

GENESCO INC  
Form SC 13D/A  
March 19, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 2)<sup>1</sup>

Genesco Inc.

(Name of Issuer)

Common Stock, \$1.00 par value per share

(Title of Class of Securities)

371532102

(CUSIP Number)

CHRISTOPHER S. KIPER

STEVEN E. LITT

Legion Partners Asset Management, LLC 4010 Capital, LLC

9401 Wilshire Blvd, Suite 705

48 Brookridge Drive

Beverly Hills, CA 90212

Greenwich, CT 06830

(310) 729-8588

646-863-8024

STEVE WOLOSKY, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 16, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.”

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1

CUSIP No. 371532102

1 NAME OF REPORTING PERSON

Legion Partners, L.P. I

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		- 0 -
	8	SHARED VOTING POWER
		732,087
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		732,087

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

732,087

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

3.68%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP No. 371532102

1 NAME OF REPORTING PERSON

Legion Partners, L.P. II

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		- 0 -
	8	SHARED VOTING POWER
		33,020
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		33,020

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

33,020

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP No. 371532102

1	NAME OF REPORTING PERSON	
	Legion Partners Special Opportunities, L.P. VIII	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)  (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
7	Delaware SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER  268,427  9 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE

POWER

11 268,427  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 268,427  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 1.35%  
TYPE OF REPORTING  
PERSON

PN



CUSIP No. 371532102

1	NAME OF REPORTING PERSON	
	Legion Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		1,033,534
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

11 1,033,534  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,033,534  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 5.19%  
TYPE OF REPORTING  
PERSON

OO

CUSIP No. 371532102

1	NAME OF REPORTING PERSON	
	Legion Partners Asset Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
7	Delaware	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	- 0 -
8	SHARED VOTING POWER	1,033,534
9	SOLE DISPOSITIVE POWER	- 0 -
10	SHARED DISPOSITIVE POWER	

11 1,033,534  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,033,534  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 5.19%  
TYPE OF REPORTING  
PERSON

IA

CUSIP No. 371532102

1 NAME OF REPORTING PERSON

Legion Partners Holdings,  
LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		- 0 -
	8	SHARED VOTING POWER
		1,033,634
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

11 1,033,634  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,033,634  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 5.19%  
TYPE OF REPORTING  
PERSON

OO

CUSIP No. 371532102

1	NAME OF REPORTING PERSON	
	Christopher S. Kiper	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		- 0 -
8		SHARED VOTING POWER
		1,033,634
9		SOLE DISPOSITIVE POWER
		- 0 -
10		SHARED DISPOSITIVE POWER

11 1,033,634  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,033,634  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 5.19%  
TYPE OF REPORTING  
PERSON

IN



CUSIP No. 371532102

1	NAME OF REPORTING PERSON	
	Raymond White	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		- 0 -
8		SHARED VOTING POWER
		1,033,634
9		SOLE DISPOSITIVE POWER
		- 0 -
10		SHARED DISPOSITIVE POWER

11 1,033,634  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,033,634  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 5.19%  
TYPE OF REPORTING  
PERSON

IN

CUSIP No. 371532102

1	NAME OF REPORTING PERSON
	4010 Partners, LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
NUMBER OF	7
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8
	9
	10
	11

SOLE VOTING POWER

- 0 -

SHARED VOTING POWER

35,000

SOLE DISPOSITIVE POWER

- 0 -

SHARED DISPOSITIVE POWER

11 35,000  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 35,000  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

PN

10

CUSIP No. 371532102

1	NAME OF REPORTING PERSON	
	4010 General Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		- 0 -
8	OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
		35,000
9	PERSON WITH	SOLE DISPOSITIVE POWER
		- 0 -
10	PERSON WITH	SHARED DISPOSITIVE

POWER

11 35,000  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 35,000  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP No. 371532102

1	NAME OF REPORTING PERSON
	4010 Capital, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES BENEFICIALLY	- 0 -
OWNED BY	8 SHARED VOTING POWER
EACH REPORTING	35,000
PERSON WITH	9 SOLE DISPOSITIVE POWER
	- 0 -
	10 SHARED DISPOSITIVE POWER

11 35,000  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 35,000  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

12



CUSIP No. 371532102

1	NAME OF REPORTING PERSON	
	Steven E. Litt	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States of America	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		35,000
PERSON WITH	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

11 35,000  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 35,000  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

IN

13

CUSIP No. 371532102

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (the "Amendment No. 2"). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated in its entirety as follows:

The Shares purchased by each of Legion Partners I, Legion Partners II, Legion Partners Special VIII, Legion Partners Holdings and 4010 Partners were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted in Schedule A, which is incorporated herein by reference.

