

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  S

Filed by a Party other than the Registrant  E

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):

S No fee required.

E 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:   | _____ |

E Fee paid previously with preliminary materials.

E 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 17, 2017.**

**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 20, 2017  
**Date:** May 17, 2017 **Time:** 9:00 A.M., Local Time  
**Location:** NYC33  
125 West 33rd Street  
New York, NY 10001

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com), scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

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

E19120-P88728

# 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 → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: [www.proxyvote.com](http://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](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto: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 → [XXXX XXXX XXXX XXXX] (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 3, 2017 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods



**SCAN TO**  
VIEW MATERIALS & VOTE



**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](http://www.proxyvote.com) or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (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. Jarobin Gilbert, Jr.
- 1d. Richard A. Johnson
- 1e. Guillermo G. Marmol
- 1f. Matthew M. McKenna
- 1g. Steven Oakland
- 1h. Ulice Payne, Jr.
- 1i. Cheryl Nido Turpin
- 1j. Kimberly Underhill
- 1k. Dona D. Young

The Board of Directors recommends a vote FOR Proposals 2, 3, 4, and 5.

- 2. Ratification of the Appointment of Independent Registered Public Accounting Firm.
- 3. Approval of an Amendment to the By-Laws to Adopt Majority Voting in Uncontested Elections of Directors.
- 4. Approval of an Amendment to the Foot Locker Annual Incentive Compensation Plan, as Amended and Restated.
- 5. Advisory Approval of the Company's Executive Compensation.

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

