presidents effort between divisional and corporate matters, and that with the long-term, stock-based incentives discussed below under the heading Stock Based Compensation, the reduced portion of the bonus award tied to Company-wide results will provide an appropriate set of incentives to the business unit heads.

(iv) EVA Calculations. EVA is determined by subtracting from a business unit s net operating profit after taxes (NOPAT) a charge of 12% of the average net assets (total assets minus non-interest bearing current liabilities) employed to generate the profit. The 12% capital charge is the Company s estimate of its weighted average cost of debt and equity capital. The plan is designed to encourage efficient use of assets, since profit improvement that is less than 12% of the incremental net assets employed reduces the participant s bonus. Incentive awards are determined by the amount of actual EVA change during the year relative to EVA change targets for the year.

NOPAT and net assets employed for incentive plan purposes are not necessarily the same as the corresponding accounting measures calculated in accordance with generally accepted accounting principles for financial reporting purposes. The Company s NOPAT for purposes of the EVA Plan in Fiscal 2010 is equal to Earnings from

[1] EVA is a trademark of Stern Stewart & Co.

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operations excluding Restructuring and other, net lines on the Consolidated Statement of Operations, plus stock-based compensation expense of $6.6 million, bank fees of $3.8 million and $1.3 million related to accelerated depreciation and write-offs due to an upgrade to retail store point of sale equipment, less taxes at the Company s 39% targeted effective tax rate for the year. Stock option expense was excluded in the calculation of NOPAT because applicable accounting standards did not require expensing of options when the applicable performance intervals for the EVA Plan were last calibrated. Bank fees are excluded because they were previously included in interest expense. Interest expense is excluded from the calculation because it would be duplicative of the 12% capital charge discussed above. Interest income is included in the calculation. The accelerated depreciation and write-offs are excluded because they relate to removal of old point of sale equipment that was replaced with new point of sale equipment as part of a strategic investment with a multi-year expected return.

(v) Bonus Calculation Factors. The following table shows for each of the Company s primary business units in Fiscal 2010: (a) the amount of EVA improvement required to earn a target bonus award, (b) the incremental EVA change required to earn each additional whole-number multiple of the target, (c) the actual EVA for the business unit, and (d) the multiple of the target bonus actually earned. Fractional multiples are earned for incremental changes less than the full improvement interval shown in column (b). Negative bonuses accrue for shortfalls from the target improvement (column (a)) in proportion to the interval shown in column (b). Two of the six business units accrued negative bonuses for Fiscal 2010. See the discussion under the heading Bonus Bank below for the consequences of a negative bonus. As discussed below, named executive officers with responsibilities for more than one business unit receive incentive compensation reflecting the weighted average EVA changes in all the relevant business units.

Business Unit	(a) FY 2010 Target EVA Improvement ($)	(b) FY 2010 Incremental Improvement Interval ($)	(c) FY 2010 EVA Change ($)	(d) FY 2010 Bonus Multiple
Corporate Total	1,648,000	6,544,000	(3,342,000)	.24
Hat World Group	698,000	1,793,000	4,448,000	3.09
Journeys Group	442,000	2,048,000	(4,444,000)	(1.39)
Underground Station Group	103,000	1,156,000	976,000	1.76
Johnston & Murphy Group	329,000	982,000	(3,426,000)	(2.82)
Licensed Brands	96,000	450,000	718,000	2.38

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Each business unit s target for EVA improvement (shown in column (a), above) is determined in advance by allocating the Company s total expected EVA improvement among all its business units. The Company calculates the amount of EVA improvement which it believes is expected by the market from the amount by which its current market value exceeds the capitalized value of current EVA plus invested capital in other words, the amount of value associated with the Company s future growth. Target EVA improvement is the amount of improvement required to give investors a cost of capital return on this future growth value, and thus on the market value of their investment. The incremental improvement interval (shown in column (b), above), is both the amount of additional EVA improvement above the amount in column (a) that is required to earn a bonus of two times the participant s target and also the amount of shortfall from the column (a) target that will result in a zero bonus. The calibration of the intervals shown in column (b) reflects an effort to give the business units comparable shares of above-target EVA improvement for a given bonus pool with some adjustment for differences in unit size, and a similar likelihood of multi-year zero bonuses.

Recalibration of the targets and intervals shown in columns (a) and (b) tends to penalize business units with stronger performance by increasing the amount of EVA improvement required for them to earn bonuses, while rewarding worse performers by decreasing the amounts required for them to earn bonuses. To mitigate this performance penalty, the Company has not recalibrated the targets and intervals every year. They were last calibrated at the beginning of Fiscal 2005 (except for adjustments at the corporate level for a small acquisition in Fiscal 2007 and at Hat World Group for a small acquisition in Fiscal 2010). Targets and intervals have been updated for Fiscal 2011.

Each participant s business unit is assigned by the chief executive officer, who also determines the weighting of the various business unit components for participants with responsibility for multiple units. In Fiscal 2010, Mr. Gulmi was assigned to the Corporate Total business unit. Mr. Kocher s business unit allocation was the Hat World Group. Mr. Estepa s business unit allocation was 75% Journeys Group and 25% Underground Station Group. Mr. Caplan s business unit allocation was 67% Johnston & Murphy Group and 33% Licensed Brands. (As noted above, a portion of Mr. Caplan s and Mr. Estepa s bonus for Fiscal 2010 was determined by multiplying 25% of their targets by the Corporate Total multiple, and 25% of all the named executive officers awards are subject to reduction for non-achievement of individual performance factors, as discussed below.)

(vi) Individual Strategic Objectives. As noted above, the payment of a portion of each participant s annual incentive award for EVA improvement is contingent on his or her achievement of individual strategic goals agreed upon in advance with the participant s supervisor. Failure to achieve these strategic objectives can reduce a

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Management Incentive Compensation Plan award that is otherwise payable, but cannot serve to increase the amount of any such award. Individual strategic goals for the named executive officers typically involve initiatives that the executive officer group considers important to the long-term prospects of the participants business units, but that may not be adequately incented by the portion of the bonus calculated on current financial performance. Examples include retail divisions opening a targeted number of new retail stores on schedule and planning for the launch of new retail concepts or of new product lines. No individual strategic goal was material to any named executive officer s compensation or to any component of it in Fiscal 2010. The participant s supervisor, generally in consultation with the participant, determines whether and to what extent the participant s individual strategic goals have been met. Certain strategic goals are quantitative, allowing an objective determination of the extent to which they are achieved, while others are more qualitative in nature, requiring a subjective determination of achievement. The plan permits full credit for strategic goals if they have been at least 95% achieved. Each of the named executive officers received full credit for his strategic goals for Fiscal 2010.

No portion of the award for achievement of individual strategic goals is ordinarily to be paid unless some portion of the applicable award for operating results is earned, although the plan authorizes the committee to consider exceptions for extraordinary strategic successes upon the recommendation of the chief executive officer. No exceptions of this nature have ever been made.

