

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): **November 29, 2022**

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**

(Former name or former address, if changed since last report.)

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.

Foot Locker, Inc. (the “Company”) issued a press release on November 29, 2022 announcing that it made certain leadership changes to support growth and enhance operational efficiency. Specifically, the Company:

(1) Appointed Franklin R. Bracken, a named executive officer, as Executive Vice President and Chief Commercial Officer, effective December 1, 2022. Mr. Bracken has served as Executive Vice President and Chief Operating Officer since November 2021.

(2) Appointed Elliott D. Rodgers, age 47, as Executive Vice President and Chief Operations Officer, effective December 1, 2022. Mr. Rodgers has served as Chief People Officer of project 44 since October 2021. Previously, Mr. Rodgers served as Chief Information Officer of Ulta Beauty, Inc. (“Ulta”) from September 2020 through October 2021, Chief Supply Chain Officer of Ulta from April 2019 through September 2020, Senior Vice President, Supply Chain of Ulta from March 2017 through March 2019, Vice President, Supply Chain Strategy and Operations of Ulta from February 2016 through February 2017, and Vice President, Supply Chain Strategy of Ulta from November 2013 through January 2016. Mr. Rodgers serves on the Board of Directors of Levi Strauss & Co. and After School Matters, a non-profit organization. Mr. Rodgers has no family relationship with any of the Company’s directors or executive officers. Mr. Rodgers has no direct or indirect material interest in any related party transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In addition, Andrew E. Page, a named executive officer, will cease to serve as Executive Vice President and Chief Financial Officer on or about the time of the Company’s release of its fourth quarter 2022 earnings results. Mr. Page will continue to serve as Chief Financial Officer while the Company conducts a comprehensive search, with the assistance of a leading executive recruiting firm, to identify his successor. Mr. Page’s forthcoming departure from the Company is not related to any disagreement with the Company on any matter relating to its operations, policies, or practices.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release on November 29, 2022, announcing certain leadership changes described in Item 5.02. A copy of the press release is furnished as Exhibit 99.1 and incorporated herein by reference.

The information contained in Item 7.01 of this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly provided by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 29, 2022, issued by Foot Locker, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: November 29, 2022

By: /s/ Sheilagh M. Clarke
Name: Sheilagh M. Clarke
Title: Executive Vice President,
General Counsel and Secretary

FOOT LOCKER, INC.

N E W S R E L E A S E

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FOOT LOCKER, INC. ANNOUNCES LEADERSHIP TEAM CHANGES**Frank Bracken Named Chief Commercial Officer;
Elliott Rodgers Joins Company as Chief Operations Officer****Andrew Page to Step Down as Chief Financial Officer Following Fourth Quarter Earnings Report;
Company Commences Search for Successor**

NEW YORK, NY, November 29, 2022 – Foot Locker, Inc. (NYSE: FL) (“Foot Locker” or the “Company”), the New York-based specialty athletic retailer, today announced leadership team appointments to support growth and enhance operational efficiency, as well as a planned transition of the Company’s Chief Financial Officer. The Company’s leadership changes are as follows:

- Frank Bracken has been named Executive Vice President and Chief Commercial Officer, effective December 1, 2022, and will continue leading Foot Locker’s global retail banners, merchandising, and marketing, as well as digital, loyalty, and e-commerce. Mr. Bracken is a critical enterprise leader who has held multiple leadership roles in his more than 12 years at Foot Locker. Notably, he has been instrumental in developing and executing the Company’s strategy to drive the elevation and expansion of the Company’s core banners – Foot Locker, Kids Foot Locker, Champs and, most recently, WSS and atmos.
- Elliott Rodgers joins the Company as Executive Vice President and Chief Operations Officer, effective December 1, 2022, and will oversee supply chain, information technology, and procurement. Mr. Rodgers brings to Foot Locker over 20 years of leadership experience in operations planning, supply chain, logistics, information technology, and enterprise data and analytics. He was previously an executive at Ulta Beauty, Inc. for eight years, serving as Chief Supply Chain Officer, Chief Information Officer, and Senior Vice President, Supply Chain.
- Andrew Page will transition out of his role of Chief Financial Officer following the Company’s fourth quarter 2022 earnings report to pursue other opportunities. Foot Locker is initiating a comprehensive search, with the assistance of a leading executive recruiting firm, to identify his successor.
- Rosalind Reeves, Vice President, Talent, Diversity and Organization Capability, has been promoted to Executive Vice President and Chief Human Resources Officer, effective December 1, 2022. Ms. Reeves brings to the role more than 25 years of experience in human resources and deep expertise in talent acquisition and talent management; Diversity, Equity, and Inclusion programs; employee engagement, learning and development; and benefits. Ms. Reeves succeeds Elizabeth Norberg, who will step down as Chief Human Resources Officer, effective December 1, 2022, and will remain with the Company for a transition period.

