

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 22, 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 10001
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 720-3700**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	FL	New York Stock Exchange

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

e. Amendment of Supplemental Executive Retirement Plan. On May 22, 2019, the Board of Directors (the “Board”) of Foot Locker, Inc. (the “Company”) approved an amendment to the Foot Locker Supplemental Executive Retirement Plan (the “SERP”). The named executive officers, as well as other officers and key employees of the Company, participate in this plan. As amended, participation in the SERP is frozen as of December 31, 2018, and any executive who was already a participant in the SERP shall not have a benefit credited to his or her account (other than interest) after December 31, 2022. A copy of Amendment Number Three to the SERP is attached hereto as Exhibit 10.1.

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

At the Company’s annual shareholders’ meeting held on May 22, 2019 (the “Annual Meeting”), shareholders voted on the three proposals set forth below. For more information on the proposals, please see the 2019 Proxy Statement, the relevant portions of which are incorporated herein by reference.

As of March 25, 2019, the Company’s record date for the Annual Meeting, there were a total of 112,310,616 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 95,655,249 shares of Common Stock were represented in person or by proxy and, therefore, a quorum was present.

1. With respect to the election of the ten nominees to the Board for one-year terms expiring at the annual shareholders’ meeting to be held in 2020, the votes were cast for the proposal as set forth below:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Maxine Clark	88,282,902	274,801	7,097,546
Alan D. Feldman	86,674,490	1,883,213	7,097,546
Richard A. Johnson	81,993,999	6,563,704	7,097,546
Guillermo G. Marmol	88,241,276	316,427	7,097,546
Matthew M. McKenna	85,582,548	2,975,155	7,097,546
Steven Oakland	85,727,783	2,829,920	7,097,546
Ulice Payne, Jr.	88,286,411	271,292	7,097,546
Cheryl Nido Turpin	86,642,859	1,914,844	7,097,546
Kimberly Underhill	87,842,371	715,332	7,097,546
Dona D. Young	84,291,507	4,266,196	7,097,546

Based on the votes set forth above, each of the ten nominees to the Board was duly elected.

2. 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>
79,746,449	7,840,100	971,154	7,097,546

Based on the votes set forth above, the compensation of the Company’s named executive officers was approved.

3. With respect to the proposal to ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2019 fiscal year, the votes were cast for the proposal as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
91,702,765	3,842,829	109,655

Based on the votes set forth above, the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2019 fiscal year was duly ratified.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No. Description

[10.1](#) [Amendment Number Three to the Foot Locker Supplemental Executive Retirement Plan](#)

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 28, 2019

By: /s/ Sheilagh M. Clarke

Name: Sheilagh M. Clarke

Title: Senior Vice President, General Counsel and Secretary

AMENDMENT NUMBER THREE

TO THE

FOOT LOCKER SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

WHEREAS, Foot Locker, Inc. (the “Company”) maintains the Foot Locker Supplemental Executive Retirement Plan, as amended and restated as of January 1, 2005 (the “Plan”);

WHEREAS, pursuant to Section 18(a) of the Plan, the Board of Directors of the Company may amend the Plan;

WHEREAS, the Company desires to amend the Plan to provide that an employee who was not a participant in the Plan as of December 31, 2018, shall not become eligible to become a participant or receive an award under the Plan;

WHEREAS, the Company desires to amend the Plan to provide that no participant under the Plan shall have a benefit credited to his or her account (other than interest) after December 31, 2022; and

WHEREAS, the Company desires to amend the Plan to provide, effective as of January 1, 2023, a participant’s account under the Plan shall accrue interest at an annual rate equal to one hundred twenty percent (120%) of the long-term applicable federal rate determined in accordance with Section 1274(d) of the Code, as published by the Internal Revenue Service as of the December of the prior Plan Year.

NOW, THEREFORE, the Plan is hereby amended, effective as of January 1, 2019, as follows:

1. Section 1 of the Plan is hereby amended to add the following language to the end thereof:

Effective as of January 1, 2019, an Employee who was not a Participant in the Plan on December 31, 2018 shall not become eligible to become a Participant under the Plan. Effective as of December 31, 2022, all Participants shall cease to be eligible to receive Awards under the Plan (however, interest credit shall continue to accrue as provided herein).

2. Section 3 of the Plan is hereby amended to add the following language to the end thereof:

Notwithstanding anything herein to the contrary, effective as of January 1, 2019, no Employee who was not a Participant in the Plan on December 31, 2018, shall become a Participant in the Plan or become eligible to receive an Award. Effective as of January 1, 2019, an Employee who is rehired on or after such date shall not be eligible to become a Participant in the Plan and any such rehired Employee who previously became a Participant in the Plan shall not receive any Awards on or after the date of rehire, regardless of any prior Plan eligibility or participation. Effective as of December 31, 2022, all Participants shall cease to be eligible to receive Awards under the Plan.

3. Section 5 of the Plan is hereby deleted in its entirety and replaced with the following language:

The Award credited on a Participant's behalf, calculated in accordance with Section 4 hereof, shall be credited to the Participant's Account. Notwithstanding anything herein to the contrary, effective as of December 31, 2022, all Participants shall cease to be eligible to receive Awards under the Plan and shall cease to have his or her Account credited with respect to any Award (however, interest credit shall continue to accrue as provided herein).

Prior to January 1, 2023, a Participant's Account shall accrue simple interest at a rate of six percent (6%) per annum. On or after January 1, 2023, a Participant's Account shall accrue simple interest per annum at a rate of one hundred twenty percent (120%) of the long-term applicable federal rate determined in accordance with Section 1274(d) of the Code, as published by the Internal Revenue Service as of the December of the prior Plan Year.

IN WITNESS WHEREOF, the Company has caused this amendment to be executed this 22nd day of May, 2019.

FOOT LOCKER, INC.

By: /s/ Elizabeth Norberg

Title: Senior Vice President and
Chief Human Resources Officer