

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Cipriano Giovanna</u> (Last) (First) (Middle) <u>C/O FOOT LOCKER, INC.</u> <u>330 WEST 34TH STREET</u> (Street) <u>NEW YORK NY 10001</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FOOT LOCKER, INC. [FL]</u>	5. 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>SVP & Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/08/2025</u>	
	4. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	09/08/2025		A		31,231 ⁽²⁾	A	\$0	125,126.411	D	
Common Stock	09/08/2025		D		72,728	D	⁽³⁾⁽⁴⁾	52,398.411	D	
Common Stock	09/08/2025		D		52,398.411	D	⁽⁵⁾	0	D	
Common Stock	09/08/2025		D		3,406.938	D	⁽⁵⁾	0	I	401(K) Plan

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- On September 8, 2025, pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement"), dated May 15, 2025, by and among DICK'S Sporting Goods, Inc., a Delaware corporation ("Parent"), RJS Sub LLC, a New York limited liability company and a wholly owned direct Subsidiary of Parent ("Merger Sub"), and the Issuer, the Issuer became a wholly owned subsidiary of Parent (the "Merger").
- Represents a deemed acquisition of shares of Issuer common stock underlying unvested performance stock units ("PSUs") at the effective time of the Merger (the "Effective Time") pursuant to the Merger Agreement, in accordance with the applicable award agreement (or if not addressed in the applicable award agreement, the Issuer's 2007 Stock Incentive Plan, as amended and restated as of March 22, 2023).
- At the Effective Time, pursuant to the Merger Agreement, each time-based restricted stock unit ("RSU") of the Issuer that is not held by a non-employee director of the Issuer and each PSU of the Issuer that is outstanding as of immediately prior to the Effective Time was converted into an RSU award in respect of a number of shares of Parent common stock, rounded to the nearest whole share, equal to the product of (i) the number of shares of Issuer common stock subject to such Issuer RSU or PSU, as applicable (with the number of shares subject to an Issuer PSU determined in accordance with the applicable award agreement), as of immediately prior to the Effective Time, multiplied by (ii) 0.1168 (each such assumed Issuer RSU or PSU, as so adjusted, a "Adjusted RSU").
- Any Adjusted RSU is subject to the same terms and conditions as were applicable to the corresponding Issuer RSU or PSU prior to the Effective Time, except that any Adjusted RSU corresponding to an Issuer PSU is no longer subject to any performance-based vesting conditions.
- At the Effective Time, pursuant to the Merger Agreement and subject to certain exceptions, each share of Issuer common stock issued and outstanding immediately prior to the Effective Time was converted into the right to receive, without interest and at the holder's election, either (i) an amount in cash equal to \$24.00 or (ii) 0.1168 shares of Parent common stock (except that any fractional shares were instead replaced by the right to receive a corresponding cash amount).

/s/ Erin Conway, Attorney-in-Fact for Giovanna Cipriano 09/08/2025

** 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 4 (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.