



Genesco Inc.


GCO NYSE

Retail - Apparel / Accessories

Market Capitalization USD:

\$1,246.02 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Robert J. Dennis

Age: 58

CEO Since: 2008

	2009	2010	2011
Base Salary	\$670,833	\$778,500	\$794,500
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$188,052	\$149,472	\$3,675,887
Benefits and Perquisites	\$27,519	\$29,097	\$26,274
TOTAL ANNUAL COMPENSATION	\$886,404	\$957,069	\$4,496,661
Increase in Post-Retirement Benefits	\$0	\$115,374	\$7,125
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$1,478,257	\$1,601,966	\$2,134,219
TOTAL COMPENSATION	\$1,927,499	\$2,674,409	\$6,638,005
Median of Other Named Executive Officers Total Compensation	\$1,107,060	\$1,107,060	\$2,606,080
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$586,798	\$626,039	\$2,599,301
TOTAL REALIZED EQUITY COMPENSATION	\$586,798	\$626,039	\$2,599,301

Proxy Date: 14 May 2012

Annual Meeting Date: 27 Jun 2012

Equity Reserves: 11.29%

Stock Option Run Rate: 0.00%

Genesco Inc.

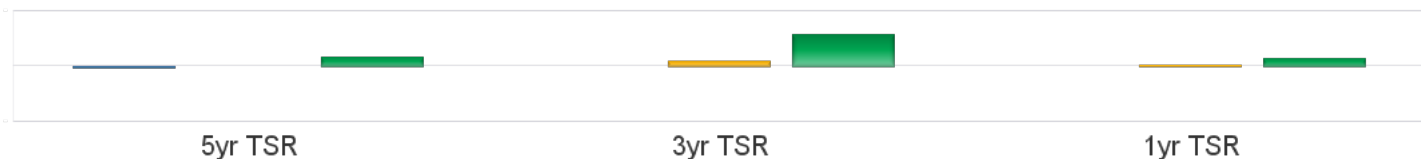
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Performance Comparison

■ S&P500 ■ Industry ■ GCO



Peer Comparisons (TRBC) =Retail - Apparel / Accessories

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GCO	Genesco Inc.	\$1,927,499	\$2,674,409	\$6,638,005	\$1,246,023,896
URBN	Urban Outfitters, Inc.	\$3,169,739	\$29,944,180	\$950,414	\$3,433,925,326
FL	Foot Locker, Inc.	\$2,848,230	\$8,060,791	\$14,059,147	\$3,072,918,746
SIG	Signet Jewelers Limited	\$2,205,000	\$5,293,326	\$7,657,530	\$2,934,981,696
GES	Guess?, Inc.	\$15,220,426	\$9,799,620	\$14,399,134	\$2,643,234,849
AEO	American Eagle Outfitters, Inc.	\$17,946,755	\$9,214,977	\$14,404,763	\$2,284,241,970
ASNA	Ascena Retail Group, Inc.	\$1,932,613	\$6,747,800		\$2,097,196,302

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Aeropostale, Inc.; Ann Taylor Stores Corporation; Brown Shoe Company, Inc.; Chico's FAS Inc.; The Children's Place Retail Stores, Inc.; J Crew Group, Inc.; The Dress Barn, Inc.; DSW Inc.; Express, LLC; The Finish Line, Inc.; Foot Locker Inc.; The Men's Wearhouse, Inc.; Pacific Sunwear of California, Inc.; Skechers USA, Inc.; Stage Stores, Inc.; Stein Mart, Inc.; The Talbots Inc.; The Timberland Company; Urban Outfitters, Inc.; and Wolverine Worldwide, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Matthew C. Diamond	Chairman	43	Male	11	Outside Related
Kathleen Mason	Member	63	Female	16	Outside Related
Leonard L. Berrv	Member	69	Male	13	Outside Related
Martv G. Dickens	Member	64	Male	9	Outside