

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): **November 16, 2016**

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
(I.R.S. Employer
Identification No.)

330 West 34th Street, New York, New York
(Address of Principal Executive Offices)

10001
(Zip Code)

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

(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:

- 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 16, 2016, the Board of Directors of Foot Locker, Inc. (the “Company”) elected Ulice Payne, Jr. and Kimberly K. Underhill as directors of the Company, effective December 1, 2016, to serve until the 2017 Annual Meeting of Shareholders. In connection with the election of Mr. Payne and Ms. Underhill, the Board increased the total number of directors to 12, effective December 1, 2016. The Board appointed Mr. Payne to the Audit Committee and to the Nominating and Corporate Governance Committee and Ms. Underhill to the Compensation and Management Resources Committee and to the Finance and Strategic Planning Committee, effective December 1, 2016.

The Board has determined that Mr. Payne and Ms. Underhill are both independent under the New York Stock Exchange listing standards because they have no material relationship to the Company that would impair their independence.

As nonemployee directors of the Company, Mr. Payne and Ms. Underhill will receive the same compensation as the other nonemployee members of the Board (prorated for 2016). The information required by Item 5.02(d)(5) of Form 8-K regarding Mr. Payne and Ms. Underhill is contained in the Company’s Proxy Statement for the 2016 Annual Meeting of Shareholders filed with the U.S. Securities and Exchange Commission on April 8, 2016 and is incorporated herein by reference.

On November 17, 2016, the Company issued a press release announcing the election of Mr. Payne and Ms. Underhill to the Board. A copy of the press release is furnished as Exhibit 99.1, which, in its entirety, is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At its meeting on November 16, 2016, the Board adopted, subject to shareholder approval, an amendment to Article II, Section 1 of the Company’s By-laws to provide for a majority voting standard in uncontested director elections. The Company intends to propose this By-law amendment for approval by shareholders at the Company’s 2017 Annual Meeting of Shareholders. Accordingly, no amendment to Article II, Section 1 of the By-laws is effective until approved by shareholders.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press Release of Foot Locker, Inc., dated November 17, 2016.
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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: November 18, 2016

By: /s/ Sheilagh M. Clarke
Name: Sheilagh M. Clarke
Title: Senior Vice President,
General Counsel and Secretary

FOOT LOCKER, INC.

N E W S R E L E A S E

Contact: John A. Maurer
Vice President,
Treasurer and Investor Relations
Foot Locker, Inc.
(212) 720-4092

**FOOT LOCKER, INC. ELECTS ULICE PAYNE AND KIMBERLY K. UNDERHILL
AS DIRECTORS**

NEW YORK, NY, November 17, 2016 – Foot Locker, Inc. (NYSE: FL), the New York-based specialty athletic retailer, announced today that its Board of Directors has elected Ulice Payne, Jr. and Kimberly K. Underhill as directors of the Company, effective December 1.

Mr. Payne is currently president and managing member of Addison-Clifton, LLC, a leader in providing global trade compliance advisory services. A lawyer by trade, Mr. Payne was previously president and chief executive officer of Foly & Lardner, a Milwaukee-based law firm, and has served as president and chief executive officer of the Milwaukee Brewers Baseball Club.

Ms. Underhill is Global President of Kimberly-Clark Professional, a unit of Kimberly-Clark Corporation, a global manufacturer of branded personal care, consumer tissue, and professional healthcare products. Ms. Underhill has spent the majority of her career at Kimberly-Clark, serving in increasingly senior positions, with both domestic and international experience.

“As part of the Board of Director’s ongoing succession planning process, we regularly look for exceptional talent that will complement our already strong Board and help guide our Company as we build on our solid position in the athletic industry, and Ulice and Kim fit that description perfectly,” said Richard A. Johnson, Chairman of the Board and Chief Executive Officer of Foot Locker, Inc. “While they both have tremendously broad global leadership experience, Kim’s work in truly understanding individual customers and Ulice’s expertise in international trade and supply chain will make them especially valuable additions to our Board.”

Foot Locker, Inc. is a specialty athletic retailer that, as of October 29, 2016, operated 3,394 stores in 23 countries in North America, Europe, Australia, and New Zealand. Through its Foot Locker, Kids Foot Locker, Lady Foot Locker, Champs Sports, SIX:02, Footaction, Runners Point, and Sidestep retail stores, as well as its direct-to-customer channels, including Eastbay.com, footlocker.com, and SIX02.com, the Company is a leading provider of athletic footwear and apparel.

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Foot Locker, Inc. 330 West 34th Street, New York, NY 10001
