

FOOT LOCKER INC  
Form 8-K  
March 06, 2015  
**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): **March 6, 2015**

**Foot Locker, Inc.**

(Exact Name of Registrant as Specified in Charter)

<b>New York</b>	<b>1-10299</b>	<b>13-3513936</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS 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 or Former Address, if Changed Since 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 (*see* General Instruction A.2. below):

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 Operations and Financial Condition.**

On March 6, 2015, Foot Locker, Inc. (the “Company”) issued a press release announcing its operating results for the fourth quarter and full-year 2014. The press release includes a non-GAAP financial measure of fourth quarter and full-year 2014 net income excluding the after-tax integration and transaction costs associated with the acquisition of Runners Point Group, the write-down of a trademark and the impairment of certain other trademarks, and a gain on the sale of a property. The release also includes a non-GAAP financial measure of fourth quarter and full-year 2013 net income excluding the after-tax integration and transaction costs associated with the acquisition of Runners Point Group, costs associated with the closing of the CCS retail stores, and a tax benefit resulting from the conclusion of a foreign tax audit which enabled a reduction in tax reserves established in prior periods. The Company believes these non-GAAP financial measures provide useful information to investors because they allow for a more direct comparison of the Company’s performance for the fourth quarter and full-year 2014 to the Company’s performance in the comparable prior-year periods. The non-GAAP financial measures are 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 attached to the press release. A copy of the press release is furnished as Exhibit 99.1, which, in its entirety, is incorporated herein by reference.

The Company is hosting a conference call on March 6, 2015 to discuss its fourth quarter and full-year 2014 financial results, provide its current outlook for 2015, comment on the status of its current initiatives, and discuss trends in its business and the athletic industry. A non-GAAP to GAAP reconciliation schedule for the non-GAAP measures referred to in the Company’s prepared conference call remarks is attached as Exhibit 99.2. The Company believes these non-GAAP financial measures provide useful information to investors in evaluating the Company’s performance relative to its long-term financial objectives and allows for a more direct comparison of the Company’s performance for 2014 as compared with prior years.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>No.</u>	Description
99.1	Press Release of Foot Locker, Inc. dated March 6, 2015 reporting operating results for the fourth quarter and full-year 2014
99.2	Reconciliation of Non-GAAP Measures

**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.**

Date: March 6, 2015 By: /s/ Lauren B. Peters

Name: Lauren B. Peters

Title: Executive Vice President and  
Chief Financial Officer