(vii) Bonus Bank. The plan includes the following bonus bank feature: awards for better than expected EVA are uncapped and negative awards for worse than expected results are possible. Any award in excess of three times the target bonus and any negative award is credited to the participant s account in the bonus bank. Each year, a participant will receive a payout equal to (i) the current year s award, up to three times the target, plus (ii) one third of any amount in excess of three times the target in the current year, and (iii) the current installments of banked awards from previous years, if any, which are paid out in three equal annual installments. If the participant s bonus bank balance is negative, 50% of any positive award in excess of two times the target will be applied toward repaying the negative balance and 50% will be paid out to the participant. Any negative balance from a single year will be canceled to the extent not repaid after three years. If the current year s award is negative, any positive balance in the participant s bank is applied against it. Any positive balance is forfeited if the participant voluntarily resigns from employment by the Company or is terminated for cause. The committee believes that the bonus bank feature of the plan offers improved incentives for management to focus on building long-term value in the Company, and that the forfeiture provisions aid the retention of

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key employees. Including Fiscal 2010 payouts and accruals, bonus bank balances for the named executive officers are as follows:

Robert J. Dennis	(1,432,767)
James S. Gulmi	(840,960)
Jonathan D. Caplan	(649,590)
James C. Estepa	(2,328,072)
Kenneth J. Kocher	(865,355)

Bonuses reported in column (g) of the Summary Compensation Table below are bonuses actually earned for the years indicated, disregarding any deferrals of current awards or any payouts of previously deferred amounts pursuant to the banking feature of the plan. Named executive officers payouts for Fiscal 2010 did not include any amounts deferred in prior years, although Mr. Kocher s payout was reduced by $35,340 applied against a prior year negative balance.

(viii) CEO Annual Incentive Compensation. While the chief executive officer is not a participant in the Management Incentive Compensation Plan because of his role in establishing performance objectives under the plan, the compensation committee has historically awarded him a bonus calculated using the multiple earned by corporate staff participants in the plan and adopted a resolution declaring its intent to do so for Fiscal 2011. Consequently, Mr. Dennis s payout, if any, for Fiscal 2011 will potentially be reduced by the banking mechanism described above to the extent that it would otherwise exceed two times the target.

C. *Stock-based Compensation.* Grants of stock options and restricted stock to key executives of the Company including the named executive officers are intended to provide them with an incentive to make decisions which are in the long-term best interests of the Company and thus to balance the shorter-term annual cash incentive component of executive compensation. Stock-based compensation is also intended to align the financial interests of management with those of the Company s shareholders, since the value of an option or a share of restricted stock is dependent upon the Company s performance and the recognition of that performance in the market for the Company s stock.

Stock-based incentive awards, including restricted stock and/or options, are typically granted to executive officers and other key employees once annually. The compensation committee does not attempt to time stock-based incentive grants in relation to the Company s release of material information. For more than a decade, until Fiscal 2008, when the committee did not make the customary annual grants because of a pending and since-terminated merger, the committee has made annual stock-based incentive grants as part of its annual compensation planning meeting held

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in conjunction with the regularly scheduled October board meeting. The committee met after termination of the merger in March 2008 and awarded grants of restricted stock to the Company s management, including the named executive officers. Because of a shortage of shares available for grant under the 2005 Equity Plan, the committee did not resume its practice of granting stock-based incentive awards in October in Fiscal 2009 and instead granted restricted shares in June 2009, upon the approval by shareholders of the 2009 Equity Incentive Plan. The committee has also occasionally made grants to newly-hired key employees at its next meeting after their employment commenced. All option grants currently outstanding carry an exercise price equal to the fair market value of the underlying stock on the actual date of grant. Grants of all options currently outstanding provided that they would become exercisable in annual installments of 25% of the total number of shares subject to the options granted. Annual vesting requires the executive to remain employed by the Company for the entire four-year vesting period to realize fully the gain on the total number of shares covered by the option. Options granted under the Company s 2005 Equity Incentive Plan expire ten years after the date of grant, as would options granted under the 2009 Equity Incentive Plan.

Prior to the adoption in 2006 of FAS 123(R) (an accounting standard requiring that employee stock options be reflected as compensation expense in issuing companies financial statements), employee options that satisfied certain criteria, unlike restricted stock, did not involve compensation expense. Consequently, options were the Company s favored form of stock-based compensation. Restricted stock became a component of the compensation of all executive officers (including the named executive officers) in Fiscal 2006. The committee believes that the inclusion of restricted stock in the stock-based component of executive compensation better serves its goal of the interests of management with those of shareholders than granting options alone. Because options have no value to the employee if the market price of the Company s stock is at or below the exercise price, the use of options as the exclusive form of stock-based compensation may lead to an exaggerated perception of downside risk and greater risk aversion on the part of option holders as compared to shareholders. Additionally, because the compensation committee believes that shares of restricted stock represent a greater value to recipients upon grant than do options, fewer shares of restricted stock than options may be granted, resulting in lower earnings per share dilution than a stock-based compensation program consisting solely of options. Reflecting this analysis, the committee substituted for a portion of the shares that had in previous years been granted as options a lesser number of restricted shares subject to forfeiture upon termination of the grantee s employment prior to vesting, which generally occurs in four equal annual increments. Because no stock-based compensation had been granted during Fiscal 2008, the committee made the March 2008 grants

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subject to risk of forfeiture lapsing with respect to the shares in three equal annual increments rather than the usual four. The grants in Fiscal 2010 were subject to risk of forfeiture lapsing in four equal annual increments.

In March 2008 and in June 2009, the committee made awards consisting solely of restricted stock because the number of shares available for grant under the 2005 Equity Incentive Plan was insufficient to reach the target long-term incentive value for the grantee population if stock options were included in the grants and to conserve the relatively limited pool of shares available for grant under the 2009 Equity Incentive Plan. The committee would prefer to award a combination of restricted stock and options if sufficient shares were available for such grants. It believes that the inclusion of options (which have value to grantees only to the extent that the market price of the Company s stock rises after the grant date) in the long-term incentive package provides a valuable incentive to work for increased shareholder value. However, the Company s efforts to respect current guidelines, including those of Risk Metrics Group, for the number of shares that may be authorized for issuance under shareholder-approved equity incentive plans have effectively precluded the use of options to achieve stock-based compensation at market-competitive levels for the years reported in this proxy statement.

As with other elements of direct compensation, the compensation committee has considered peer group data to determine the magnitude of stock-based compensation awards. For the June 2009 grant, it considered the targeted long-term value of the award, assuming a five-year holding period and an annual appreciation rate of 10% minus a risk-free rate as a multiple of each named executive officer s base salary in comparison to the peer group and survey data considered by the committee in setting the other components of compensation for Fiscal 2010. (These assumptions are for comparison purposes only, and do not represent a forecast of future performance or the period for which stock granted will be retained. The targeted long-term value considered by the committee is not the value reported in columns (e) and (f) of the Summary Compensation Table, below, which represents the grant date value of shares awarded during the year. The June 2009 grants targeted long-term value (which will be realized only to the extent that 10% annual appreciation in the value of the Company s stock is achieved and the named executive officer remains employed and holds the stock granted for the five-year period assumed) represented 2.5 times base salary for the chief executive officer and 1.75 times base salary for each of the other named executive officers, generally comparable to the peer group data. The committee s use of an appreciated value rather than grant date value as recommended by its consultant resulted in awards of fewer shares than the consultant recommended.

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The nominating and governance committee of the Company s board adopted share ownership guidelines for directors and executive officers, including the named executive officers. The guidelines require that named executive officers hold at least the number of shares specified below:

Chief Executive Officer	60,000 shares
Chief Financial Officer	20,000 shares
Senior Vice Presidents-Operations	20,000 shares
Other Senior Vice Presidents	15,000 shares

The guidelines, adopted in Fiscal 2008, allow covered executives up to five years from their adoption (or from subsequently appointed executives appointment dates) to comply with the guidelines. Restricted stock grants and vested stock option awards may be used to satisfy the guidelines, consistent with the intent that such awards align executive officers interests with those of shareholders.

