

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): **August 10, 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
(Address of principal executive offices)

10001
(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 (see General Instruction A.2. below):

- 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 2.02. Results of Operations and Financial Condition.

On August 10, 2020, Foot Locker, Inc. (the “Company”) issued a press release announcing preliminary sales and earnings results for the second quarter of 2020. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K, which, in its entirety, is incorporated herein by reference.

In accordance with General Instruction B.2. of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated August 10, 2020, 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: August 10, 2020

By: /s/ Lauren B. Peters

Name: Lauren B. Peters

Title: Executive Vice President and
Chief Financial Officer

FOOT LOCKER, INC.

NEWS RELEASE

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

FOOT LOCKER, INC. PROVIDES BUSINESS UPDATE FOR SECOND QUARTER 2020

Comparable Store Sales Increased Approximately 18%
GAAP EPS Expected to be \$0.38 to \$0.42
Non-GAAP EPS Expected to be \$0.66 to \$0.70

NEW YORK, NY, August 10, 2020 – Foot Locker, Inc. (NYSE: FL), the New York-based specialty athletic retailer, today provided a sales and earnings update for the second quarter of 2020 ended August 1, 2020. The Company announced that comparable store sales increased approximately 18% for the second quarter. Additionally, diluted earnings per share for the same period, which include pre-tax charges of approximately \$19 million related to the wind down of the Runners Point banner and the Eastbay restructuring, and approximately \$18 million for costs incurred in connection with the recent social unrest, are expected to be \$0.38 to \$0.42 per share versus \$0.55 last year. On a non-GAAP basis, excluding the items mentioned above, second quarter earnings are expected to be \$0.66 to \$0.70 per share versus \$0.66 last year.

“In the midst of the COVID pandemic, our team delivered strong second-quarter results. As we continued to reopen stores throughout the quarter, we saw a strong customer response to our assortments, which we believe was aided by pent-up demand and the effect of fiscal stimulus. This fueled our in-store sales and also drove continued momentum across our digital channels,” said Richard Johnson, Chairman and Chief Executive Officer. “While these undoubtedly remain challenging times, we are nonetheless pleased by the health of our category, our deep connections with our customers, and the strength of our vendor relationships.”

“Despite gross margin pressure from channel mix shift and a highly promotional environment, we were able to return to positive earnings per share due to the meaningful lift in top-line sales and disciplined expense management,” added Lauren Peters, Executive Vice President and Chief Financial Officer.

The Company previously withdrew its full-year 2020 guidance in March. Given the uncertainty surrounding the evolving COVID-19 pandemic and its potential impact on the back-to-school season, team sports participation, and additional government stimulus packages, the Company does not plan to provide a full-year 2020 outlook at this time.

The Company plans to report financial results for its second quarter ended August 1, 2020 before the U.S. markets open on Friday, August 21, 2020. A conference call is scheduled for the same day at 9:00 a.m. ET, during which the Company will provide an update on the business.

Participants are encouraged to pre-register for the conference call using the following link: <http://dpregrister.com/10146191>. Callers who pre-register will be given a conference passcode and unique pin to gain immediate access to the call and bypass the live operator. Participants may pre-register at any time including up to and after the call has started. Those without internet access or who are unable to pre-register may dial-in by calling toll free 1-844-701-1163 or international toll 1-412-317-5490.

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

A live webcast will be available on the Investor Relations section of the Foot Locker, Inc. website at <https://www.footlocker-inc.com>. Please log on to the website 15 minutes prior to the call in order to download any necessary software. An archived replay of the conference call can be accessed approximately one hour following the end of the call at 1-877-344-7529 in the U.S. or 1-855-669-9658 in Canada or 1-412-317-0088 internationally with passcode 10146191 through September 4, 2020. A replay of the call will also be available via webcast from the same Investor Relations section of the Foot Locker, Inc. website at <https://www.footlocker-inc.com>.

Foot Locker, Inc. leads the celebration of sneaker and youth culture around the globe through a portfolio of brands including Foot Locker, Lady Foot Locker, Kids Foot Locker, Champs Sports, Eastbay, Footaction, Runners Point, and Sidestep. With approximately 3,100 retail stores in 27 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 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 <https://www.footlocker-inc.com>.

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