

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Nicosia Darlene</u> (Last) (First) (Middle) <u>C/O FOOT LOCKER, INC.,</u> <u>330 WEST 34TH STREET</u> (Street) <u>NEW YORK NY 10001</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FOOT LOCKER, INC. [FL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/08/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	09/08/2025		D		21,230.471	D	(2)	12,838	D	
Common Stock	09/08/2025		D		3,551	D	(3)	9,287	D	
Common Stock	09/08/2025		D		9,287	D	(4)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- On September 8, 2025, pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement"), dated May 15, 2025, by and among DICK'S Sporting Goods, Inc., a Delaware corporation ("Parent"), RJS Sub LLC, a New York limited liability company and a wholly owned direct Subsidiary of Parent ("Merger Sub"), and the Issuer, the Issuer became a wholly owned subsidiary of Parent (the "Merger").
- At the effective time of the Merger (the "Effective Time"), pursuant to the Merger Agreement, each Issuer deferred stock unit ("DSU") that is outstanding as of immediately prior to the Effective Time was cancelled and converted into the right to receive \$24.00 in respect of each share of Issuer common stock subject to such Issuer DSU.
- At the Effective Time, each time-based restricted stock unit ("RSU") of the Issuer held by a non-employee director of the Issuer that is outstanding as of immediately prior to the Effective Time, whether or not vested, was cancelled and converted into the right to receive, without interest, an amount in cash equal to (i) the number of shares of Issuer common stock subject to such Issuer RSU as of immediately prior to the Effective Time multiplied by (ii) \$24.00.
- At the Effective Time, pursuant to the Merger Agreement and subject to certain exceptions, each share of Issuer common stock issued and outstanding immediately prior to the Effective Time was converted into the right to receive, without interest and at the holder's election, either (i) an amount in cash equal to \$24.00 or (ii) 0.1168 shares of Parent common stock (except that any fractional shares were instead replaced by the right to receive a corresponding cash amount).

/s/ Erin Conway, Attorney-in-Fact for Darlene Nicosia 09/08/2025

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.