3. **Other Compensation.**

A. *Change of Control Arrangements and Severance Plan*.

(i) Change of Control. All the named executive officers are parties to employment protection agreements. The agreements become effective only in the event of a change of control, which will be deemed to have occurred if a person or group acquires securities representing 20% or more of the voting power of the Company s outstanding securities or if there is a change in the majority of directors in a contested election. Each agreement provides for employment by the Company for a term of three years following a change of control. In the event that the executive s employment is terminated under certain circumstances during the contractual employment period after a change of control, the executive is entitled to a lump sum payment and the continuation of certain benefits, as described below under the heading Change of Control Arrangements, Employment Agreements and Severance Plan. Additionally, all stock options and restricted stock granted by the Company under the Company s equity incentive plans become immediately vested and (in the case of options) exercisable upon a change of control as defined in the plans.

The Company believes that reasonable severance and change in control benefits are necessary in order to recruit and retain effective senior managers. These severance benefits reflect the fact that it may be difficult for such executives to find comparable employment within a short period of time, and are a product of a generally competitive recruiting environment within our industry. The Company also believes that a change in control arrangement will provide an executive security that will likely reduce the reluctance of an executive to pursue a change in control transaction that could be in the best interests of our shareholders.

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(ii) Severance Plan. The Company maintains a Severance Plan for monthly-paid salaried employees to provide for certain benefits to covered employees (including the named executive officers) in the event of a Company-initiated separation from the Company other than for cause (as defined in the severance plan). Under the terms of the plan, an eligible employee is entitled to one week of base salary at the termination date multiplied by each year of service with the Company with a maximum of 24 weeks and a minimum of two weeks. The Severance Plan is discussed in further detail under the heading Change of Control Arrangements, Employment Agreements and Severance Plan.

B. *Defined Benefit, Defined Contribution and Deferred Income Plans*.

(i) Defined Benefit Plan. The Genesco Retirement Plan is a noncontributory, qualified pension plan. Prior to December 31, 1995, it provided retirement benefits to eligible participants based on a formula taking into consideration the average of the ten highest consecutive years earnings of the participant, years of benefit service and other factors.

Effective January 1, 1996, the Retirement Plan was amended to establish a cash balance formula. Benefits earned prior to that date under the 10-year average formula were preserved as of that date. Effective January 1, 2005, the cash balance formula was frozen and benefit accruals ceased. Beginning in 2005, participant accounts are credited annually with the lesser of (a) 7% or (b) the annual rate of interest on 30-year Treasury securities for the month of December immediately preceding the Plan Year for which the rate applied. The Company makes a supplemental, makeup payment outside the Retirement Plan equal to the amount, if any, by which (a) exceeds (b), and the amount of other contributions that were lost when the Retirement Plan was frozen, equal to 2.5% of compensation up to the Social Security wage base and 4% of compensation above it. For Fiscal 2010, the named executive officers who are participants in the Retirement Plan received the following makeup payments:

Mr. Gulmi	$ 18,269
Mr. Estepa	$ 18,269
Mr. Caplan	$ 13,001

A participant had no vested benefits under the Retirement Plan until he or she had five years service with the Company. Because they had no vested benefits under the Retirement Plan as of January 1, 2005, when the cash balance formula was frozen and benefit accruals ceased, Mr. Dennis and Mr. Kocher are not participants in the Retirement Plan.

The years of benefit service of the participating named executive officers, frozen at January 1, 2005, are: Jonathan D. Caplan 12 years; James C. Estepa 20 years;

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and James S. Gulmi 33 years. The Internal Revenue Code limited the amount of salary which was taken into account in calculating Retirement Plan benefits. Taking into account the preserved benefits under the average of the ten highest years and the accumulated funds in cash balance formula, and assuming that the participant s accrued benefits at normal retirement are taken in the form of single life annuity, the estimated annual benefit payable for each participating named executive officer at retirement is as follows: Mr. Caplan $10,575; Mr. Estepa $24,374; and Mr. Gulmi $63,261.

(ii) Defined Contribution Plan. The Company also offers to all employees (including the named executive officers) a voluntary defined contribution plan designed to comply with Section 401(k) of the Internal Revenue Code of 1986. Participants in the plan (including all the named executive officers) may defer a percentage of their qualifying pre-tax compensation for each year. Beginning with calendar year 2006, the Company has made a matching contribution equal to 100% of deferrals up to 3% of compensation (limited to $245,000) plus 50% of the next 2% of compensation (similarly limited) deferred.

In Fiscal 2010, each of the named executive officers received a matching contribution of $9,800.

Such amounts are included in column (h) of the Summary Compensation Table, below. Deferrals and matching contributions to the defined contribution plan may be invested in any of a number of mutual fund investments and in a guaranteed income option. Participants may also self-direct their investments, subject to certain restrictions.

(iii) Deferred Income Plan. The named executive officers, in addition to other eligible employees, may participate in the Deferred Income Plan. Under this Plan, the participant may elect to defer up to 15% of base salary, 100% of bonus payouts, and 15% of the supplemental makeup payment discussed above. Deferrals in the plan are not matched by the Company. The Deferred Income Plan is discussed in further detail under the heading Nonqualified Deferred Compensation, below.

C. *Perquisites.* The Company provides named executive officers with perquisites and other personal benefits that the Company and the committee believe are reasonable and consistent with its overall compensation program to better enable the Company to attract and retain superior employees for key positions.

In addition to participation in the plans and programs described above, the named executive officers are provided financial or estate planning and tax preparation assistance not to exceed $5,000 per year. The Company pays luncheon club dues for the chief financial officer to facilitate business entertaining. All employees, including named executive officers, are entitled to a discount on merchandise sold by the

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Company equal to 40% off the suggested retail price. Additionally, named executive officers are provided with life insurance with a death benefit of up to $90,000 and participate in a supplemental medical and dental insurance plan available to middle-and senior-management employees that covers deductibles, co-payments and certain exclusions under the standard health insurance programs available to all employees.

Attributed costs of the personal benefits described above for the named executive officers are included in column (h) of the Summary Compensation Table, below.

4. **Tax Considerations.**

Tax Deductibility of Compensation. The compensation committee reviews and considers the deductibility of executive compensation under Section 162(m) of the Internal Revenue Code, which provides that the Company may not deduct compensation of more than $1,000,000 that is not performance-based and that is paid to certain individuals. The committee may choose to approve compensation that will not meet these requirements when it considers the potential benefit to the Company to exceed the value of the tax deduction.

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COMPENSATION COMMITTEE REPORT

The compensation committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the compensation committee recommended to the Board that the Compensation Discussion and Analysis be included in the Proxy Statement.

By the Committee:

Matthew C. Diamond, Chairman
Leonard L. Berry
Marty G. Dickens
Kathleen Mason

The foregoing report of the compensation committee shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such acts.

Compensation Committee Interlocks and Insider Participation

During Fiscal 2010, no member of the compensation committee had at any time been an officer or employee of the Company or any of its subsidiaries. In addition, there are no relationships among the Company s executive officers, members of the compensation committee or entities whose executives serve on the board of directors or the compensation committee that require disclosure under applicable SEC regulations.

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SUMMARY COMPENSATION TABLE

The table below summarizes the total compensation earned by each of the named executive officers for Fiscal 2010, Fiscal 2009 and Fiscal 2008.

