

GENESCO INC
Form 8-K
December 19, 2007

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**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): December 19, 2007 (December 14, 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))
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ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGES IN FISCAL YEAR.

On December 14, 2007, the Board of Directors of Genesco Inc. (the Company) approved amendments to the Company s Bylaws, effective December 14, 2007, to permit the issuance of uncertificated shares of the Company s capital stock. The amendments enable the Company to become eligible to participate in the Direct Registration System, as required by the rules of the New York Stock Exchange.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the Company s Amended and Restated Bylaws, which are attached hereto as Exhibit 3.1 and are incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit Number Description

3.1 Amended and Restated Bylaws of Genesco Inc.

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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: December 19, 2007

By: /s/ Roger G.

Sisson

Name: Roger G. Sisson

Title: Senior Vice President, Secretary
and General Counsel

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