

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): **February 7, 2019**

**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))

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.

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**Item 8.01. Other Events.**

On February 7, 2019, Foot Locker, Inc. (“Foot Locker”) issued a press release announcing that it is making a \$100 million strategic minority investment, through its subsidiary, in 1661, Inc., d/b/a GOAT (“GOAT”), a managed marketplace for authentic sneakers operating the GOAT and Flight Club brands. Foot Locker made an initial investment of \$65 million in preferred stock of GOAT. Following the initial investment, GOAT commenced a tender offer pursuant to which GOAT is required to sell, and Foot Locker is required to purchase, an aggregate of \$35 million of GOAT preferred stock, bringing its total investment to \$100 million. 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>
<a href="#">99.1</a>	<a href="#">Press Release, dated February 7, 2019, issued by Foot Locker, Inc.</a>

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**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: February 7, 2019

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

Media Contact:  
Tracy Royal  
Vice President, Communications and Events  
(212) 720-3700

**FOOT LOCKER, INC. ANNOUNCES \$100M STRATEGIC INVESTMENT IN GOAT GROUP**

NEW YORK (Feb. 7, 2019) — Foot Locker, Inc. (NYSE: FL) (“Foot Locker”) announced today that it is making a \$100M strategic minority investment through its subsidiary in 1661, Inc., d/b/a GOAT, a managed marketplace for authentic sneakers operating the GOAT and Flight Club brands (“GOAT Group”).

Over time, Foot Locker and GOAT Group will combine efforts across digital and physical retail platforms to create exclusive customer experiences. The power of Foot Locker’s global footprint and GOAT Group’s digital capabilities will enable the two companies to provide an unmatched experience and elevate customer engagement across the entire sneaker industry. The investment is also expected to help accelerate GOAT Group’s global operations, expanding its omnichannel experience and innovative technologies.

“At Foot Locker we are constantly looking at new ways to elevate our customer experience and bring sneaker and youth culture to people around the world,” said Richard Johnson, Foot Locker, Inc.’s Chairman and Chief Executive Officer. “We are excited to leverage GOAT Group’s technology to further innovate the sneaker buying experience and utilize their best-in-class online marketplace to help meet the ever-growing global demand for the latest product. Together, Foot Locker and GOAT Group’s shared commitment to trust and authenticity in the sneaker industry will provide consumers with unparalleled experiences and diversified offerings.”

“In 2015, we pioneered the ship-to-verify model with a mission to bring a seamless and safe customer experience to the secondary sneaker market,” said Eddy Lu, co-founder and Chief Executive Officer of GOAT Group. “With over 3,000 retail locations, Foot Locker will support our primarily digital presence with physical access points worldwide, bringing more value to our community of buyers and sellers. Having Foot Locker as a strategic partner will also expand our business as we continue to scale our operations both domestically and internationally.”

Scott Martin, Foot Locker, Inc.’s Senior Vice President – Strategy and Store Development, will join GOAT Group’s Board of Directors. This announcement follows Foot Locker’s recent investments in innovative, digital-first companies including leading women’s luxury activewear brand Carbon38, tactical play and children’s lifestyle brand Super Heroic, and footwear design academy PENSOLE.

Foot Locker’s investment will bring the total raised by GOAT Group to \$197.6M since it was founded in 2015.

Foot Locker, Inc. 330 West 34<sup>th</sup> Street, New York, NY 10001

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**About Foot Locker, Inc.:**

Foot Locker, Inc. is a specialty athletic retailer that operates approximately 3,220 stores in 27 countries in North America, Europe, Asia, Australia, and New Zealand. Through its Foot Locker, Kids Foot Locker, Lady Foot Locker, Champs Sports, Footaction, Runners Point, Sidestep, and SIX:02 retail stores, as well as its direct-to-customer channels, including Eastbay.com, the Company is a leading provider of athletic footwear and apparel.

**About GOAT Group:**

GOAT Group is a managed marketplace for authentic sneakers. Its brands offer the greatest selection of sneakers available through company-operated retail stores, e-commerce sites and mobile apps under the GOAT and Flight Club brands. Through its innovative technology and service, GOAT Group has changed the landscape of sneaker commerce and has quickly become the world's most trusted source to discover, buy, and sell authentic sneakers.

Additional information may be found at <https://www.footlocker-inc.com>

GOAT Group Media Contact: [press@goat.com](mailto:press@goat.com)

GOAT Group Website: <https://www.goatgroup.com>