Name and Principal Position (a)	Fiscal Year (b)	Salary ($) (c)(1)	Bonus ($) (d)	Stock Awards ($) (e)(2)	Non-Equity Incentive Plan Compensation ($) (f)(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) (g)(4)	All Other Compensation ($) (h)(5)	Total ($) (i)
Robert J. Dennis	2010	778,500	-0-	1,601,966	149,472	115,374	29,097	2,674,409
Chairman, President and	2009	670,833	-0-	1,478,257	188,052	-0-	27,519	2,364,661
Chief Executive Officer	2008	575,000	-0-	-0-	-0-	-0-	21,747	596,747
James S. Gulmi	2010	408,972	-0-	414,607	58,892	283,301	43,215	1,208,987
Senior Vice President	2009	392,732	-0-	407,514	84,284	-0-	39,769	924,299
Finance, Chief Financial Officer and Treasurer	2008	378,788	-0-	-0-	-0-	56,049	34,113	468,950
Jonathan D. Caplan	2010	330,000	-0-	334,546	-0-	194,643	35,398	894,587
Senior Vice President	2009	309,167	-0-	320,625	-0-	-0-	32,733	662,525
	2008	300,000	-0-	-0-	326,417	7,326	32,270	666,013
James C. Estepa	2010	555,330	-0-	562,986	-0-	36,546	50,346	1,205,208
Senior Vice President	2009	533,333	-0-	553,352	306,876	-0-	37,282	1,430,843
	2008	515,000	-0-	-0-	-0-	15,281	36,769	567,050
Kenneth J. Kocher	2010	310,000	-0-	314,276	407,340	64,794	23,046	1,119,456
Senior Vice President	2009	293,750	-0-	305,122	301,785	-0-	21,853	922,510
	2008	280,000	-0-	-0-	-0-	-0-	21,129	301,129

(1) The amounts in column (c) include salary voluntarily deferred in the Defined Contribution Plan and the Deferred Income Plan described under the heading Other Compensation Defined Benefit, Defined Contribution and Deferred Income Plans in the Compensation Discussion and Analysis section, above, in the following amounts:

Amount Deferred

Name	Fiscal 2010	Fiscal 2009	Fiscal 2008
Robert J. Dennis	$ 7,216	$ 21,229	$ 116,947
James S. Gulmi	33,919	86,174	68,855
Jonathan D. Caplan	73,238	62,028	52,382
James C. Estepa	9,283	29,277	12,916
Kenneth J. Kocher	8,353	13,533	15,627

(2) The amounts in column (e) represent the aggregate grant date fair value of restricted stock awards, calculated by multiplying the closing price of the Company s common stock on the NYSE on the grant date by the number of shares granted.

[Footnotes continued on next page.]

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(3) The amounts in column (f) are cash awards under the Company s EVA Incentive Plan, discussed in greater detail under the heading Annual Incentive Compensation in the Compensation Discussion and Analysis section above. They include amounts voluntarily deferred by the named executive officers in the Company s Defined Contribution Plan and Deferred Income Plan, discussed under the heading Other Compensation Defined Benefit, Defined Contribution and Deferred Income Plans in the Compensation Discussion and Analysis section, above. They also include, in the case of Mr. Caplan for Fiscal 2008, $1,517 from his Fiscal 2007 bonus that was mandatorily banked pursuant to the terms of the EVA Incentive Plan, as described above, the balance of which was eliminated by a negative award for Fiscal 2009. Of the amounts reported in column (f), the named executive officers elected to defer the following amounts in the Salary Deferral Plan and/or the Deferred Income Plan:

	Amount Deferred ($)		
Name	**Fiscal 2010**	**Fiscal 2009**	**Fiscal 2008**
Robert J. Dennis	7,474	9,403	-0-
James S. Gulmi	2,945	24,232	-0-
Jonathan D. Caplan	-0-	-0-	-0-
James C. Estepa	-0-	12,887	-0-
Kenneth J. Kocher	900	-0-	-0-

(4) The amounts in column (g) are the sum of (i) any actuarial increase in the present value of the named executive officers benefits under the Genesco Retirement Plan, determined using interest rate and mortality assumptions consistent with those used in the Company s financial statements and (ii) the amount of earnings or loss on nonqualified deferred compensation under the Company s Deferred Income Plan described under the heading Other Compensation Defined Benefit, Defined Contribution and Deferred Income Plans in the Compensation Discussion and Analysis above that exceed 120% of the applicable federal long-term interest rate. Negative changes in the actuarial value of Retirement Plan benefits are not reflected in column (g).

[Footnotes continued on next page.]

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For each of the named executive officers, the components of the sum reported in column (g) are as follows:

	(a) Change in Present Value of Pension Benefits ($)			(b) Excess Deferred Income Plan Earnings ($)		
Name	**Fiscal 2010**	**Fiscal 2009**	**Fiscal 2008**	**Fiscal 2010**	**Fiscal 2009**	**Fiscal 2008**
Robert J. Dennis	-0-	-0-	-0-	115,374	(154,302)	(17,683)
James S. Gulmi	90,943	-0-	56,049	192,358	(377,859)	(3,991)
Jonathan D. Caplan	16,666	-0-	7,326	177,977	(327,189)	(42,744)
James C. Estepa	36,546	-0-	15,281	-0-	-0-	-0-
Kenneth J. Kocher	-0-	-0-	-0-	64,794	(132,412)	(11,741)

(5) The amounts in column (h) include, for each executive officer, life, medical, dental and long-term disability insurance premiums paid by the Company, matching contributions to the Company s 401(k) Plan, and an employee discount on merchandise sold by the Company that is available to all full-time employees. For all the named executive officers except Mr. Dennis and Mr. Kocher, the amounts in column (h) include the supplemental retirement payment discussed under the heading Defined Benefit, Defined Contribution and Deferred Income Plans, and the premiums for a basic amount of long-term care insurance available to all employees. For Mr. Kocher, they include matching charitable contributions up to $600 per employee, available to all employees. For Mr. Gulmi, the amounts include luncheon club dues. For Mr. Estepa, they include financial planning and tax preparation services, and for Mr. Dennis, tax preparation services.

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GRANTS OF PLAN BASED AWARDS FOR FISCAL 2010

The following table shows, for each of the named executive officers, information regarding his target award under the Company s EVA Incentive Plan for Fiscal 2011 and grants of restricted stock under the 2009 Equity Incentive Plan in Fiscal 2010.

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
Name (a)	**Grant Date (b)**	**Threshold ($) (c)(1)**	**Target ($) (d)**	**Maximum ($) (e)**	**(#) (f)(2)**	**(#) (g)**	**($/Sh) (h)**	**(i)**
Robert J. Dennis	N/A		$ 622,800					
	June 24, 2009				83,219			$ 1,601,966
James S. Gulmi	N/A		$ 245,383					
	June 24, 2009				21,538			$ 414,607
Jonathan D. Caplan	N/A		$ 207,900					
	June 24, 2009				17,379			$ 334,546
James C. Estepa	N/A		$ 333,198					
	June 24, 2009				29,246			$ 562,986
Kenneth J. Kocher	N/A		$ 195,300					
	June 24, 2009				16,326			$ 314,276

(1) Columns (c), (d) and (e) relate to the Company s EVA Incentive Plan. As discussed in detail under the heading Annual Incentive Compensation in the Compensation Discussion and Analysis, potential awards are uncapped (although any award in excess of three times the target is mandatorily deferred and at risk for future performance) and negative awards that may be offset against positive bonus bank balances deferred from past years and from future positive awards are possible. Consequently, no threshold (column (c)) or maximum (column (e)) is applicable.

(2) Column (f) reflects awards of restricted stock under the Company s 2009 Equity Incentive Plan.

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OUTSTANDING EQUITY AWARDS AT FISCAL 2010 YEAR-END

The following table shows, for each named executive officer, certain information concerning vested and unvested equity awards outstanding at January 30, 2010. The awards include stock options and restricted stock, as described under the heading Stock-Based Compensation in the Compensation Discussion and Analysis, above.

