

GENESCO INC  
Form 8-K  
November 02, 2009

**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): November 2, 2009**  
**GENESCO INC.**

(Exact Name of Registrant as Specified in Charter)

<b>Tennessee</b>	<b>1-3083</b>	<b>62-0211340</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

<b>1415 Murfreesboro Road</b> <b>Nashville, Tennessee</b>	<b>37217-2895</b>
(Address of Principal Executive Offices)	(Zip Code)
<b>(615) 367-7000</b>	

(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 1.01. ENTRY INTO DEFINITIVE MATERIAL AGREEMENT**

On October 30, 2009, Genesco Inc. (the Company ) entered into separate conversion agreements with certain holders of its 4.125% Convertible Subordinated Debentures due 2023 (the Debentures ) pursuant to which holders of approximately \$5.0 million in aggregate principal amount of the Debentures agreed to convert each \$1,000 principal amount of their Debentures into 49.8462 shares of the Company s common stock pursuant to their terms in exchange for the early payment of interest on the Debentures from the last interest payment date through November 4, 2009, representing approximately \$16.04 on each of the Debentures for an aggregate payment of \$80,208 (the Conversion Transaction ). After completion of the conversions, \$24.815 million aggregate principal amount of the Debentures remain outstanding. A copy of the form of conversion agreement is attached to this Current Report as Exhibit 10.1.

**ITEM 2.04. TRIGGERING EVENTS THAT ACCELERATE OR INCREASE A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT**

On November 2, 2009, pursuant to the Indenture (the Indenture ) dated June 24, 2003 by and between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee ), the Company instructed the Trustee to issue a notice of redemption to the holders of the balance of the Debentures at 100% of the principal amount, plus accrued and unpaid interest to the redemption date ( Redemption ). The notice of redemption will be issued on or about November 3, 2009 for a redemption on or about December 3, 2009. As a result of the Company s request and subject to the giving of the notice to the holders of the Debentures, the Company will be required to proceed with the Redemption. The Company is using cash flow from operations and borrowings under its credit facility to fund the Redemption. After the Redemption, there will be no Debentures outstanding.

**ITEM 8.01 OTHER EVENTS**

On November 2, 2009, the Company issued a press release announcing the Conversion Transaction and the Redemption. A copy of the Company s press release is attached to this Current Report as Exhibit 99.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
10.1	Form of Conversion Agreement
99.1	Press release dated November 2, 2009

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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: November 2, 2009

By: /s Roger G. Sisson

Name: Roger G. Sisson

Title: Senior Vice President, Secretary  
and General Counsel

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**EXHIBIT INDEX**

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