

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gray Andrew</u> (Last) (First) (Middle) <u>330 WEST 34TH STREET</u> (Street) <u>NEW YORK NY 10001</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/22/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>FOOT LOCKER, INC. [FL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP and CCO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,002	D	
Common Stock	11,808 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	03/26/2015 ⁽²⁾	03/26/2025	Common Stock	1,400	45.08	D	
Employee Stock Option (right to buy)	03/23/2016 ⁽³⁾	03/23/2026	Common Stock	2,500	61.11	D	
Employee Stock Option (right to buy)	03/26/2017 ⁽⁴⁾	03/26/2027	Common Stock	6,336	63.79	D	
Employee Stock Option (right to buy)	03/22/2018 ⁽⁵⁾	03/22/2028	Common Stock	6,419	72.83	D	
Employee Stock Option (right to buy)	10/02/2018 ⁽⁶⁾	10/02/2028	Common Stock	25,606	34.75	D	
Employee Stock Option (right to buy)	03/28/2019 ⁽⁷⁾	03/28/2018	Common Stock	6,073	44.78	D	
Employee Stock Option (right to buy)	03/27/2020 ⁽⁸⁾	03/27/2029	Common Stock	4,365	58.94	D	
Employee Stock Option (right to buy)	03/25/2021 ⁽⁹⁾	03/25/2030	Common Stock	14,922	21.6	D	

Explanation of Responses:

1. Represents 4,570 performance-based restricted stock units earned for the 2018-19 long-term incentive period, which will vest on March 25, 2021, and are payable solely in shares of the Company's common stock, and 7,238 time-based restricted stock units awarded under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, which will vest subject to the reporting person's continued employment through the vesting dates.

2. Option granted on March 26, 2014, and vested in three equal annual installments beginning March 26, 2015, which is the first anniversary of the date of grant.

3. Option granted on March 25, 2015, and vested in three equal annual installments, beginning March 25, 2016, which is the first anniversary of the date of grant.

4. Option granted on March 23, 2016, and vested in three equal annual installments, beginning March 23, 2017, which is the first anniversary of the date of grant.

5. Option granted on March 22, 2017, and vested in three equal annual installments, beginning March 22, 2018, which is the first anniversary of the date of grant.
6. Option granted on October 2, 2017, and vests in three equal annual installments, beginning October 2, 2018, which is the first anniversary of the date of grant.
7. Option granted on March 28, 2018, and vests in three equal annual installments, beginning March 28, 2019, which is the first anniversary of the date of grant.
8. Option granted on March 27, 2019, and vests in three equal annual installments, beginning March 27, 2020, which is the first anniversary of the date of grant.
9. Option granted on March 25, 2020, and vests in three equal annual installments, beginning March 25, 2021, which is the first anniversary of the date of grant.

/s/ Anthony D. Foti,
Attorney-in-Fact for
Franklin Bracken

08/03/2020

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that, effective as of the date hereof, the undersigned hereby constitutes and appoints each of Sheilagh M. Clarke, Anthony D. Foti, and Awilda Morales, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or executive officer of Foot Locker, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and the New York Stock Exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities and Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of July, 2020.

/s/ Andrew Gray
Andrew Gray