	Option Awards				Stock Awards	
Name (a)	Number of Securities Underlying Unexercised Options (#) Exercisable (b)(1)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Option Exercise Price ($) (d)	Option Expiration Date (e)	Number of Shares or Units of Stock That Have Not Vested (#) (f)(2)	Market Value of Shares or Units of Stock That Have Not Vested ($) (g)(3)
Robert J. Dennis	40,000	-0-	23.54	04/01/2014	123,546	2,913,215
	40,000	-0-	24.90	10/26/2014		
	8,252	-0-	36.40	10/25/2015		
	7,338	2,446	38.14	10/24/2016		
James S. Gulmi	6,000	-0-	16.63	10/16/2010	37,063	873,946
	20,000	-0-	17.00	10/24/2011		
	20,000	-0-	16.76	11/13/2012		
	20,000	-0-	17.50	10/21/2013		
	20,000	-0-	24.90	10/26/2014		
	4,650	-0-	36.40	10/25/2015		
	4,076	1,358	38.14	10/24/2016		
Jonathan D. Caplan	25,000	-0-	16.76	11/13/2012	29,665	699,501
	25,000	-0-	17.50	10/21/2013		
	25,000	-0-	24.90	10/26/2014		
	3,854	-0-	36.40	10/25/2015		
	3,350	1,116	38.14	10/24/2016		
James C. Estepa	12,500	-0-	17.50	10/21/2013	50,435	1,189,257
	20,000	-0-	24.90	10/26/2014		
	6,576	-0-	36.40	10/25/2015		
	5,751	1,916	38.14	10/24/2016		
Kenneth J. Kocher	10,000	-0-	23.54	04/01/2014	28,100	662,598
	7,500	-0-	24.90	10/26/2014		
	3,321	-0-	36.40	10/25/2015		
	3,350	1,116	38.14	10/24/2016		

(1) All options were granted under the 2005 Equity Incentive Plan on the dates which are ten years before the expiration dates shown, and vest in four equal annual installments beginning on the first anniversary of the grant

date.

[Footnotes continued on next page.]

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(2) The shares of restricted stock vest on the following schedule:

Name	Grant Date	Restricted Shares Outstanding	Vesting Increments
Robert J. Dennis	10/24/2006	3,689	3,689 on 10/24/2010
	3/11/2008	23,258	11,629 on 3/11/2010
			11,629 on 3/11/2011
	8/1/2008	13,380	12,677 on 8/1/2010
			703 on 8/1/2011
	6/24/2009	24,649	11,973 on 8/1/2011
			12,676 on 8/1/2012
	6/24/2009	58,570	14,643 on 6/24/2010
			14,642 on 6/24/2011
			14,643 on 6/24/2012
			14,642 on 6/24/2013
James S. Gulmi	10/24/2006	2,049	2,049 on 10/24/2010
	3/11/2008	13,476	6,738 on 3/11/2010
			6,738 on 3/11/2011
	6/24/2009	21,538	5,385 on 6/24/2010
			5,384 on 6/24/2011
			5,385 on 6/24/2012
			5,384 on 6/24/2013
Jonathan D. Caplan	10/24/2006	1,684	1,684 on 10/24/2010
	3/11/2008	10,602	5,301 on 3/11/2010
			5,301 on 3/11/2011
	6/24/2009	17,379	4,345 on 6/24/2010
			4,345 on 6/24/2011
			4,345 on 6/24/2012
			4,344 on 6/24/2013
James C. Estepa	10/24/2006	2,891	2,891 on 10/24/2010
	3/11/2008	18,298	9,149 on 3/11/2010
			9,149 on 3/11/2011
	6/24/2009	29,246	7,312 on 6/24/2010
			7,311 on 6/24/2011
			7,312 on 6/24/2012
			7,311 on 6/24/2013
Kenneth J. Kocher	10/24/2006	1,684	1,684 on 10/24/2010
	3/11/2008	10,090	5,045 on 3/11/2010
			5,045 on 3/11/2011
	6/24/2009	16,326	4,082 on 6/24/2010
			4,081 on 6/24/2011
			4,082 on 6/24/2012
			4,081 on 6/24/2013

(3) Market value is calculated based on the closing price of the Company s common stock on the NYSE on January 29, 2010 ($23.58).

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OPTION EXERCISES AND STOCK VESTED IN FISCAL 2010

The following table shows, for each named executive officer, certain information about his stock option exercises, if any, and shares of restricted stock that vested, during Fiscal 2010:

	Option Awards		Stock Awards	
Name (a)	**Number of Shares Acquired on Exercise (#) (b)**	**Value Realized on Exercise ($) (c)**	**Number of Shares Acquired on Vesting (#) (d)**	**Value Realized on Vesting ($) (e)(1)**
Robert J. Dennis	-0-	-0-	31,108	626,039
James S. Gulmi	12,000	178,320(2)	10,540	199,294
Jonathan D. Caplan	-0-	-0-	8,439	160,895
James C. Estepa	-0-	-0-	14,522	276,497
Kenneth J. Kocher	-0-	-0-	7,981	151,724

(1) Amounts reflect the product of the closing price of the Company s common stock on the NYSE on the vesting date multiplied by the number of shares vested.

(2) Amount reflects the difference between (a) the product of (i) the closing price of the Company s common stock on the NYSE on the exercise date multiplied by (ii) the number of shares acquired on exercise, minus (b) the total exercise price for the shares so acquired.

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PENSION BENEFITS IN FISCAL 2010

The following table shows, for each of the named executive officers, his number of years credited service and the actuarial present value of his accumulated benefit under the Genesco Retirement Plan, discussed in Compensation Discussion and Analysis Defined Benefit, Defined Contribution and Deferred Income Plans, above. Both credited service and the present value of the accumulated benefit are calculated as of January 30, 2010, the plan measurement date used for financial statement reporting purposes with respect to the Company s audited financial statements for Fiscal 2010. The valuation method and material assumptions reflected in the calculation of the present value of the accumulated benefit are those included in footnote 12 to the Company s audited financial statements included in the Company s Annual Report on Form 10-K, filed with the SEC on March 31, 2010.

Name (a)	Plan Name (b)	Number of Years Credited Service (#) (c)	Present Value of Accumulated Benefit ($) (d)	Payments During Last Fiscal Year ($) (e)
Robert J. Dennis	Genesco Retirement Plan	-0-	-0-	-0-
James S. Gulmi	Genesco Retirement Plan	33	675,346	-0-
Jonathan D. Caplan	Genesco Retirement Plan	12	83,703	-0-
James C. Estepa	Genesco Retirement Plan	20	237,565	-0-
Kenneth J. Kocher	Genesco Retirement Plan	-0-	-0-	-0-

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NON-QUALIFIED DEFERRED COMPENSATION

The following table shows, for each named executive officer, his contributions to and investment earnings on balances in the Company s Deferred Income Plan, described under the heading Deferred Income Plan in the Defined Benefit, Defined Compensation, and Deferred Income Plans section of the Compensation Discussion and Analysis, above. Earnings on plan balances are from investments selected by the participants, which may not include Company securities.

Name (a)	Executive Contributions in Last FY ($) (b)	Registrant Contributions in Last FY ($) (c)	Aggregate Earnings in Last FY ($) (d)	Aggregate Withdrawals/ Distributions ($) (e)	Aggregate Balance at Last FYE ($) (f)
Robert J. Dennis	-0-	-0-	115,374	-0-	456,740
James S. Gulmi	36,258	-0-	192,358	-0-	728,377
Jonathan D. Caplan	59,074	-0-	177,977	-0-	675,219
James C. Estepa	-0-	-0-	-0-	-0-	-0-
Kenneth J. Kocher	-0-	-0-	64,794	(153,341)	64,693

All amounts reported in column (b) are included in the salary reported for each named executive officer in column (c) of the Summary Compensation Table for Fiscal 2010.

