

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): **January 23, 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**

(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 January 23, 2020, the Board of Directors of Foot Locker, Inc. (the “Company”) elected Darlene Nicosia and Tristan Walker as directors of the Company, effective February 2, 2020, to serve until the 2020 Annual Meeting of Shareholders. In connection with the election of Ms. Nicosia and Mr. Walker, the Board increased the total number of directors to 12, effective February 2, 2020. The Board appointed Ms. Nicosia to the Audit Committee and to the Compensation and Management Resources Committee and Mr. Walker to the Finance and Investment Oversight Committee and the Nominating and Corporate Governance Committee, effective February 2, 2020.

The Board has determined that Ms. Nicosia and Mr. Walker 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, Ms. Nicosia and Mr. Walker will receive the same compensation as the other nonemployee members of the Board. The information required by Item 5.02(d)(5) of Form 8-K regarding Ms. Nicosia and Mr. Walker is contained in the Company’s Proxy Statement for the 2019 Annual Meeting of Shareholders filed with the U.S. Securities and Exchange Commission on April 12, 2019 and is incorporated herein by reference, except that beginning January 1, 2020, the annual retainer has been increased to \$150,000 payable 50% in cash and 50% in common stock.

On January 27, 2020, the Company issued a press release announcing the election of Ms. Nicosia and Mr. Walker 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>
<u>99.1</u>	<u>Press Release, dated January 27, 2020, issued by Foot Locker, Inc.</u>

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: January 27, 2020

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

FOOT LOCKER, INC. ELECTS DARLENE NICOSIA AND TRISTAN WALKER AS DIRECTORS

NEW YORK, NY, January 27, 2020 – Foot Locker, Inc. (NYSE: FL), the New York-based specialty athletic retailer, announced today that its Board of Directors has elected Darlene Nicosia and Tristan Walker as directors of the Company, effective February 2, 2020.

Ms. Nicosia is currently President of the Canada Business Unit of The Coca-Cola Company, the world’s largest non-alcoholic beverage company. Ms. Nicosia has spent much of her career at The Coca-Cola Company, serving in increasingly senior positions and working to build some of the world’s biggest brands with retailers and suppliers. She has extensive experience in global supply chain management, brand marketing, and has leveraged technology and innovative solutions to drive growth.

Mr. Walker is the Founder and CEO of Walker & Company Brands, a consumer products company committed to designing personal care solutions for people of color that was acquired by Procter & Gamble in 2018. Prior to his founding Walker & Company Brands, Mr. Walker was an Entrepreneur in Residence at the venture capital firm Andreessen Horowitz and oversaw strategic partnerships and monetization at Foursquare. He also co-founded CODE2040, which matches high-performing Black and Latinx software engineering students and graduates with technology firms and start-ups. Mr. Walker’s broad brand marketing and technology experience are deeply connected to the mission of designing solutions for consumers while bridging the gap between technology product innovation and youth culture.

“We are excited to welcome Darlene and Tristan as new independent directors to our Board of Directors,” said Richard A. Johnson, Chairman of the Board and Chief Executive Officer of Foot Locker, Inc. “In addition to their impressive accomplishments, they each bring an understanding of how to utilize innovation and technology to drive change and deliver growth. Darlene’s expertise in global supply chain and Tristan’s work at the interesection of technology and the consumer experience will make them great additions to our Board.”

Foot Locker, Inc. is a leading global retailer of athletically-inspired shoes and apparel. Headquartered in New York City, the company operates approximately 3,160 athletic retail stores in 27 countries, as well as websites and mobile apps, under the brand names Foot Locker, Champs Sports, Eastbay, Kids Foot Locker, Footaction, Lady Foot Locker, Runners Point, and Sidestep. With its various marketing channels and experiences across North America, Europe, Asia, Australia, and New Zealand, 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 sport and sneaker communities.

-XXX-

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