

FOOT LOCKER INC  
Form 8-K  
September 30, 2008

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

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**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): September 29, 2008

**Foot Locker, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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| <b>New York</b><br>(State or other Jurisdiction<br>of Incorporation) | <b>1-10299</b><br>(Commission File Number) | <b>13-3513936</b><br>(I.R.S. Employer<br>Identification No.) |
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| <b>112 West 34<sup>th</sup> Street, New York, New York</b><br>(Address of Principal Executive Offices) | <b>10120</b><br>(Zip Code) |
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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))
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**Item 1.01. Entry into a Material Definitive Agreement**

On September 29, 2008, Foot Locker, Inc. (the "Company") entered into an amendment (the "Amendment") of its Sixth Amended and Restated Credit Agreement dated as of May 16, 2008, to permit the Company's acquisition from dELiA\*s, Inc. of its direct-to-consumers business, CCS, for a cash purchase price of \$102 million, subject to customary post-closing adjustments related to inventory.

A copy of the Amendment is filed as Exhibit 10.1 to this report, and the description of the amendment herein is qualified in its entirety by reference to the Amendment.

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

(c) Exhibits

10.1 Amendment No. 1 to Credit Agreement.

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**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: September 29, 2008

By: /s/ Robert W. McHugh  
*Senior Vice President and Chief Financial Officer*

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