

FOOT LOCKER INC  
Form 8-K  
August 22, 2014  
**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 22, 2014

**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<br>of Incorporation) | (Commission File Number) | (I.R.S.<br>Employer<br>Identification<br>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 August 22, 2014, Foot Locker, Inc. (the “Company”) issued a press release announcing its operating results for the second quarter of 2014. The release includes a non-GAAP financial result of second quarter net income excluding a \$2 million charge related to the impairment of the CCS trade name, resulting from the previously announced transition of the Company’s skate business from CCS to the Company’s Eastbay brand. 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 second quarter 2014 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 August 22, 2014 reporting operating results for the second quarter of 2014.

**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 22, 2014 By: /s/ Lauren B. Peters

*Executive Vice  
President and*

*Chief Financial  
Officer*