Because no named executive officer s deferred compensation earnings for Fiscal 2010 constituted above-market interest under the disclosure requirements applicable to the Summary Compensation Table, above, none of the amounts reported in column (d) are reflected in column (h) of the Summary Compensation Table.

The amount reported in column (f) includes, for each named executive officer, the following amount reported as compensation in the Summary Compensation Table for each of the three years in the Summary Compensation Table.

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Robert J. Dennis	-0-	-0-	$ 393,134
James S. Gulmi	$ 36,258	$ 71,288	123,219
Jonathan D. Caplan	59,074	48,208	114,057
James C. Estepa	-0-	-0-	-0-
Kenneth J. Kocher	-0-	-0-	16,097

CHANGE OF CONTROL ARRANGEMENTS, EMPLOYMENT AGREEMENTS AND SEVERANCE PLAN

All the named executive officers are parties to employment protection agreements. The agreements become effective only in the event of a Change of Control, which is defined as occurring when (i) any person (as defined in Section 3(a)(9) of the Exchange Act, and as used in Sections 13(d) and 14(d) thereof), excluding the Company, any majority owned subsidiary of the Company (a Subsidiary) and any employee benefit plan sponsored or maintained by the Company or any Subsidiary (including any trustee of such plan acting as trustee), but including a group as defined in Section 13(d)(3) of the Exchange Act (a Person), becomes the beneficial owner of shares of the Company having at least 20% of the total number of votes that may be cast for the election of directors of the Company (the Voting Shares); provided, however, that such an event shall not constitute a Change of Control if the acquiring Person has entered into an agreement with the Company approved by the Board which materially restricts the right of such Person to direct or influence the management or policies of the Company; (ii) the shareholders of the Company shall approve any merger or other business combination of the Company, sale of the Company s assets or combination of the foregoing transactions (a Transaction) other than a Transaction involving only the Company and one or more of its Subsidiaries, or a Transaction immediately following which the shareholders of the Company immediately prior to the Transaction (excluding for this purpose any shareholder of the Company who also owns directly or indirectly more than 10% of the shares of the other company involved in the Transaction) continue to have a majority of the voting power in the resulting entity; or (iii) within any 24-month period beginning on or after the date of the agreements, the persons who were directors of the Company immediately before the beginning of such period (the Incumbent Directors) shall cease (for any reason other than death) to constitute at least a majority of the Board or of the board of directors of any successor to the Company, provided that any director who was not a director as of the date hereof shall be deemed to be an Incumbent Director if such director was elected to the Board by, or on the recommendation of or with the approval of, at least two-thirds of the directors who then qualified as Incumbent Directors either actually or by prior operation of this section. Each agreement provides for employment by the Company for a term of three years following a Change of Control. The executive is to exercise authority and perform duties commensurate with his authority and duties immediately prior to the Change of Control. He is also to receive compensation (including incentive compensation) during the term in an amount not less than that which he was receiving immediately prior to the Change of Control. If the executive s employment is terminated by death or disability during the term of the agreement, he is entitled to receive his accrued but unpaid salary, any deferred compensation, all amounts owing to him under any applicable employee benefit plans, and a bonus equal to the average of the two most recent annual bonuses received by the executive (excluding any year in which no bonus was paid), prorated for the number of days in the current fiscal year that the executive was employed. If the executive is terminated for cause or quits voluntarily during the employment period, he is entitled to receive the same compensation payable in case of termination by death or disability, except that the prorated bonus would not be payable.

If the executive s employment is actually or constructively terminated by the Company without cause during the term of the agreement, the executive will be entitled to receive his base salary through the termination date, and a lump-sum severance allowance equal in Mr. Dennis s case to three times and in the case of the other named executive officers to two times (i) his annual base salary, plus (ii) the average of his two most recent annual bonuses, plus (iii) the present value of the annual cost to the Company of obtaining coverage equivalent to the coverage provided by the Company prior to the Change of Control under any welfare benefit plans (including medical, dental, disability, group life and accidental death insurance) plus the annualized value of fringe benefits provided to the executive prior to the change of control, plus reimbursement for any excise tax owed thereon and for taxes payable by reason of the reimbursement. Amounts payable under the employment protection agreements are to be reduced by any amount received under the general severance plan described below.

All stock options and restricted stock granted by the Company under the Company s equity incentive plans generally become immediately vested and (in the case of options) exercisable upon a Change of Control as defined in the plans, provided (in the case of certain of the options) that at least six months have lapsed since the date the option was granted.

The following table shows for each of the named executive officers, assuming that a Change of Control, followed by immediate involuntary termination of his employment, occurred on January 30, 2010, the estimated amounts payable with respect to (a) salary and (b) bonus, (c) the value, based on the closing price of the Company s stock on the NYSE on January 29, 2010 (the last trading day of the fiscal year) of all previously unvested stock options (less the applicable exercise price) and restricted stock subject to accelerated vesting, (d) the estimated value of the payment related to benefits provided under the Change of Control agreement, (e) the non-qualified deferred compensation (which would be paid upon termination for any reason regardless of whether a Change of Control has occurred, under the terms of the Deferred Income Plan), (f) the gross-up related to excise taxes that would have been reimbursable to the officer (assuming a 35% marginal federal income tax rate), and (g) the total of items (a) through (f). The actual awards and amounts payable can only be determined at the time of each executive s termination of employment.

Name	Cash Severance (a)(1) ($)	Bonus (b)(2) ($)	Accelerated Stock-Based Compensation (c)(3) ($)	Estimated Benefits Value (d)(4) ($)	Deferred Compensation Payout (e) ($)	Tax Gross-Up (f)(5) ($)	Total (g) ($)
Robert J. Dennis	2,335,500	506,288	2,609,467	163,576	456,740	-0-	6,071,571
James S. Gulmi	817,944	143,176	764,432	142,074	728,377	-0-	2,596,003
Jonathan D. Caplan	660,000	-0-	612,510	127,666	675,219	-0-	2,075,395
James C. Estepa	1,110,660	613,752	1,042,136	182,933	-0-	-0-	2,949,481
Kenneth J. Kocher	620,000	709,125	581,918	78,650	64,693	-0-	2,054,386

1) For Mr. Dennis three times, and for all others two times, the annual base salary of the named executive officer as of January 30, 2010.

2) For Mr. Dennis three times, and for all others two times, the average of the last two annual bonuses earned by the named executive officer.

3) The value, based on the closing price of the Company s common stock on the NYSE on January 29, 2010, of the previously unvested restricted stock and stock options that would have vested on an accelerated basis upon the Change of Control.

4) Includes the present value, calculated using the annual federal short-term rate as determined under Section 1274(d) of the Internal Revenue Code of (a) the annual cost to the Company of obtaining coverage under the welfare benefit plans discussed above and (b) the annualized value of fringe benefits provided to the named executive officer immediately prior to January 30, 2010.

5) Reimbursement of the excise tax payable on the Change of Control payment plus income taxes payable on the reimbursement.

