

FOOT LOCKER, INC.
Form DEFA14A
April 07, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant S

Filed by a Party other than the Registrant £

Check the appropriate box:

£ Preliminary Proxy Statement

£ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

£ Definitive Proxy Statement

S Definitive Additional Materials

£ Soliciting Material Pursuant to §240.14a-12

FOOT LOCKER, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

S No fee required.

£ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

£ Fee paid previously with preliminary materials.

£ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right to Vote* *****

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 17, 2017.

FOOT LOCKER, INC.

FOOT LOCKER, INC.

330 WEST 34TH STREET

NEW YORK, NY 10001

Meeting Information

Meeting Type:

Annual

Meeting

For holders as

of: March

20, 2017

Date: May 17, 2017 **Time:** 9:00 A.M., Local Time

Location: NYC33

125 West 33rd Street

New York, NY 10001

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT WITH FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before May 3, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

SCAN TO

VIEW MATERIALS & VOTE

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the

instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

Proposals - The Board of Directors recommends a
A vote FOR EACH NOMINEE for Director in Proposal
1.

The Board of Directors recommends a vote FOR Proposals
2, 3, 4, and 5.

1. Election of Eleven Directors to Serve for One-Year
Terms.

2. Ratification of the Appointment of Independent
Registered Public Accounting Firm.

Nominees:

1a. Maxine Clark

1b. Alan D. Feldman

1c. Jarobin Gilbert, Jr.

1d. Richard A. Johnson

1e. Guillermo G. Marmol

1f. Matthew M. McKenna

1g. Steven Oakland

1h. Ulice Payne, Jr.

1i. Cheryl Nido Turpin

1j. Kimberly Underhill

1k. Dona D. Young

3. Approval of an Amendment to the By-Laws to Adopt
Majority Voting in Uncontested Elections of Directors.

4. Approval of an Amendment to the Foot Locker Annual
Incentive Compensation Plan, as Amended and Restated.

5. Advisory Approval of the Company's Executive
Compensation.

NOTE: Such other business as may properly come before
the meeting or any adjournment thereof.

