

FOOT LOCKER INC
Form DEFA14A
April 22, 2014

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

SCHEDULE 14A

**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)(4) 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:

SCAN TO

VIEW MATERIALS & VOTE

FOOT LOCKER, INC.

ANNUAL MEETING FOR HOLDERS AS OF 3/24/14

TO BE HELD ON 5/21/14

Your vote is important. Thank you for voting.

Read the Proxy Statement and have the voting instruction form below at hand. Please note that the telephone and Internet voting turns off at 11:59 pm ET the night before the meeting or cutoff date.

To vote by Internet

- 1) Go to website www.proxyvote.com, or scan the QR Barcode above.

To vote by Telephone

- 1) Call 1-800-454-8683.

To vote by Mail

- 1) Check the appropriate boxes on the voting instruction form below.
- 2) Sign and date the voting instruction form.
- 3) Return the voting instruction form in the envelope provided.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: M72356-P45751

Important Notice
Regarding the
Availability of Proxy
Materials for the
Shareholder Meeting.
The following
materials are available
at
www.proxyvote.com:
Notice and Proxy
Statement and Annual
Report with Form
10-K

**The Board of
Directors
recommends
you vote
FOR the
following
proposals:**

Election of Four
Directors to Serve
1. for Three-Year
Terms.

Nominees: For Withhold

1a. Nicholas
DiPaolo £ £

1b. Matthew
M. £ £
McKenna

1c. Steven
Oakland £ £

1d. Cheryl
Nido £ £
Turpin

PLEASE "X" HERE
 ONLY IF YOU PLAN
 TO ATTEND THE
 MEETING AND VOTE
 THESE SHARES IN
 PERSON

£

For Against Abstain

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

3. Approval of an
 Amendment to
 the Certificate
 of
 Incorporation. £ £ £

4. Approval of the
 Second
 Amendment
 and
 Restatement of
 the Foot
 Locker 2007
 Stock Incentive
 Plan. £ £ £

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

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

Signature [PLEASE SIGN WITHIN BOX] Date