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The following table shows, for each of the named executive officers, assuming that a Change of Control, followed by immediate termination of his employment because of death or disability, occurred on January 30, 2010, the estimated amounts payable with respect to (a) salary and (b) bonus, (c) the value, based on the closing price of the Company s common stock on the NYSE on January 29, 2010 (the last trading day of the fiscal year), of all previously unvested stock options (less the applicable exercise price) and restricted stock subject to accelerated vesting, (d) non-qualified deferred compensation, and (e) the total of items (a) through (d):

Name	Cash Severance (a)(1) ($)	Bonus (b)(2) ($)	Accelerated Stock-Based Compensation (c)(3) ($)	Deferred Compensation Payout (d) ($)	Total (e) ($)
Robert J. Dennis	-0-	168,762	2,609,467	456,740	3,234,969
James S. Gulmi	-0-	71,588	764,432	728,377	1,564,397
Jonathan D. Caplan	-0-	-0-	612,510	675,219	1,287,729
James C. Estepa	-0-	306,876	1,042,136	-0-	1,349,012
Kenneth J. Kocher	-0-	354,563	581,918	64,693	1,001,174

1) Accrued and unpaid salary of the named executive officers at January 30, 2010.

2) The average of the last two years bonuses paid to the named executive officers.

3) The value, based on the closing price of the Company s common stock on the NYSE on January 29, 2010, of the previously unvested restricted stock and stock options that would have vested on an accelerated basis upon the Change of Control.

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The following table shows, for each of the named executive officers, assuming a Change of Control, followed by an immediate voluntary termination or termination for cause of his employment, occurred on January 30, 2010, the estimated amounts payable with respect to (a) salary, (b) the value, based on the closing price of the Company s stock on the NYSE on January 29, 2010 (the last trading day of the fiscal year), of all previously unvested stock options (less the applicable exercise price) and restricted stock subject to accelerated vesting, (c) non-qualified deferred compensation, and (d) the total of items (a) through (c):

Name	Cash Severance (a)(1) ($)	Accelerated Stock-Based Compensation (b)(2) ($)	Deferred Compensation Payout (c) ($)	Total (d) ($)
Robert J. Dennis	-0-	2,609,467	456,740	3,066,207
James S. Gulmi	-0-	764,432	728,377	1,492,809
Jonathan D. Caplan	-0-	612,510	675,219	1,287,729
James C. Estepa	-0-	1,042,136	-0-	1,042,136
Kenneth J. Kocher	-0-	581,918	64,693	646,611

1) Accrued and unpaid salary of the named executive officers at January 30, 2010.

2) The value, based on the closing price of the Company s common stock on the NYSE on January 29, 2010, of the previously unvested restricted stock and stock options that would have vested on an accelerated basis upon the Change of Control.

General Severance Plan. The Company maintains a severance plan for monthly-paid salaried employees to provide for certain benefits in the event of a Company-initiated separation from the Company other than for cause (as defined in the plan). Under the terms of the plan, an eligible employee is entitled to one week of his or her base salary at the termination date multiplied by each year of service with the Company with a maximum of 24 weeks and a minimum of two weeks. If their employment had been terminated without cause as of January 30, 2010, the named executive officers would have been entitled to the following additional severance payments under the plan: Mr. Dennis $119,769; Mr. Gulmi $188,756; Mr. Caplan $107,885; Mr. Estepa $256,306; and Mr. Kocher $71,538.

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DIRECTOR COMPENSATION

The following table shows, for each director of the Company who is not also a named executive officer, information about the director s compensation in Fiscal 2010.

Name (a)	Fees Earned or Paid in Cash ($) (b)(1)	Stock Awards ($) (c)(2)	Option Awards ($) (d)	Non-Equity Incentive Plan Compensation ($) (e)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (f)	All Other Compensation ($) (g)(3)	Total ($) (h)
James S. Beard	56,000	45,362	-0-	-0-	-0-	1,932	103,294
Leonard L. Berry	50,500	45,362	-0-	-0-	-0-	1,932	97,794
William F. Blaufuss, Jr.	70,250	45,362	-0-	-0-	-0-	1,932	117,544
James W. Bradford	55,000	45,362	-0-	-0-	-0-	1,566	101,928
Robert V. Dale	73,500	45,362	-0-	-0-	-0-	2,406	121,268
Matthew C. Diamond	62,000	45,362	-0-	-0-	-0-	1,230	108,592
Marty G. Dickens	49,250	45,362	-0-	-0-	-0-	1,566	96,178
Ben T. Harris	44,750	45,362	-0-	-0-	-0-	-0-	90,112
Kathleen Mason	55,500	45,362	-0-	-0-	-0-	1,566	102,428

(1) Cash fees include annual director s retainer and, where applicable, committee chair fees.

(2) The amounts in column (c) represent the aggregate grant date fair value of restricted stock amounts, calculated by multiplying the closing price of the Company s common stock on the NYSE on the grant date by the number of shares granted. On June 24, 2009, the board granted shares of restricted stock with a value (at the average closing price of the stock on the NYSE for the first five trading days in June 2009) of $60,000 to each of the non-employee directors pursuant to the 2009 Equity Incentive Plan. The shares vest in three equal annual installments beginning on the first anniversary of the grant date, subject to continued service on the board. At January 30, 2010, directors who were not also named executive officers had the following stock options and restricted stock awards outstanding:

Name	Restricted Shares Outstanding	Options Outstanding
James S. Beard	4,444	-0-
Leonard L. Berry	4,444	8,000
William F. Blaufuss, Jr.	4,444	-0-

James W. Bradford	4,444	-0-
Robert V. Dale	4,444	12,000
Matthew C. Diamond	4,444	-0-
Marty G. Dickens	4,444	-0-
Ben T. Harris	4,444	-0-
Kathleen Mason	4,444	12,000

[Footnotes continued on next page.]

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For Fiscal 2010, non-employee directors received an annual retainer of $30,000 and fees of $2,000 for each board meeting they attended in person, $1,000 for each committee meeting they attended in person and $750 for each meeting they attended by telephone. The chairman of the audit committee received a retainer of $15,000 in addition to his director s retainer; the chairman of the compensation committee, $10,000; the chairman of the nominating and governance committee, $7,500; and the chairman of the finance committee, $4,000.

The Company also pays the premiums for non-employee directors on $50,000 of coverage under the Company s group term life insurance policy, plus additional cash compensation to offset taxes on their imputed income from such premiums. Directors who are full-time Company employees do not receive any extra compensation for serving as directors.

[Footnotes continued from previous page.]

As of April 26, 2010, 242,548 shares of common stock or options had been issued to non-employee directors pursuant to the Company s 1996 Stock Incentive Plan, of which 28,745 had been forfeited; 46,345 shares of restricted stock had been issued to such directors under the 2005 Equity Incentive Plan, of which 546 had been forfeited; and 21,204 shares of restricted stock had been issued to such directors under the 2009 Equity Incentive Plan.

(3) The amounts reported in column (g) include, for each director, the premium paid by the Company for life insurance coverage as described above and the gross up for income taxes payable with respect to such premiums.

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AUDIT MATTERS

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The firm of Ernst & Young LLP served as the independent registered public accounting firm to the Company in the fiscal year ended January 30, 2010, and has been retained by the audit committee in the same capacity for the current fiscal year. The firm s appointment is submitted for shareholder ratification at the annual meeting. If shareholders do not ratify the firm s appointment, the audit committee will reconsider the appointment. **The board of directors recommends a vote FOR ratification of this appointment and your proxy will be so voted unless you specify otherwise.** Representatives of the firm are expected to be present at the annual meeting, will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions.

Audit Committee Report

The audit committee is composed of four independent directors as defined under the current rules of the NYSE and applicable SEC regulations. The audit committee oversees the Company s financial reporting process on behalf of the board of directors. The committee s charter is available on the Company s website, www.genesco.com. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal control over financial reporting.