The aggregate purchase price of the 732,087 Shares owned directly by Legion Partners I is approximately \$21,149,941, including brokerage commissions. The aggregate purchase price of the 33,020 Shares owned directly by Legion Partners II is approximately \$937,435, including brokerage commissions. The aggregate purchase price of the 268,427 Shares owned directly by Legion Partners Special VIII is approximately \$8,440,323, including brokerage commissions. The aggregate purchase price of the 100 Shares owned directly by Legion Partners Holdings is approximately \$3,827, including brokerage commissions. The aggregate purchase price of the 35,000 Shares beneficially owned by 4010 Partners is approximately \$1,043,129, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated in their entirety as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 19,913,201 Shares outstanding as of November 24, 2017, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on December 7, 2017.

A. Legion Partners I

(a) As of the close of business on March 19, 2018, Legion Partners I beneficially owned 732,087 Shares. Percentage: Approximately 3.68%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 732,087
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 732,087

(c) The transactions in the Shares by Legion Partners I during since the filing of Amendment No. 1 are set forth in Schedule A and are incorporated herein by reference.

B. Legion Partners II

(a) As of the close of business on March 19, 2018, Legion Partners I beneficially owned 33,020 Shares. Percentage: Less than 1.0%

CUSIP No. 371532102

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 33,020
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 33,020

(c) The transactions in the Shares by Legion Partners II since the filing of Amendment No. 1 are set forth in Schedule A and are incorporated herein by reference.

C. Legion Partners Special VIII

(a) As of the close of business on March 19, 2018, Legion Partners Special VIII beneficially owned 268,427 Shares. Percentage: Approximately 1.35%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 268,427
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 268,427

(c) The transactions in the Shares by Legion Partners Special VIII since the filing of Amendment No. 1 are set forth in Schedule A and are incorporated herein by reference.

D. Legion Partners, LLC

(a) As the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII, Legion Partners, LLC may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 33,020 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII. Percentage: Approximately 5.19%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,033,534
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,033,534

(c) Legion Partners, LLC has not entered into any transactions in the Shares since the filing of Amendment No. 1. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special VIII since the filing of Amendment No. 1 are set forth in Schedule A and are incorporated herein by reference.

E. Legion Partners Asset Management

(a) Legion Partners Asset Management, as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special VIII, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 33,020 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.

Percentage: Approximately 5.19%

CUSIP No. 371532102

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,033,534
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,033,534

(c) Legion Partners Asset Management has not entered into any transactions in the Shares since the filing of Amendment No. 1. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special VIII since the filing of Amendment No. 1 are set forth in Schedule A and are incorporated herein by reference.

F. Legion Partners Holdings

(a) As of the close of business on March 19, 2018, Legion Partners Holdings directly owned 100 Shares. Legion Partners Holdings, as the sole member of Legion Partners Asset Management and sole member of Legion Partners, LLC, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 33,020 Shares owned by Legion Partners II, and (iii) 268,427 Shares owned by Legion Partners Special VIII.  
Percentage: Approximately 5.19%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,033,634
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,033,634

(c) The transactions in the Shares by Legion Partners Holdings since the filing of Amendment No. 1 are set forth in Schedule A and are incorporated herein by reference. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special VIII since the filing of Amendment No. 1 are set forth in Schedule A and are incorporated herein by reference.

G. Messrs. Kiper and White

(a) Each of Messrs. Kiper and White, as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, may be deemed the beneficial owner of the (i) 732,087 Shares owned by Legion Partners I, (ii) 33,020 Shares owned by Legion Partners II, (iii) 268,427 Shares owned by Legion Partners Special VIII, and (iv) 100 Shares owned by Legion Partners Holdings.  
Percentage: Approximately 5.19%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,033,634
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,033,634

(c) None of Messrs. Kiper or White has not entered into any transactions in the Shares since the filing of Amendment No. 1. The transactions in the Shares by each of Legion Partners I, Legion Partners II, Legion Partners Special VIII and Legion Partners Holdings since the filing of Amendment No. 1 are set forth in Schedule A and are incorporated herein by reference.

CUSIP No. 371532102

H. 4010 Partners

(a) As of the close of business on March 19, 2018, 4010 Partners beneficially owned 35,000 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 35,000
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 35,000

(c) 4010 Partners has not entered into any transactions in the Shares since the filing of Amendment No. 1.

