

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): February 3, 2022 (February 2, 2022)

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**

(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))

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

On February 2, 2022, the Board of Directors of Foot Locker, Inc. (the “Company”) elected Virginia C. “Gina” Drosos as a director of the Board, effective immediately, to serve until the 2022 Annual Meeting of Shareholders. In connection with the election of Ms. Drosos, the Board increased the total number of directors to 11, effective February 2, 2022. The Board appointed Ms. Drosos to the Audit Committee and Finance and Investment Oversight Committee, effective February 2, 2022.

The Board has determined that Ms. Drosos is independent under the New York Stock Exchange listing standards because she has no material relationship to the Company that would impair her independence.

As a nonemployee director of the Board, Ms. Drosos will receive the same compensation as the other nonemployee directors of the Board. The information required by Item 5.02(d)(5) of Form 8-K regarding Ms. Drosos is contained in the Company’s Proxy Statement for the 2021 Annual Meeting of Shareholders filed with the U.S. Securities and Exchange Commission on April 9, 2021 and is incorporated herein by reference.

On February 3, 2022, the Company issued a press release announcing the election of Ms. Drosos 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 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated February 3, 2022, 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: February 3, 2022

By: /s/ Sheilagh M. Clarke

Name: Sheilagh M. Clarke

Title: Senior Vice President, General Counsel and Secretary

FOOT LOCKER, INC.

NEWS RELEASE

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FOOT LOCKER, INC. ELECTS VIRGINIA C. “GINA” DROSOS AS A DIRECTOR

NEW YORK, NY, February 3, 2022 – Foot Locker, Inc. (NYSE: FL), the New York-based specialty athletic retailer, announced that its Board of Directors has elected Virginia C. “Gina” Drosos as a director of the Board, effective February 2, 2022.

Ms. Drosos is currently Chief Executive Officer of Signet Jewelers Limited, the world’s largest retailer of diamond jewelry. She has extensive experience in branding, marketing, global operations, and business expansions into new product lines, retail channels, and geographies.

“We are excited to welcome Gina to our Board as a new independent director,” said Richard A. Johnson, Chairman and Chief Executive Officer of Foot Locker, Inc. “As the sitting CEO of a specialty retailer, Gina is a visionary and transformational leader with an entrepreneurial mindset, and a proven track record of growing and scaling global businesses through innovation.”

Upon her appointment, Ms. Drosos said, “I am excited to join Foot Locker, Inc.’s Board and work with this exceptional team to contribute to the Company’s purpose to inspire and empower youth culture. I look forward to sharing my experiences, contributing to the Company’s future direction and growth, and building on its vision to provide unrivaled customer experiences.”

Foot Locker, Inc. leads the celebration of sneaker and youth culture around the globe through a portfolio of brands, including Foot Locker, Kids Foot Locker, Champs Sports, Eastbay, atmos, WSS, Footaction, and Sidestep. With approximately 3,000 retail stores in 28 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.

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