The committee has met and held discussions with management and the Company s independent registered public accounting firm, Ernst & Young LLP. The committee met with management and the independent registered public accounting firm to review and discuss with them each of the Company s consolidated quarterly and annual financial statements. Management represented to the committee that the Company s consolidated financial statements were prepared in accordance with generally accepted accounting principles. The committee discussed with the independent registered public accounting firm the matters required to be discussed by the Statement on Auditing Standards No. 61 (Communications With Audit Committees), as amended.

In addition, the committee has discussed with the independent registered public accounting firm the factors which might be deemed to bear upon the registered public accounting firm s independence from the Company and its management, including the matters in the written disclosures and the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant s communications with the audit committee concerning independence, which were reviewed by the committee. The committee considered, among other factors, the distribution of fees

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paid to the firm among those for audit services, those for audit-related services, those for tax services and all other fees, as described below under the caption Fee Information, and considered whether the provision of services other than the audit and audit-related services is compatible with the registered public accounting firm s independence.

The committee discussed with the Company s internal auditors and independent registered public accounting firm the overall scope and plan for their respective activities. The committee meets with the internal auditors and independent registered public accounting firm, with and without management present, to discuss the results of their examinations, the evaluations of the effectiveness of the Company s internal controls over financial reporting, and the overall quality of the Company s financial statements and reporting process.

In reliance on the reviews and discussions described in this report, the committee recommended to the board of directors and the board of directors approved inclusion of the audited financial statements in the Company s Annual Report on Form 10-K for the year ended January 30, 2010, filed with the SEC on March 31, 2010.

By the Committee:

William F. Blaufuss, Jr., Chairman
James S. Beard
Robert V. Dale
Kathleen Mason

The foregoing report of the audit committee shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such acts.

Fee Information

The following table sets forth summary information regarding fees for services by the Company s independent registered public accounting firm during Fiscal 2010 and Fiscal 2009.

	Fiscal 2010	Fiscal 2009
Audit Fees	$ 1,144,000	$ 1,308,464
Audit-Related Fees	81,746	94,305
Tax Fees Total	522,229	778,528
Tax compliance	14,915	23,188
Tax planning and advice	507,314	755,340
All Other Fees	1,995	4,415

Audit Fees

Audit fees include fees paid by the Company to Ernst & Young in connection with annual audits of the Company s consolidated financial statements, internal controls over financial reporting and their review of the Company s interim financial statements. Audit fees also include fees for services performed by the independent registered public accounting firm that are closely related to the audit and in many cases could be provided only by the Company s independent registered public accounting firm.

Audit-Related Fees

Audit-related services include due diligence services related to mergers and acquisitions, accounting consultations, employee benefit plan audits and certain attest services.

Tax Fees

Tax fees include fees paid by the Company for compliance services and planning and advice. The latter category included consultations related to the tax effects of a litigation settlement and a related dividend, state restructuring and other matters for Fiscal 2009 and state restructuring and other matters for Fiscal 2010.

All Other Fees

In both Fiscal 2010 and Fiscal 2009, the Company paid other fees to Ernst & Young for access to an online accounting and auditing information resource.

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Pre-Approval Policy

The audit committee has adopted a policy pursuant to which it pre-approves all services to be provided by the Company s independent registered public accounting firm and a maximum fee for such services. As permitted by the policy, the committee has delegated authority to its chairman to pre-approve services the fees for which do not exceed $100,000, subject to the requirement that the chairman report any such pre-approval to the audit committee at its next meeting.

All fees paid to the Company s independent registered public accounting firm in Fiscal 2010 were pre-approved pursuant to the policy.

PROPOSALS FOR THE 2011 ANNUAL MEETING

Proposals of shareholders intended for inclusion in the proxy material for the 2011 annual meeting of shareholders must be received at the Company s offices at Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee 37217, attention of the Secretary, no later than January 15, 2011.

In addition, the Company s Bylaws contain an advance notice provision requiring that, if a shareholder s proposal is to be brought before and considered at the next annual meeting of shareholders, such shareholder must provide timely written notice thereof to the Secretary of the Company. In order to be timely, the notice must be delivered to or mailed to the Secretary of the Company and received at the principal executive offices of the Company not less than sixty days nor more than ninety days prior to the meeting (or, if less than seventy days notice or prior public disclosure of the date of the meeting is given or made to shareholders, notice must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made). In the event that a shareholder proposal intended to be presented for action at the next annual meeting is not received timely, then the persons designated as proxies in the proxies solicited by the board of directors in connection with the annual meeting will be permitted to use their discretionary voting authority with respect to the proposal, whether or not the proposal is discussed in the proxy statement for the annual meeting.

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FINANCIAL STATEMENTS AVAILABLE

A copy of the Company s annual report to shareholders containing audited financial statements accompanies this proxy statement. The annual report does not constitute a part of the proxy solicitation material.

A copy of the Company s Annual Report on Form 10-K for the fiscal year ended January 30, 2010, excluding certain of the exhibits thereto, may be obtained, without charge, by any shareholder, upon written request to Roger G. Sisson, Secretary, Genesco Inc., Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee 37217.

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NOTICE OF
ANNUAL MEETING
AND
PROXY STATEMENT

Annual Meeting
of Shareholders

June 23, 2010

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. x

Electronic Voting Instructions

You can vote by Internet or telephone!

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Time, on June 23, 2010.

Vote by Internet

Log on to the Internet and go to **www.envisionreports.com/GCOB**

Follow the steps outlined on the secured website.

Vote by telephone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada any time on a touch tone telephone. There is **NO CHARGE** to you for the call.

Follow the instructions provided by the recorded message.

Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposal 2.

1. Election of Directors:	01 - James S. Beard	02 - Leonard L. Berry	03 - William F. Blaufuss, Jr.
	04 - James W. Bradford	05 - Robert V. Dale	06 - Robert J. Dennis
	07 - Matthew C. Diamond	08 - Marty G. Dickens	09 - Ben T. Harris
	10 - Kathleen Mason		

c **Mark here to vote FOR all nominees**

c **Mark here to WITHHOLD vote from all nominees**

	01	02	03	04	05	06	07	08	09	10
c **For All EXCEPT** - To withhold a vote for one or more nominees, mark the box to the left and the corresponding numbered box(es) to the right.	c	c	c	c	c	c	c	c	c	c

For Against Abstain

2. Ratification of Independent Registered Public Accounting Firm.	**c**	**c**	**c**

In their discretion, the proxies are authorized to vote upon any other business that may properly come before the meeting or any adjournments or postponements thereof.

B Non-Voting Items

Change of Address Please print new address below. **Comments** Please print your comments below.

C Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below

NOTE: Please sign exactly as name appears hereon. Joint owners should each sign. When signing as attorney, administrator, trustee or guardian, please sign in full corporate name by duly authorized officer. By signing, you revoke all proxies heretofore given.

m/dd/yyyy) Please print date below. Signature 1 Please keep signature within the box. Signature 2 Please keep signature within

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IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy GENESCO INC.

Proxy Solicited on Behalf of the Board of Directors of the Company for Annual Meeting on June 23, 2010

The undersigned hereby constitutes and appoints Robert J. Dennis and Robert V. Dale, and each of them, his true and lawful agents and proxies with full power of substitution in each, to represent the undersigned at the Annual Meeting of Shareholders of GENESCO INC. to be held on June 23, 2010, and at any adjournment or postponement thereof, on all matters coming before the meeting.

You are encouraged to specify your choice by marking the appropriate boxes. SEE REVERSE SIDE. You need not mark any boxes if you wish to vote in accordance with the Board of Directors recommendations, though you must sign and return this card or vote by internet or telephone if you wish your shares to be voted.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

(Continued and to be voted on reverse side.)