

FOOT LOCKER INC  
Form 8-K  
May 24, 2013  
**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 24, 2013

**Foot Locker, Inc.**

(Exact Name of Registrant as Specified in its Charter)

<b>New York</b>	<b>1-10299</b>	<b>13-3513936</b>
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

<b>112 West 34<sup>th</sup> Street, New York, New York</b>	<b>10120</b>
(Address of Principal Executive Offices)	(Zip Code)

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

**Former Name/Address**  
(Former name or former address, if changed from last report)

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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))

**Item 2.02. Results of Operation and Financial Condition**

On May 24, 2013, Foot Locker, Inc. issued a press release announcing its operating results for the first quarter of 2013. The release also includes a non-GAAP financial result of first quarter net income excluding \$1 million in transaction costs related to the pending acquisition of Runners Point Group, which the Company previously announced. The Company believes this non-GAAP financial result provides useful information to investors because it allows for a more direct comparison of the Company's performance for the first quarter 2013 to the Company's performance in the comparable prior-year period. The non-GAAP financial result 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 in the Condensed Consolidated Statements of Operations.

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 May 24, 2013 reporting operating results for the first quarter of 2013.

**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: May 24, 2013 By: /s/ Lauren B. Peters  
*Executive Vice  
President and  
Chief Financial  
Officer*