

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): **May 18, 2016**

Foot Locker, Inc.

(Exact Name of Registrant as Specified in its Charter)

New York

(State or other Jurisdiction
of Incorporation)

1-10299

(Commission File Number)

13-3513936

(I.R.S. 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 Address: 112 West 34th Street, New York, New York 10120

(Former name or former address, if changed from 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:

- 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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

At the annual shareholders' meeting of Foot Locker, Inc. (the "Company") held on May 18, 2016 (the "2016 Annual Meeting"), the Company's shareholders voted on the six proposals set forth below. For more information on the proposals, please see the 2016 Proxy Statement, the relevant portions of which are incorporated herein by reference. The final voting results are listed below.

Proposal 1. Shareholders elected six nominees to the Board of Directors (the "Board") of the Company for one-year terms expiring at the annual shareholders' meeting to be held in 2017:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Maxine Clark	105,382,430	249,421	11,330,757
Alan D. Feldman	103,558,371	2,073,480	11,330,757
Jarobin Gilbert, Jr.	103,650,455	1,981,396	11,330,757
Richard A. Johnson	105,068,945	562,906	11,330,757
Guillermo G. Marmol	105,397,080	234,771	11,330,757
Dona D. Young	102,774,496	2,857,355	11,330,757

Nicholas DiPaolo, Matthew M. McKenna, Steven Oakland, and Cheryl Nido Turpin, having previously been elected directors of the Company for terms continuing beyond the 2016 Annual Meeting, continue in office as directors.

Proposal 2. With respect to the proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2016 fiscal year, the votes were cast for the proposal as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
115,735,844	1,117,747	109,017	- 0 -

Proposal 3. With respect to the proposal to reapprove the performance goals under the Foot Locker Annual Incentive Compensation Plan, as Amended and Restated, the votes were cast for the proposal as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
102,558,421	2,869,374	204,056	11,330,757

Proposal 4. With respect to the proposal to approve the Foot Locker Long-Term Incentive Compensation Plan, as Amended and Restated, the votes were cast for the proposal as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
103,778,514	1,640,289	213,048	11,330,757

Proposal 5. With respect to the proposal to approve, on an advisory basis, the compensation of the Company's named executive officers, the votes were cast for the proposal as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
96,412,025	8,705,568	514,258	11,330,757

Proposal 6. With respect to the advisory vote regarding frequency of advisory vote on executive compensation, the votes were cast for the proposal as set forth below:

<u>Votes For 1 Year</u>	<u>Votes for 2 Years</u>	<u>Votes for 3 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
96,871,445	109,347	8,492,924	158,135	11,330,757

Item 8.01. Other Events.

On May 18, 2016, the Company issued a press release announcing the following:

At its meeting following the 2016 Annual Meeting, the Board elected Richard A. Johnson, its President and Chief Executive Officer, to the additional position of Chairman of the Board, effective immediately. Mr. Johnson succeeds Nicholas DiPaolo, who served as Non-Executive Chairman of the Board since 2015 and as independent lead director from 2012–15. Mr. DiPaolo will continue to serve as a director until the expiration of his term at the 2017 Annual Meeting.

In conjunction with this transition, the Board also elected Dona D. Young as its independent lead director, effective immediately. Mrs. Young previously spent nearly 30 years with The Phoenix Companies, Inc., retiring in 2009 as Chairman, President, and Chief Executive Officer. She has been a Director of Foot Locker, Inc. since 2001 and has been Chair of the Nominating and Corporate Governance Committee since 2010. Mrs. Young has served on the boards of several other public companies and has extensive corporate governance experience, including with regard to board succession planning, board composition, and executive leadership. She is a faculty member of the National Association of Corporate Directors (“NACD”) Board Advisory Services. She was a 2012 Advanced Leadership Fellow at Harvard University and an NACD Board Leadership Fellow in 2013. Mrs. Young was named to the NACD Directorship 100 for 2015.

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>
99.1	Press Release, dated May 18, 2016, issued by Foot Locker, Inc.

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: May 18, 2016

By: /s/ Sheilagh M. Clarke
Name: Sheilagh M. Clarke
Title: Senior Vice President,
General Counsel and Secretary

FOOT LOCKER, INC.

N E W S R E L E A S E

Contact: John A. Maurer
Vice President,
Treasurer and Investor Relations
Foot Locker, Inc.
(212) 720-4092

FOOT LOCKER, INC. ELECTS RICHARD A. JOHNSON TO ADDITIONAL POSITION OF CHAIRMAN OF THE BOARD AND ELECTS DONA D. YOUNG AS LEAD DIRECTOR

· Also declares quarterly dividend of \$0.275 per share

NEW YORK, New York, May 18, 2016 – Foot Locker, Inc. (NYSE: FL), the New York-based specialty athletic retailer, today announced that, following its Annual Meeting of Shareholders, the Board of Directors elected Richard A. Johnson, its President and Chief Executive Officer, to the additional position of Chairman of the Board, effective May 18, 2016. He succeeds Nicholas DiPaolo, who has served as Chairman of the Board for the past year. In conjunction with this transition, the Board of Directors also elected Dona D. Young as Lead Director.

Mr. DiPaolo will remain on the Board of Directors until the completion of his term in May, 2017. “Foot Locker is fortunate,” said Mr. DiPaolo, “to not only have an exceptional leader such as Dick Johnson to serve as Chairman of the Board in addition to his executive responsibilities, but also to have such a strong independent director as Dona Young to take on the very important role of Lead Director.”

Mr. Johnson stated “It is a tremendous privilege and honor for me that the Board of Directors has expressed its confidence by electing me to the additional position of Chairman of the Board. I join with the Board in expressing my appreciation to Nick DiPaolo for his leadership as Chairman over the last year, and as our Lead Director for several years prior to that. I look forward to his continued assistance and guidance over the next year, as well as to working with Dona Young in her new role as Lead Director, as we progress towards our 2020 objectives.”

Richard Johnson, age 58, has served as President and Chief Executive Officer of Foot Locker, Inc. since December 1, 2014. Prior to that, he served as Executive Vice President and Chief Operating Officer of the Company since May 2012. Mr. Johnson previously led all of the Company’s major businesses in the United States, International, and Direct-to-Customer. He is also currently a Director of H&R Block, Inc.

Dona Young, age 62, spent nearly 30 years with The Phoenix Companies, Inc., retiring in 2009 as Chairman, President, and Chief Executive Officer. She has been a Director of Foot Locker, Inc. since 2001 and has been Chair of the Nominating and Corporate Governance Committee since 2010. Mrs. Young has served on the boards of several other public companies and has extensive corporate governance experience, including with regard to board succession planning, board composition, and executive leadership. She is a faculty member of the National Association of Corporate Directors (“NACD”) Board Advisory Services. She was a 2012 Advanced Leadership Fellow at Harvard University and an NACD Board Leadership Fellow in 2013. Mrs. Young was named to the NACD Directorship 100 for 2015.

The Board of Directors also declared a quarterly cash dividend on the Company’s common stock of \$0.275 per share, which will be payable on July 29, 2016 to shareholders of record on July 15, 2016.

Foot Locker, Inc. is a specialty athletic retailer that, as of April 30, 2016, operated 3,396 stores in 23 countries in North America, Europe, Australia, and New Zealand. Through its Foot Locker, Footaction, Lady Foot Locker, Kids Foot Locker, Champs Sports, SIX:02, Runners Point, and Sidestep retail stores, as well as its direct-to-customer channels, including Eastbay.com, footlocker.com, and SIX02.com, the Company is a leading provider of athletic footwear and apparel.

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