

GENESCO INC
Form 8-K
June 26, 2017

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): June 26, 2017 (June 22, 2017)

GENESCO INC.
(Exact Name of Registrant as Specified in Charter)

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

1415 Murfreesboro Road 37217-2895
Nashville, Tennessee
(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))

ITEM 5.07. Submission of Matters to Vote of Security Holders.

The Annual Meeting was held on June 22, 2017, at the Company's corporate headquarters in Genesco Park, Nashville, Tennessee. Shares representing a total of 19,631,380 votes were outstanding and entitled to vote. At that meeting, the Company's shareholders voted on the matters set forth below.

Election of Directors

The Company's shareholders elected all ten persons nominated for election as directors until the next annual meeting of the shareholders and until their successors are elected and qualified as set forth in the Company's proxy statement dated May 12, 2017. The following table sets forth the vote of the shareholders at the meeting with respect to the election of directors:

| Nominee | For | Withheld | Broker Non-Votes |
|------------------------|------------|----------|---------------------|
| Joanna Barsh | 17,031,394 | 331,732 | 986,642 |
| Leonard L. Berry | 17,016,087 | 347,039 | 986,642 |
| James W. Bradford | 17,034,983 | 328,143 | 986,642 |
| Robert J. Dennis | 16,474,298 | 888,828 | 986,642 |
| Matthew C. Diamond | 17,010,740 | 352,386 | 986,642 |
| Marty G. Dickens | 17,016,062 | 347,064 | 986,642 |
| Thurgood Marshall, Jr. | 17,051,279 | 311,847 | 986,642 |
| Kathleen Mason | 17,026,498 | 336,628 | 986,642 |
| Kevin P. McDermott | 17,184,913 | 178,213 | 986,642 |
| David M. Tehle | 17,179,141 | 183,985 | 986,642 |

Non-Binding, Advisory Vote on the Company's Executive Compensation

The Company's shareholders voted upon a non binding, advisory proposal to approve the compensation of the Company's named executive officers as disclosed in the proxy statement for the Annual Shareholders' meeting. The votes on this proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 16,714,605 | 636,070 | 12,451 | 986,642 |

Non-Binding, Advisory Vote on the Desired Frequency of Future Votes on Executive Compensation

The Company's shareholders voted upon a non-binding, advisory proposal to approve the desired frequency of future votes on executive compensation. The votes on this proposal were as follows:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|------------|---------|-----------|---------|------------------|
| 14,088,649 | 2,603 | 3,257,989 | 13,885 | 986,642 |

Ratification of Independent Accountants

The Company's shareholders voted upon and approved the ratification of the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the current fiscal year. The votes on this proposal were as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 18,274,265 | 52,904 | 22,599 |

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.

By: /s/ Roger G. Sisson
Name: Roger G. Sisson
Title: Senior Vice President,
Secretary and General Counsel
Date: June 26, 2017