

As filed with the Securities and Exchange Commission on March \_\_\_\_\_, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

Foot Locker, Inc.

(Exact Name of Registrant as Specified in Its Charter)

New York

(State or Other Jurisdiction of  
Incorporation or Organization)

13-3513936

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

112 West 34th Street, New York, NY

10120

(Address of Principal Executive Offices)

(Zip Code)

Foot Locker 401(k) Plan

(Full title of the plan)

Gary M. Bahler, General Counsel,  
Foot Locker, Inc., 112 West 34th Street, New York, NY 10120

(Name and address of agent for service)

(212) 720-3700

(Telephone Number, Including Area Code, of Agent for Service)

Large accelerated filer	X	Accelerated filer	0
Non-accelerated filer	0	Smaller reporting company	0

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value	750,000 Shares	\$10.755	\$8,066,250	\$317.00

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) In accordance with Rule 457 under the Securities Act of 1933, solely for the purpose of calculating the registration fee, the maximum offering price per unit is based on the average of the high and low prices of Registrant's common stock as reported on the Composite Tape for New York Stock Exchange Listed Stocks on March 17, 2008.

## REGISTRATION OF ADDITIONAL SECURITIES

The contents of the Registrant's Form S-8 Registration Statements No. 333-33120 and 33-97832 relating to the Foot Locker 401(k) Plan are incorporated by reference into this Registration Statement.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 8. Exhibits.

The exhibits filed as part of or incorporated by reference in this Registration Statement are listed in the Index of Exhibits that begins on Page 4.

SIGNATURES

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 14, 2008.

FOOT LOCKER, INC.

By: /s/ Matthew D. Serra  
Matthew D. Serra  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 14, 2008.

<u>Signature</u>	<u>Title</u>
<u>/s/ Matthew D. Serra</u> Matthew D. Serra	Director, Chairman and Chief Executive Officer
<u>/s/ Robert W. McHugh</u> Robert W. McHugh	Senior Vice President and Chief Financial Officer
<u>/s/ Giovanna Cipriano</u> Giovanna Cipriano	Vice President and Chief Accounting Officer
Nicholas DiPaolo *	Director
Alan D. Feldman *	Director
Jarobin Gilbert, Jr. *	Director
Matthew M. McKenna *	Director
James E. Preston *	Director
David Y. Schwartz *	Director
Christopher A. Sinclair *	Director
Cheryl N. Turpin *	Director
Dona D. Young *	Director

\* Matthew D. Serra, by signing his name hereto, is also signing as attorney-in-fact for the named directors.

**INDEX OF EXHIBITS**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
4.1	The rights of holders of the Registrant's equity securities are defined in the Registrant's Certificate of Incorporation, as amended (incorporated herein by reference to Exhibits 3(i)(a) and 3(i)(b) to the Quarterly Report on Form 10-Q for the quarterly period ended July 26, 1997, Exhibit 4.2(a) to the Registration Statement on Form S-8 (Registration No. 333-62425) previously filed with the SEC), and Exhibit 4.2 to the Registration Statement on Form S-8 (Registration No. 333-74688) previously filed with the SEC).
4.2	By-laws of the Registrant, as amended (incorporated herein by reference to Exhibit 3.1 to the Registrant's Form 8-K dated August 13, 2007).
4.3	Indenture dated as of October 10, 1991 (incorporated herein by reference to Exhibit 4.1 to Registrant's Registration Statement on Form S-3 (Registration No. 33-43334) previously filed with the SEC).
4.4	Form of 8½% Debentures due 2022 (incorporated herein by reference to Exhibit 4 to Registrant's Form 8-K dated January 16, 1992).
4.5	Distribution Agreement dated July 13, 1995 and Forms of Fixed Rate and Floating Rate Notes (incorporated herein by reference to Exhibits 1, 4.1, and 4.2, respectively, to Registrant's Form 8-K dated July 13, 1995).
5	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
15	Letter re unaudited interim financial information.
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP is contained in its opinion filed as Exhibit 5 to this Registration Statement.
23.2	Consent of KPMG LLP.
24	Powers of Attorney.

SKADDEN, ARPS, SLATE, MEAGHER &amp; FLOM LLP

FOUR TIMES SQUARE

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EMAIL ADDRESS  
TKENNEDY@SKADDEN.COM

March 13, 2008

Foot Locker, Inc.  
112 West 34<sup>th</sup> Street  
New York, NY 10120

Dear Ladies and Gentlemen:

We have acted as special counsel to Foot Locker, Inc., a New York corporation (the "Company"), in connection with the Registration Statement of the Company on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933 (the "Act") with respect to 750,000 shares of common stock, par value \$.01 per share (the "Common Stock"), of the Company to be issued and sold pursuant to the Registration Statement under the Foot Locker 401(K) Plan (the "Plan").

