

GENESCO INC  
Form 8-K  
February 22, 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): February 21, 2007 (February 20, 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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On February 20, 2007, the compensation committee of the board of directors of Genesco Inc. amended the Company's EVA Incentive Plan to provide that negative bonus bank balances be recovered from 50% of future years bonus awards in excess of two times the target award and that any negative Bonus Bank balance be eliminated to the extent not recovered three years after its creation.

A copy of the amended and restated plan is attached as Exhibit 10.1 to this report.

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

*(c) Exhibits.*

10.1 Amended and Restated EVA Incentive Compensation Plan

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SIGNATURE

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, thereto duly authorized.

Genesco Inc.

By: /s/ Roger G. Sisson

Name: Roger G. Sisson

Title: Senior Vice President, Secretary  
and General Counsel

Date: February 21, 2007

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**EXHIBIT INDEX**

No.	Exhibit
10.1	Amended and Restated EVA Incentive Compensation Plan