

# FOOT LOCKER, INC.

2013 ANNUAL REPORT

BUILDING ON OUR STRENGTHS



# FOOT LOCKER, INC.

## ABOUT THE COMPANY

Foot Locker, Inc. (NYSE: FL) is a leading global retailer of athletically inspired shoes and apparel. Headquartered in New York City, the Company operates 3,473 athletic retail stores in 23 countries in North America, Europe, Australia, and New Zealand under the brand names Foot Locker, Kids Foot Locker, Footaction, Lady Foot Locker, SIX:02, Runners Point, Sidestep and Champs Sports. In addition, our franchise partners operate 73 stores in 9 countries, bringing the total store count to 3,546 in 30 countries.

The Company also operates a direct-to-customers business offering athletic footwear, apparel, and equipment through its internet, mobile, and catalog channels. In addition to websites for each of the store banners, such as footlocker.com, the direct-to-customer business includes Eastbay, a leading destination for the serious athlete, and CCS, a leading destination for the board-inspired lifestyle enthusiast.

## FINANCIAL HIGHLIGHTS\*

	2009	2010	2011	2012	2013
Sales**	\$ 4,854	\$ 5,049	\$ 5,623	\$ 6,101	\$ 6,505
Sales per Gross Square Foot	\$ 333	\$ 360	\$ 406	\$ 443	\$ 460
Adjusted Financial Results:					
Earnings Before Interest and Taxes**	\$ 138	\$ 274	\$ 446	\$ 602	\$ 676
EBIT Margin	2.8%	5.4%	7.9%	9.9%	10.4%
Net Income**	\$ 85	\$ 173	\$ 281	\$ 380	\$ 432
Net Income Margin	1.8%	3.4%	5.0%	6.2%	6.6%
Diluted EPS	\$ 0.54	\$ 1.10	\$ 1.82	\$ 2.47	\$ 2.87
Return on Invested Capital	5.3%	8.3%	11.8%	14.2%	14.1%
Cash, Cash Equivalents and Short-Term Investment Position, Net of Debt**	\$ 451	\$ 559	\$ 716	\$ 795	\$ 728

\* Results in this table and throughout pages 1 through 15 refer to non-GAAP, adjusted figures.

See pages 16-18 of Form 10-K for the reconciliation of GAAP to non-GAAP adjusted results.

\*\* In Millions

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This report contains forward-looking statements within the meaning of the federal securities laws. Other than statements of historical facts, all statements which address activities, events, or developments that the Company anticipates will or may occur in the future, including, but not limited to, such things as future capital expenditures, expansion, strategic plans, financial objectives, dividend payments, stock repurchases, growth of the Company's business and operations, including future cash flows, revenues, and earnings, and other such matters, are forward-looking statements. These forward-looking statements are based on many assumptions and factors which are detailed in the Company's filings with the Securities and Exchange Commission, including the effects of currency fluctuations, customer demand, fashion trends, competitive market forces, uncertainties related to the effect of competitive products and pricing, customer acceptance of the Company's merchandise mix and retail locations, the Company's reliance on a few key vendors for a majority of its merchandise purchases (including a significant portion from one key vendor), pandemics and similar major health concerns, unseasonable weather, deterioration of global financial markets, economic conditions worldwide, deterioration of business and economic conditions, any changes in business, political and economic conditions due to the threat of future terrorist activities in the United States or in other parts of the world and related U.S. military action overseas, the ability of the Company to execute its business and strategic plans effectively with regard to each of its business units, and risks associated with global product sourcing, including political instability, changes in import regulations, and disruptions to transportation services and distribution. For additional discussion on risks and uncertainties that may affect forward-looking statements, see "Risk Factors" disclosed in the 2013 Annual Report on Form 10-K. Any changes in such assumptions or factors could produce significantly different results. The Company undertakes no obligation to update forward-looking statements, whether as a result of new information, future events, or otherwise.



