

FOOT LOCKER INC  
Form 8-K  
August 17, 2012

**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): August 17, 2012

**Foot Locker, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**New York**  
(State or other Jurisdiction  
of Incorporation)

**1-10299**  
(Commission File Number)

**13-3513936**  
(I.R.S. Employer  
Identification No.)

**112 West 34<sup>th</sup> Street, New York, New York**  
(Address of Principal Executive Offices)  
Registrant's telephone number, including area code: **212-720-3700**

**10120**  
(Zip Code)

**Former Name/Address**  
(Former name or former address, if changed from 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))
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**Item 2.02. Results of Operation and Financial Condition**

On August 17, 2012, Foot Locker, Inc. issued a press release announcing its operating results for the second quarter of 2012. The press release includes a non-GAAP financial measure of second quarter net income excluding a tax benefit of \$1 million, or \$0.01 per diluted share, to reflect the partial repeal of the last two stages of a Canadian provincial tax rate change. The Company provides non-GAAP information to assist investors with the comparison of the Company's results period over period. The non-GAAP financial measure is provided in addition to, and not as an alternative to, the Company's reported results prepared in accordance with GAAP. A reconciliation to GAAP is provided below:

| (in millions)          | Thirteen weeks ended |                  | Twenty-six weeks ended |                  |
|------------------------|----------------------|------------------|------------------------|------------------|
|                        | July 28,<br>2012     | July 30,<br>2011 | July 28,<br>2012       | July 30,<br>2011 |
| Net income             | \$ 59                | \$ 37            | \$ 187                 | \$ 131           |
| Diluted EPS            | \$ 0.39              | \$ 0.24          | \$ 1.21                | \$ 0.84          |
| Net income (non-GAAP)  | \$ 58                | \$ 37            | \$ 186                 | \$ 131           |
| Diluted EPS (non-GAAP) | \$ 0.38              | \$ 0.24          | \$ 1.20                | \$ 0.84          |

A copy of the press release is furnished as Exhibit 99.1, which, in its entirety, is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

99.1 Press Release of Foot Locker, Inc. dated August 17, 2012 reporting operating results for the second quarter of 2012.

**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.**  
(Registrant)

Date: August 17, 2012

By: /s/ Lauren B.  
Peters

*Executive Vice President and  
Chief Financial Officer*