

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: | _____ |
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- 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.

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| (1) | Amount Previously Paid: | _____ |
| (2) | Form, Schedule or Registration Statement No.: | _____ |
| (3) | Filing Party: | _____ |
| (4) | Date Filed: | _____ |
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FOOT LOCKER, INC.

SUPPLEMENT TO DEFINITIVE PROXY STATEMENT FOR 2021 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD MAY 19, 2021

This supplement updates Foot Locker, Inc.'s (the "Company") definitive proxy statement (the "Proxy Statement") filed with the U.S. Securities and Exchange Commission on April 9, 2021, regarding the Company's 2021 Annual Meeting of Shareholders (the "Annual Meeting") to be held on May 19, 2021 at 9:00 a.m., Eastern Daylight Time, virtually at virtualshareholdermeeting.com/FL2021. Except as updated by this supplement, all information set forth in the Proxy Statement remains unchanged and should be considered in casting your vote.

The purpose of this supplement is to inform you that Kimberly Underhill, one of the directors on our Board of Directors who is standing for reelection at the Annual Meeting, has stepped down from her principal employment as President, North America Consumer of Kimberly-Clark Corporation, effective April 14, 2021, and has assumed an advisory role with Kimberly-Clark Corporation until her departure later this year.

If you have already submitted your proxy, you do not need to take any action unless you wish to change your vote. This supplement does not change the proposals to be acted upon at the Annual Meeting, which are described in the Proxy Statement.

By order of the Board of Directors

SHEILAGH M. CLARKE
Senior Vice President, General Counsel and Secretary
April 20, 2021

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