

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): **March 17, 2020**

Foot Locker, Inc.

(Exact name of registrant as specified in charter)

New York
(State or other jurisdiction
of incorporation)

1-10299
(Commission
File Number)

13-3513936
(IRS Employer
Identification No.)

330 West 34th Street, New York, New York 10001
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 720-3700**

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	FL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On March 17, 2020, Foot Locker, Inc. (the “Company”) issued a press release announcing that, due to the rapidly evolving market conditions domestically and internationally in response to the continued spread of COVID-19, the Company is withdrawing the full-year 2020 guidance issued on its fourth-quarter earnings call on February 28, 2020. The Company will provide an updated outlook on its first-quarter 2020 earnings call. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K, which, in its entirety, is incorporated herein by reference.

The information contained in Item 7.01 and the Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

On March 17, 2020, the Company announced the temporary closure of all stores across all of its brands in North America, EMEA, and Malaysia from March 17, 2020 through March 31, 2020. The rest of the Company’s locations in the Asia Pacific region, which include Hong Kong, Singapore, Australia, and New Zealand, will remain open subject to direction from local and national governments. Customers can continue to shop online through our websites and mobile apps across all of the Company’s brands and regions.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated March 17, 2020, issued by Foot Locker, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

FOOT LOCKER, INC.

Date: March 17, 2020

By: /s/ Lauren B. Peters
Name: Lauren B. Peters
Title: Executive Vice President and
Chief Financial Officer

N E W S R E L E A S E

Contact: James R. Lance
Vice President,
Corporate Finance and
Investor Relations
Foot Locker, Inc.
(212) 720-4600

FOOT LOCKER, INC. PROVIDES BUSINESS UPDATE ON COVID-19

NEW YORK, NY, March 17, 2020 – Foot Locker, Inc. (NYSE: FL), the New York-based specialty athletic retailer, today provided an update on its global operations in response to the continued spread of COVID-19.

The health and safety of its associates, customers, and suppliers is the top priority for the Company. In light of the rapidly evolving situation, Foot Locker, Inc. will temporarily close its stores across all of its brands in North America, EMEA, and Malaysia from March 17 through March 31 – that includes Foot Locker, Lady Foot Locker, Kids Foot Locker, Footaction, Champs Sports, Runners Point, and Sidestep. The rest of the Company’s locations in the Asia Pacific region, which include Hong Kong, Singapore, Australia and New Zealand – will remain open subject to direction from local and national governments.

Customers can continue to shop online through our websites and mobile apps across all of the Company’s brands and regions.

Due to the rapidly evolving market conditions domestically and internationally, the Company is withdrawing the full-year 2020 guidance issued on the Fourth Quarter earnings call on February 28. The Company will provide an updated outlook on its First Quarter earnings call.

“The decision to close our stores was a difficult but necessary one,” said Richard Johnson, Foot Locker, Inc.’s Chairman and Chief Executive Officer. “The well-being of our associates and the communities where we live and work, is of the utmost importance to us. When the time comes to re-open our stores as a place to inspire and empower youth culture, our store teams will be prepared to engage and deliver great customer experiences. During this time period, we will continue to pay our highly-valued store associates.”

Foot Locker, Inc. leads sneaker and youth culture around the globe through a portfolio of brands including Foot Locker, Lady Foot Locker, Kids Foot Locker, Champs Sports, Eastbay, Footaction, Runners Point, and Sidestep. With 3,129 retail stores in 27 countries across North America, Europe, Asia, Australia, and New Zealand, as well as websites and mobile apps, the Company’s purpose is to inspire and empower youth culture around the world, by fueling a shared passion for self-expression and creating unrivaled experiences at the heart of the global sneaker community. Foot Locker, Inc. has its corporate headquarters in New York. For additional information please visit www.footlocker-inc.com.

Disclosure Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the federal securities laws. Other than statements of historical facts, all statements which address activities, events, or developments that the Company anticipates will or may occur in the future, including, but not limited to, such things as future capital expenditures, expansion, strategic plans, financial objectives, dividend payments, stock repurchases, growth of the Company’s business and operations, including future cash flows, revenues, and earnings, and other such matters, are forward-looking statements. These forward-looking statements are based on many assumptions and factors which are detailed in the Company’s filings with the U.S. Securities and Exchange Commission.

These forward-looking statements are based largely on our expectations and judgments and are subject to a number of risks and uncertainties, many of which are unforeseeable and beyond our control. For additional discussion on risks and uncertainties that may affect forward-looking statements, see “Risk Factors” disclosed in the 2018 Annual Report on Form 10-K. Any changes in such assumptions or factors could produce significantly different results. The Company undertakes no obligation to update forward-looking statements, whether as a result of new information, future events, or otherwise.

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