I. 4010 General Partner

(a) As the general partner of 4010 Partners, 4010 General Partner may be deemed to beneficially own the 35,000 Shares beneficially owned by 4010 Partners.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 35,000
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 35,000

(c) 4010 General Partner has not entered into any transactions in the Shares since the filing of Amendment No. 1.

J. 4010 Capital

(a) As the investment manager to 4010 Partners, 4010 Capital may be deemed to beneficially own the 35,000 Shares beneficially owned by 4010 Partners.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 35,000
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 35,000

(c) 4010 Capital has not entered into any transactions in the Shares since the filing of Amendment No. 1.

K. Mr. Litt

(a) As the managing member of 4010 General Partner, Mr. Litt may be deemed to beneficially own the 35,000 Shares beneficially owned by 4010 Partners.  
Percentage: Less than 1%

CUSIP No. 371532102

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 35,000
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 35,000

(c) Mr. Litt has not entered into any transactions in the Shares since the filing of Amendment No. 1. The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the securities reported herein. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.  
Item 6 is hereby amended to add the following:

On March 16, 2018, put options sold short by Legion Partners I referencing an aggregate of 371,700 Shares, which had an exercise price of \$35.00 per Share, expired unexercised, put options sold short by Legion Partners II referencing an aggregate of 15,400 Shares, which had an exercise price of \$35.00 per Share, expired unexercised, and put options referencing an aggregate of 60,500 Shares sold short by Legion Partners Special VIII, which had an exercise price of \$35.00 per Share, expired unexercised, as further detailed on Schedule A hereto, which is incorporated by reference herein.

CUSIP No. 371532102

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 19, 2018

Legion Partners, L.P. I

Legion Partners Asset  
Management, LLC  
By:

Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners, L.P. II

Legion Partners Asset  
Management, LLC  
By:

Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Special  
Opportunities, L.P. VIII

Legion Partners Asset  
Management, LLC  
By:

Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director



Legion Partners, LLC

Legion Partners Holdings,  
By: LLC

Managing Member

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Member

CUSIP No. 371532102

Legion Partners Asset  
Management, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Member

/s/ Christopher S. Kiper  
Christopher S. Kiper

/s/ Raymond White  
Raymond White

CUSIP No. 371532102

4010 Partners, LP

By: 4010 General Partner,  
LLC, its General Partner

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

4010 General Partner, LLC

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

4010 Capital, LLC

By: /s/ Steven E. Litt  
Name: Steven E. Litt  
Title: Managing Member

/s/ Steven E. Litt  
Steven E. Litt

CUSIP No. 371532102

SCHEDULE A

Transaction in the Shares Since the Filing of Amendment No. 1 to the Schedule 13D

<u>Nature of Transaction</u>	<u>Date of</u> <u>Purchase/Sale</u>	<u>Securities Purchased/(Sold)</u>	<u>Price (\$)</u>
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Legion Partners, L.P. I

Sale of March 2018 Put Option (\$35.00) <sup>1</sup>	01/24/2018	(464)	2.6600
Sale of March 2018 Put Option (\$35.00) <sup>1</sup>	01/30/2018	(95)	2.6000
Sale of March 2018 Put Option (\$35.00) <sup>1</sup>	01/31/2018	(13)	2.7800

Legion Partners, L.P. II

Sale of March 2018 Put Option (\$35.00) <sup>1</sup>	01/24/2018	(19)	2.6600
Sale of March 2018 Put Option (\$35.00) <sup>1</sup>	01/30/2018	(4)	2.6000
Sale of March 2018 Put Option (\$35.00) <sup>1</sup>	01/31/2018	(1)	2.7800

Legion Partners SPECIAL OPPORTUNITIES, L.P. VIII

Sale of March 2018 Put Option (\$35.00) <sup>1</sup>	01/24/2018	(53)	2.6600
Sale of March 2018 Put Option (\$35.00) <sup>1</sup>	01/30/2018	(11)	2.6000
Sale of March 2018 Put Option (\$35.00) <sup>1</sup>	01/31/2018	(2)	2.7800

LEGION PARTNERS HOLDINGS, LLC

Purchase of Common Stock	02/20/2018	100	38.2000
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<sup>1</sup> Represents American-style put option sold short in the over-the counter market, all of which expired for a full gain on March 16, 2018, the expiration date.

