

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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FOOT LOCKER, INC.

330 WEST 34TH STREET
NEW YORK, NEW YORK 10001

Your Vote Counts!

FOOT LOCKER, INC.

2023 Annual Meeting
Vote by May 16, 2023
11:59 PM ET



You invested in FOOT LOCKER, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 17, 2023.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report with Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 3, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 17, 2023
9:00 A.M., local time

Virtually at:
www.virtualshareholdermeeting.com/FL2023

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Elect Ten Directors to the Board to Serve for One-Year Terms. Nominees:	
1a. Mary N. Dillon	✓ For
1b. Virginia C. Drosos	✓ For
1c. Alan D. Feldman	✓ For
1d. Guillermo G. Marmol	✓ For
1e. Darlene Nicosia	✓ For
1f. Steven Oakland	✓ For
1g. Ulice Payne, Jr.	✓ For
1h. Kimberly Underhill	✓ For
1i. Tristan Walker	✓ For
1j. Dona D. Young	✓ For
2. Vote, on an Advisory Basis, to Approve the Company's Named Executive Officers' Compensation.	✓ For
3. Approve the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated.	✓ For
4. Approve the 2023 Foot Locker Employee Stock Purchase Plan.	✓ For
5. Ratify the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the 2023 Fiscal Year.	✓ For

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

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery."