

FOOT LOCKER INC  
Form 8-K  
March 08, 2013  
**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 8, 2013

**Foot Locker, Inc.**

(Exact Name of Registrant as Specified in its Charter)

|   |                          |   |
|---|--------------------------|---|
| New York  | 1-10299                  | 13-3513936                                    |
| (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)

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 March 8, 2013, Foot Locker, Inc. (the “Company”) issued a press release announcing its operating results for the fourth quarter and full-year 2012. The press release includes a non-GAAP financial measure of fourth quarter and full-year 2012 net income before the write-down of certain tangible and intangible assets related to its CCS business, one-time tax benefits in 2012, and the results from the 53<sup>rd</sup> week included in the 2012 fiscal year. The release also includes a non-GAAP financial measure of fourth quarter and full-year 2011 net income before the write-down of certain intangible assets. 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 2012 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. 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 8, 2013 to discuss its fourth quarter and full-year 2012 financial results, provide its current outlook for 2013, 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 2012 as compared with prior years.

**Item 9.01. Financial Statements and Exhibits**

(c)

Exhibits

99.1 Press Release of Foot Locker, Inc. dated March 8, 2013 reporting operating results for the fourth quarter and full-year 2012

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.**  
(Registrant)

Date: March 8, 2013 By: /s/ Lauren B. Peters  
*Executive Vice President and  
Chief Financial Officer*