



State of Rhode Island  
and Providence Plantations  
Office of the Secretary of State

A. Ralph Mollis, Secretary of State  
Corporations Division  
148 W. River Street  
Providence, RI 02904-2615  
401.222.3040

**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2011**

**Filing Period:** January 1 - March 1 • **Filing Fee:** \$50.00\* • **THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK.**

\* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. <b>2-702</b>		2. Name of Corporation <b>Genesco Inc.</b>			
3. Street Address Principal Business Office <b>1415 Murfreesboro Road</b>			City <b>Nashville</b>	State <b>TN</b>	Zip <b>37217</b>
4. Business Phone No. <b>615-367-8311</b>		5. State of Incorporation <b>Tennessee</b>			
6. Brief Description of the Character of Business Conducted in Rhode Island <b>Retail footwear and accessories</b>					
7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name <b>Robert J. Dennis</b>			Vice President Name <b>Paul D. Williams</b>		
Street Address <b>637 Belle Meade Blvd.</b>			Street Address <b>9509 In-A-Vale Drive</b>		
City <b>Nashville</b>	State <b>TN</b>	Zip <b>37205</b>	City <b>Brentwood</b>	State <b>TN</b>	Zip <b>37027</b>
Secretary Name <b>Roger G. Sisson</b>			Treasurer Name <b>James S. Gulmi</b>		
Street Address <b>205 Kensington Park</b>			Street Address <b>2519 Ridgewood Drive</b>		
City <b>Nashville</b>	State <b>TN</b>	Zip <b>37215</b>	City <b>Nashville</b>	State <b>TN</b>	Zip <b>37215</b>
8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name <b>Hal N. Pennington</b>			Director Name <b>Ben T. Harris</b>		
Street Address <b>2 Camelback Court</b>			Street Address <b>7279 State Highway 973</b>		
City <b>Brentwood</b>	State <b>TN</b>	Zip <b>37027</b>	City <b>Dunmor</b>	State <b>KY</b>	Zip <b>42339</b>
Director Name <b>Leonard L. Berry</b>			Director Name <b>James S. Beard</b>		
Street Address <b>202 Lampwick Circle</b>			Street Address <b>133 Prospect Hill</b>		
City <b>College Station</b>	State <b>TX</b>	Zip <b>77840</b>	City <b>Nashville</b>	State <b>TN</b>	Zip <b>37205</b>
9. SHARES AUTHORIZED			10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>		
This information is currently of record in the Office of the Secretary of State. Changes require an additional filing. See Section 9 of instruction sheet.			ISSUED SHARES — THIS SECTION MUST BE COMPLETED		
			Number of Shares	Class/Series	Par Value
			<b>93,503,315</b>	<b>Stock</b>	<b>0.00</b>

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

**FILED**

File Date \_\_\_\_\_

Check No. **FEB 28 2011**

By: **BY 844665**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

**James S. Gulmi** **FEB 23 2011**

Signature \_\_\_\_\_ Date \_\_\_\_\_

**James S. Gulmi**

Print or Type Name \_\_\_\_\_

**Senior V.P., CFO, Treasurer**

Title \_\_\_\_\_

**GENESCO INC.**  
Officers & Directors

NAME & ADDRESS	TITLE	NAME & ADDRESS	TITLE
Robert J. Dennis 637 Belle Meade Boulevard Nashville, TN 37205	Chairman, President and Chief Executive Officer Director	Hal N. Pennington 2 Camelback Court Brentwood, TN 37027	Director
James C. Estepa 2964 Spanntown Road Arrington, TN 37014	Senior Vice President	Ben T. Harris 7279 State Highway 973 Dunmor, Kentucky 42339	Director
Jonathan D. Caplan 206 Derby Glen Lane Brentwood, TN 37027	Senior Vice President	Leonard L. Berry 202 Lampwick Circle College Station, TX 77840	Director
James S. Gulmi 2519 Ridgewood Drive Nashville, TN 37215	Senior Vice President-Finance Chief Financial Officer Treasurer	James S. Beard 133 Prospect Hill Nashville, TN 37205	Director
Mimi Eckel Vaughn Two Castlewood Court Nashville, TN 37215	Senior Vice President	James W. Bradford 101 Savoy Circle Nashville, TN 37205	Director
Roger G. Sisson 205 Kensington Park Nashville, TN 37215	Senior Vice President, Secretary and General Counsel	Matthew C. Diamond 800 6th Avenue, Apt 28G New York, NY 10001	Director
Kenneth Kocher 11552 Ridge Valley Court Zionsville, IN 46077	Senior Vice President	Kathleen Mason 4242 Westway Avenue Dallas, TX 75205	Director
Paul D. Williams 9509 In-A-Vale Drive Brentwood, TN 37027	Vice President and Chief Accounting Officer	William F. Blaufuss, Jr. 409 Sunnyside Drive Nashville, TN 37205	Director
		Robert V. Dale 1414 Chickering Road Nashville, TN 37215	Director
		Marty G. Dickens 4410 Harding Place Nashville, TN 37205	Director

**FILED**

FEB 28 2011

BY ED 21703

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GENESCO INC.  
January 30, 2010  
DESCRIPTION

DESCRIPTION	SERIES	SHARES AUTHORIZED	SHARES ISSUED	VALUE	PAR	
					LIQUIDATION VALUE	TOTAL
COMMON	N/A	80,000,000	24,562,693	1.00	N/A	24,562,693
4.50 CUMULATIVE CONVERTIBLE CONVERTIBLE PREFERENCE	N/A	3,705		NONE		0
SUBORDINATED CUMULATIVE CONVERTIBLE PREFERENCE	ALL SERIES	499,610				
	A	68,943	0	NONE	100.00	0
	B	161,376	0	NONE	100.00	0
	C	269,291	0	NONE	100.00	0
SUBORDINATED CUMULATIVE PREFERRED	N/A	5,000,000	30,067	NONE	30.00	902,010
EMPLOYEES SUBORDINATED CONVERTIBLE PREFERRED	N/A	5,000,000	50,350	NONE	30.00	1,510,500
SUBORDINATED SERIAL PREFERRED	ALL SERIES	3,000,000				
	1	64,368	33,497	NONE	40.00	1,339,880
	3	40,449	12,326	NONE	100.00	1,232,600
	4	53,764	3,579	NONE	100.00	357,900
	6	400,000	0	NONE		0
	OTHER	2,441,419				
TOTAL		93,503,315	24,692,512			29,905,583

  
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