

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|  |         |          |  |  |  |  |  |  |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Cipriano Giovanna</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>FOOT LOCKER, INC. [ FL ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><u>SVP &amp; Chief Accounting Officer</u> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/24/2021</u>          |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| C/O FOOT LOCKER, INC.<br>330 WEST 34TH STREET                        |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |  |  |  |  |  |
| (Street)<br><u>NEW YORK NY 10001</u>                                 |         |          |  |  |  |  |  |  |
| (City) (State) (Zip)   |         |          |  |  |  |  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 03/24/2021                           |  | A <sup>(1)</sup>               |   | 5,446   | A          | \$0     | 24,053  | D  |   |
| Common Stock                    | 03/24/2021                           |  | F <sup>(2)</sup>               |   | 1,851   | D          | \$53.61 | 54,794 <sup>(3)</sup>   | D  |   |
| Common Stock                    | 03/24/2021                           |  | F <sup>(4)</sup>               |   | 966   | D          | \$53.61 | 56,550 <sup>(5)</sup>   | D  |   |
| Common Stock                    | 03/24/2021                           |  | A <sup>(6)</sup>               |   | 1,941   | A          | \$0     | 17,826  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 3,040.4243  | I  | 401(K) Plan   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Employee Stock Option (right to buy)       | \$53.61  | 03/24/2021                           |  | A                              |   | 5,168  |     | 03/24/2022 <sup>(7)</sup>                                | 03/24/2031      | Common Stock  | 5,168                                      | \$0  | 5,168   | D  |       |

**Explanation of Responses:**

- Represents performance-based restricted stock units earned for the 2018-20 long-term incentive period, in connection with the Accelerate Future Growth award, as the performance conditions for this performance period were met and certified as of March 24, 2021.
- Shares withheld in payment of tax liability, in connection with the vesting of award of restricted stock units, as referenced in footnote number 1, which vested on March 24, 2021.
- Includes 3,595 net shares received on vesting of award on March 24, 2021.
- Shares withheld in payment of tax liability, in connection with the vesting of a previously reported award of restricted stock units, which vested on March 24, 2021.
- Includes 1,756 net shares received on vesting of award on March 24, 2021.
- Restricted Stock Unit award under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, which will vest on March 24, 2024, subject to the reporting person's continued employment through the vesting date.
- Option becomes exercisable in three equal annual installments, beginning March 24, 2022, which is the first anniversary of the date of grant.

Anthony D. Foti, Attorney-in-Fact for Giovanna Cipriano 03/26/2021

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.