

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

FOOT LOCKER, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- | | | |
|-----|---|-------|
| (1) | Title of each class of securities to which transaction applies: | _____ |
| (2) | Aggregate number of securities to which transaction applies: | _____ |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): | _____ |
| (4) | Proposed maximum aggregate value of transaction: | _____ |
| (5) | Total fee paid: | _____ |

- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- | | | |
|-----|---|-------|
| (1) | Amount Previously Paid: | _____ |
| (2) | Form, Schedule or Registration Statement No.: | _____ |
| (3) | Filing Party: | _____ |
| (4) | Date Filed: | _____ |
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***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 20, 2020.**

FOOT LOCKER, INC.

FOOT LOCKER, INC.

FOOT LOCKER, INC.
330 WEST 34TH STREET
NEW YORK, NY 10001

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 23, 2020
Date: May 20, 2020 **Time:** 9:00 A.M., Local Time
Location: NYC33
125 West 33rd Street
New York, NY 10001

Important Information Regarding Annual Meeting Attendance and Location.

We are monitoring the developments related to the impact of COVID-19 (Coronavirus) on a daily basis. We intend to hold our 2020 Annual Meeting in person. However, we are sensitive to the public health and travel concerns our shareholders may have and recommendations that public health officials may issue in light of the evolving COVID-19 pandemic. As a result, we may impose additional procedures or limitations on meeting attendees (beyond those described in the Proxy Statement) or may decide to hold our 2020 Annual Meeting in a different location or partly or solely by means of virtual communications, if permitted by applicable law. If we decide to modify the structure of our annual meeting, we will announce the decision to do so in advance, and details on how to participate will be issued by press release (which will be filed with the SEC) and available at footlocker.com/corp and proxyvote.com. Please retain the 16-digit control number as you will need this number should we determine to allow for virtual attendance and you elect to participate. If we hold the 2020 Annual Meeting virtually, all shareholders will be afforded the same rights they would have had at a physical meeting, and our current intention would be to then revert to a physical meeting in 2021. We also encourage all shareholders to continue to review guidance from public health authorities as the time for our annual meeting approaches.

**See the reverse side of this notice to obtain proxy
materials and voting instructions.**


Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT WITH FORM 10-K

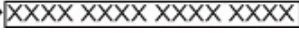
How to View Online:

Have the information that is printed in the box marked by the arrow →  (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- | | |
|------------------|--|
| 1) BY INTERNET: | www.proxyvote.com |
| 2) BY TELEPHONE: | 1-800-579-1639 |
| 3) BY E-MAIL*: | sendmaterial@proxyvote.com |

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow →  (located on the following page) in the subject line.


Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 6, 2020 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods



Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: Go to www.proxyvote.com or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow →  (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

A Proposals - The Board of Directors recommends a vote FOR EACH NOMINEE for Director in Proposal 1.

1. Election of Eleven Directors to Serve for One-Year Terms.

Nominees:

- 1a. Maxine Clark
- 1b. Alan D. Feldman
- 1c. Richard A. Johnson
- 1d. Guillermo G. Marmol
- 1e. Matthew M. McKenna
- 1f. Darlene Nicosia
- 1g. Steven Oakland
- 1h. Ulice Payne, Jr.
- 1i. Kimberly Underhill
- 1j. Tristan Walker
- 1k. Dona D. Young

The Board of Directors recommends a vote FOR Proposals 2 and 3.

2. Advisory Approval of the Company's Executive Compensation.
3. Ratification of the Appointment of Independent Registered Public Accounting Firm.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.