In connection with this opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Certificate of Incorporation of the Company, and amendments thereto, (iii) the By-laws of the Company, as amended, and (iv) certain resolutions, dated February 20, 2008, adopted by the Board of Directors of the Company authorizing, among other things, the issuance of Common Stock pursuant to the Registration Statement, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies. As to any facts material to this opinion which we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others.

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Members of this firm are admitted to the Bar of the State of New York and we express no opinion as to the laws of any other jurisdiction, except the federal laws of the United States of America to the extent specifically referred to herein.

Based upon and subject to the foregoing, we are of the opinion that the shares of Common Stock to be issued under the Plan have been duly authorized, and, when issued in accordance with the terms and conditions of the Plan (including the due payment of the purchase price set forth in such Plan), will be validly issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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Accountants' Acknowledgement

The Board of Directors  
Foot Locker, Inc.:

With respect to the registration statement on Form S-8 filed by the Company on March 18, 2008, we acknowledge our awareness of the use of our reports dated June 12, 2007, September 11, 2007, and December 7, 2007 related to our reviews of interim financial information.

Pursuant to Rule 436(c) under the Securities Act of 1933, such reports are not considered a part of the registration statement prepared or certified by an independent registered public accounting firm or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP  
New York, New York  
March 18, 2008

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Consent of Independent Registered Public Accounting Firm

The Board of Directors  
Foot Locker, Inc.:

We consent to the incorporation by reference of our reports dated April 2, 2007, which appear in the February 3, 2007 Annual Report on Form 10-K, with respect to the consolidated balance sheets of Foot Locker, Inc., and subsidiaries, as of February 3, 2007 and January 28, 2006, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows, for each of the three fiscal years in the period ended February 3, 2007, management's assessment of the effectiveness of internal control over financial reporting as of February 3, 2007, and the effectiveness of internal control over financial reporting as of February 3, 2007, incorporated by reference in the registration statement on Form S-8 filed by the Company on March 18, 2008.

Our report with respect to the consolidated financial statements refers to the adoption of the provisions of the Financial Accounting Standards Board's Statement of Financial Accounting Standard ("SFAS") No. 123R (Revised 2004), "Share Based Payment," SFAS No. 151, "Inventory Costs - an Amendment of ARB No. 43, Chapter 4," the recognition and related disclosure provisions of the Financial Accounting Standards Board's SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans - an amendment of FASB Statements No. 87, 88, 106 and 123(R)", as well as the change in method for quantifying errors based on SEC Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements."

/s/ KPMG LLP

New York, New York  
March 18, 2008

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Matthew D. Serra, Gary M. Bahler and Robert W. McHugh, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 for the Foot Locker 401(k) Plan, and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 19th day of February 2008.

Signature

Title

/s/ Nicholas DiPaolo

Director

\_\_\_\_\_  
Nicholas DiPaolo

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## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Matthew D. Serra, Gary M. Bahler and Robert W. McHugh, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 for the Foot Locker 401(k) Plan, and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 19<sup>th</sup> day of February 2008.

Signature

Title

/s/ Alan D. Feldman

Director

\_\_\_\_\_  
Alan D. Feldman

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## POWER OF ATTORNEY

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Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 19<sup>th</sup> day of February 2008.

Signature

Title

/s/ Matthew M. McKenna

Director

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Matthew M. McKenna

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## POWER OF ATTORNEY

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Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 19<sup>th</sup> day of February 2008.

Signature

Title

/s/ Jarobin Gilbert Jr.

Director

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Jarobin Gilbert Jr.

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## POWER OF ATTORNEY

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Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 19<sup>th</sup> day of February 2008.

Signature

Title

/s/ James E. Preston

Director

James E. Preston

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## POWER OF ATTORNEY

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Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 19<sup>th</sup> day of February 2008.

Signature

Title

/s/ David Y. Schwartz

Director

\_\_\_\_\_  
David Y. Schwartz

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## POWER OF ATTORNEY

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Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 25<sup>th</sup> day of February 2008.

Signature

Title

/s/ Christopher A. Sinclair

Director

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Christopher A. Sinclair

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## POWER OF ATTORNEY

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Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 19<sup>th</sup> day of February 2008.

Signature

Title

/s/ Cheryl Turpin  
Cheryl Turpin

Director

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Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 20<sup>th</sup> day of February 2008.

Signature

Title

/s/ Dona D. Young

Director

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Dona D. Young

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