

GENESCO INC
Form DEFA14A
July 27, 2007

**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 27, 2007 (July 26, 2007)
GENESCO INC.

(Exact Name of Registrant as Specified in Charter)

Tennessee

1-3083

62-0211340

(State or Other Jurisdiction of
Incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

**1415 Murfreesboro Road
Nashville, Tennessee**

37217-2895

(Address of Principal Executive Offices)

(Zip Code)

(615) 367-7000

(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))

Item 8.01 Other Events.

On July 26, 2007, Genesco Inc. (Genesco) issued a press release announcing that it had scheduled a special meeting of Genesco s shareholders for September 17, 2007 at 11:00 a.m., local time, at Genesco s executive offices, located at, Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee. At the meeting, Genesco s shareholders will vote on the proposal to adopt the Agreement and Plan of Merger (the Merger Agreement), dated as of June 17, 2007, by and among Genesco, The Finish Line, Inc., an Indiana corporation (Finish Line), and Headwind, Inc., a Tennessee corporation and a wholly-owned subsidiary of Finish Line (Merger Sub), pursuant to which Merger Sub will be merged with Genesco, with Genesco continuing as the surviving corporation (the Merger). Additionally, shareholders will vote on a proposal to approve and adopt a charter amendment that would permit the redemption of Genesco s Employees Subordinated Convertible Preferred Stock following the completion of the Merger. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|---------------------------|------------------------------------|
| 99.1 | Press Release dated July 26, 2007. |

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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.

Date: July 27, 2007

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

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EXHIBIT INDEX

| No. | Exhibit | |
|------|------------------------------------|---|
| 99.1 | Press Release dated July 26, 2007. | 4 |