

GENESCO INC  
Form 8-K  
July 01, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT

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

Date of report (Date of earliest event reported): July 1, 2014 (June 26, 2014)

GENESCO INC.

(Exact Name of Registrant as Specified in Charter)

Tennessee  
(State or Other  
Jurisdiction of  
Incorporation)

1-3083  
(Commission  
File Number)

62-0211340  
(I.R.S. Employer  
Identification No.)

1415 Murfreesboro Road  
Nashville, Tennessee  
(Address of Principal Executive Offices)  
(615) 367-7000

37217-2895  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)  
Not Applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.07. submission of matters to vote of security holders.

The Annual Shareholders' Meeting of Genesco Inc. (the "Company") was held on June 26, 2014, at the Company's corporate headquarters in Genesco Park, Nashville, Tennessee. Shares representing a total of 24,029,582 votes were outstanding and entitled to vote. At that meeting, the Company's shareholders voted on the matters set forth below.

#### Election of Directors

The Company's shareholders elected all ten persons nominated for election as directors until the next annual meeting of the shareholders and until their successors are elected and qualified as set forth in the Company's proxy statement dated May 15, 2014. The following table sets forth the vote of the shareholders at the meeting with respect to the election of directors:

Nominee	For	Withheld	Broker Non-Votes
Joanna Barsh	21,695,425	69,298	1,009,160
James S. Beard	21,489,192	275,531	1,009,160
Leonard L. Berry	21,431,136	333,587	1,009,160
William F. Blaufuss, Jr.	21,489,343	275,380	1,009,160
James W. Bradford	21,443,836	320,887	1,009,160
Robert J. Dennis	21,270,712	494,011	1,009,610
Matthew C. Diamond	21,435,630	329,093	1,009,160
Marty G. Dickens	21,439,539	325,184	1,009,160
Thurgood Marshall, Jr.	21,485,314	279,409	1,009,160
Kathleen Mason	21,018,407	746,316	1,009,160

#### Non-Binding, Advisory Vote on the Company's Executive Compensation

The Company's shareholders voted upon a non binding, advisory proposal to approve the compensation of the Company's named executive officers as disclosed in the proxy statement for the Annual Shareholders' meeting. The votes on this proposal were as follows:

For	Against	Abstain	Broker Non-Votes
21,251,693	497,784	15,246	1,009,160

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Ratification of Independent Accountants

The Company's shareholders voted upon and approved the ratification of the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the current fiscal year. The votes on this proposal were as follows:

For	Against	Abstain
22,613,631	141,519	18,733

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**SIGNATURES**

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

Genesco Inc.

By: /s/ Roger G. Sisson  
Name: Roger G. Sisson  
Title: Senior Vice President,  
Secretary and General Counsel  
Date: July 1, 2014