

GENESCO INC  
Form 8-K  
November 03, 2008

**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 3, 2008 (October 29, 2008)  
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 1.01. ENTRY INTO MATERIAL DEFINITIVE AGREEMENT**

On October 29, 2008, Genesco Inc. (the Company ) entered into indemnification agreements with each of the Company s non-executive directors. The indemnification agreements supersede any existing or prior agreements between the Company and the directors pertaining to indemnification and advancement rights and supplement those provisions contained in the Company s charter and bylaws.

The indemnification agreements require the Company, among other things, to indemnify each indemnitee, subject to certain limitations, to the fullest extent permitted by law for certain expenses and liabilities incurred in a proceeding by reason of (or arising in part out of) indemnitee s service to the Company. The indemnification agreements also provide for the advancement of certain expenses to the indemnitee by the Company. The foregoing is qualified in its entirety by reference to the form of indemnification agreement attached hereto as Exhibit 10.1, which is incorporated herein by this reference.

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

(d) Exhibits

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                       |
|---------------------------|--|
| 10.1                      | Form of Non-Executive Director Indemnification Agreement |

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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 3, 2008

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  |
|------|--|
| 10.1 | Form of Non-Executive Director Indemnification Agreement |