- Robert Higginbotham, Vice President, Investor Relations, has been promoted to Senior Vice President, Investor Relations and Financial Planning and Analysis, effective December 1, 2022. In his expanded role, Mr. Higginbotham will have direct responsibility for the Financial Planning and Analysis team, in addition to Investor Relations. Mr. Higginbotham previously spent nearly 20 years on Wall Street as an equity research analyst and portfolio manager focused on the retail, footwear, and apparel sectors and has significant financial and analytical experience.

“Separating our commercial activities from our supply chain and IT functions will better position Foot Locker to support growth and enhance operating efficiency as we invest in unleashing the power of our leading retail banners by simplifying our operations and expanding our omnichannel, loyalty, and digital capabilities,” said Mary N. Dillon, Foot Locker’s President and Chief Executive Officer. “Frank has done an outstanding job overseeing growth initiatives across Foot Locker’s banners, operating divisions, and geographies, and I am pleased he will continue leading these efforts. In addition, Elliott’s track record of execution in supply chain, logistics, ecommerce fulfillment, and IT make him an ideal addition to Foot Locker’s team. I am thrilled to partner with both Frank and Elliott – and the rest of our executive team – as we continue advancing Foot Locker’s strategic priorities and creating value for our shareholders, customers, and other stakeholders.”

Ms. Dillon added, “On behalf of everyone at Foot Locker, I want to thank both Andrew and Elizabeth for their significant contributions to our company and wish them well in their next chapters. Andrew has played an important role in helping to advance our strategy and we appreciate being able to continue to benefit from his expertise and leadership of our finance function until the Company releases its fourth quarter 2022 earnings report to ensure a smooth and orderly succession. Elizabeth has also made valuable contributions to the growth of Foot Locker and has been instrumental in building on the Company’s diverse and inclusive culture, attracting top talent, and empowering our team members to perform to their fullest potential. I am pleased to be able to recognize Rosalind’s and Rob’s efforts with their promotions, and I look forward to working more closely with them as they take on expanded responsibilities in their respective new roles.”

About Elliott Rodgers

Elliott Rodgers has over 20 years of executive experience in cross-functional leadership positions in supply chain, logistics, operations, transportation, information technology, omnichannel, and ecommerce fulfillment. He most recently served as Chief People Officer at project44, a leading supply chain visibility technology platform, where he led several operational initiatives related to new market launches and personnel management. Prior to that, Elliott was an executive at Ulta Beauty, Inc. for eight years, serving as Chief Information Officer, Chief Supply Chain Officer, and Senior Vice President, Supply Chain. In these roles, Elliott was responsible for retail distribution, transportation, supplier performance improvement, ecommerce fulfillment, and fulfillment innovation, among other functions. Earlier in his career, he held operations-focused leadership positions at Target, Caesars Entertainment, and Citigroup. Elliott currently serves on the Board of Directors of Levi Strauss & Co. and After School Matters, a non-profit organization serving Chicago teens. He received his MBA from Harvard Business School and B.S. in Political Science from the United States Military Academy at West Point.

About Foot Locker, Inc.

Foot Locker, Inc. leads the celebration of sneaker and youth culture around the globe through a portfolio of brands, including Foot Locker, Kids Foot Locker, Champs Sports, atmos, WSS, and Sidestep. With approximately 2,800 retail stores in 28 countries across North America, Europe, Asia, Australia, and New Zealand, as well as websites and mobile apps, the Company's purpose is to inspire and empower youth culture around the world by fueling a shared passion for self-expression and creating unrivaled experiences at the heart of the global sneaker community. Foot Locker, Inc. has its corporate headquarters in New York. For additional information please visit footlocker-inc.com.

Disclosure Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. Other than statements of historical facts, all statements which address activities, events, or developments that the Company anticipates will or may occur in the future, including, but not limited to, such things as future capital expenditures, expansion, strategic plans, financial objectives, dividend payments, stock repurchases, growth of the Company's business and operations, including future cash flows, revenues, and earnings, and other such matters, are forward-looking statements. These forward-looking statements are based on many assumptions and factors, which are detailed in the Company's filings with the U.S. Securities and Exchange Commission.

These forward-looking statements are based largely on our expectations and judgments and are subject to a number of risks and uncertainties, many of which are unforeseeable and beyond our control. For additional discussion regarding risks and uncertainties that may affect forward-looking statements, see "Risk Factors" disclosed in the Company's Annual Report on Form 10-K for the year ended January 29, 2022 filed on March 24, 2022. Any changes in such assumptions or factors could produce significantly different results. The Company undertakes no obligation to update the forward-looking statements, whether as a result of new information, future events, or otherwise.

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