

FOOT LOCKER INC  
Form 8-K  
February 26, 2016  
**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): **February 26, 2016**

**Foot Locker, Inc.**

(Exact Name of Registrant as Specified in Charter)

**New York**                      **1-10299**              **13-3513936**  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)              File Number) Identification No.)

**112 West 34th Street, New York, New York 10120**  
(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 February 26, 2016, Foot Locker, Inc. (the “Company”) issued a press release announcing its financial and operating results for the fourth quarter and full-year 2015. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The press release includes non-GAAP financial measures of fourth quarter and full-year 2015 net income excluding the impairment of certain Runners Point Group assets, and a charge related to pension litigation. The press release also includes non-GAAP financial measures of fourth quarter and full-year 2014 net income excluding integration costs associated with Runners Point Group, the impairment of certain trade names, and a gain on the sale of a property.

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 2015 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 GAAP to non-GAAP reconciliation of these measures is provided in the Condensed Consolidated Statements of Operations, which is part of 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 February 26, 2016 to discuss its fourth quarter and full-year 2015 financial results, provide its current outlook for 2016, comment on the status of its current initiatives, and discuss trends in its business and the athletic industry. A GAAP to non-GAAP reconciliation schedule for all of the non-GAAP measures referred to in the Company’s prepared conference call remarks is attached as Exhibit 99.2.

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

(d) *Exhibits.*

Exhibit No. Description

99.1 Press Release, dated February 26, 2016, issued by Foot Locker, Inc.

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: February 26, 2016 By: /s/ Lauren  
B. Peters  
Name: Lauren B.  
Peters  
Executive  
Title: Vice  
President  
and  
Chief  
Financial  
Officer