**Foot Locker.**



footlocker.com

ATHLETIC CONNOISSEUR "SNEAKER CENTRAL"

**Lady Foot Locker.**



ladyfootlocker.com

ACTIVE WOMEN "THE PLACE FOR HER"

**kids** Foot Locker.



kidsfootlocker.com

KIDS PLAY FOR SPORT "WHERE KIDS COME FIRST"

**FOOTACTION** 



footaction.com

STYLE ENTHUSIAST "HEAD-TO-TOE SPORT-INSPIRED STYLE"

**CHAMPS**  
SPORTS  
WE KNOW GAME.



champssports.com

THE HIGH SCHOOL ATHLETE "WE KNOW GAME"

**Eastbay**



eastbay.com

ELITE VARSITY ATHLETE "PREPARE TO WIN"

**(CCS)**



ccs.com

BOARD INSPIRED LIFESTYLE ENTHUSIAST

**RUNNERS**  
POINT



runnerspoint.com

RUNNING ENTHUSIAST



**SIDESTEP**



sidestep-shoes.com

SNEAKER LIFESTYLE

# FOOT LOCKER, INC.

## OUR VISION

To be the leading global retailer of athletically inspired shoes and apparel.

### CORE VALUES

**INTEGRITY**  
act honestly,  
ethically  
and honorably

**LEADERSHIP**  
respect, inspire,  
develop  
and empower

**EXCELLENCE**  
strive to be  
the best in  
everything  
we do

**SERVICE**  
satisfy our  
customers  
every time

**TEAM WORK**  
collaborate,  
trust, support,  
commit

**INNOVATION**  
be a student  
of the business  
to initiate and  
foster new ideas

**COMMUNITY**  
embrace  
diversity, act  
responsibly for  
our customers,  
associates,  
investors and  
communities

### EXECUTE STRATEGIES

- create a clear **customer focus** to drive performance in our **core athletic banners**

- make our stores and internet sites more **exciting, relevant places to shop and buy**

- deliver exceptional growth in **high-potential business segments**

- aggressively pursue brand **expansion opportunities**

- increase the **productivity** of all our assets

- build on our industry **leading retail team**

### ACHIEVE RESULTS

**BE A TOP  
QUARTILE  
PERFORMER**

Sales  
**\$7.5  
billion**

Sales per  
Gross Square  
Foot  
**\$500**

Earnings Before  
Interest and  
Taxes  
**11%**

Net  
Income  
**7%**

Return on  
Invested  
Capital  
**14%**

Inventory  
Turnover  
**3+  
times**



Lady Foot Locker.

kids Foot Locker.





“The primary driver of our success --- success that can be seen clearly in our record-setting 2013 financial results --- is the excellent execution of the many initiatives supporting our strategies.”

## LETTER TO SHAREHOLDERS

### BUILDING ON OUR STRENGTHS

During the past few years, the team at Foot Locker, Inc. has built strong momentum in our overall financial and operational performance. Our Company is the largest retailer of athletically inspired shoes and apparel in the world through our ten distinct store and digital banners. We are a leading destination in North America, Europe, and Australia for customers looking for the best athletic footwear and apparel --- whether that customer is the elite athlete on the court, track, or field; the fashion-oriented “sneakerhead;” someone who is on their feet all day; a kid going to school; or anybody who wants to have the most comfortable, stylish shoes on their feet. We are able to connect with each of them and provide a great experience and product.

To channel our strengths and capitalize on the many opportunities we have in the athletic industry, we established six key strategies in 2010 and updated them in 2012. Our current strategies are to:

- create a clear **customer focus**, to drive performance in our core athletic banners
- make our stores and internet sites more **exciting, relevant places to shop and buy**
- deliver exceptional growth in **high-potential business segments**
- aggressively pursue brand **expansion opportunities**
- increase the **productivity** of all of our assets
- build on our industry **leading retail team**



The primary driver of our success --- success that can be seen clearly in our record-setting 2013 financial results --- is the excellent execution at all levels of the many initiatives supporting our strategies. We continued to make significant progress in 2013 towards all of our key financial objectives, as shown in the table below.

	Original 5-Year Plan		Current Long-Term	
	2009	Objective*	2013	Objective
Sales (billions)	\$4.9	\$6.0	\$6.5	\$7.5
Sales per Gross Square Foot	\$333	\$400	\$460	\$500
Adjusted EBIT Margin	2.8%	8.0%	10.4%	11.0%
Adjusted Net Income Margin	1.8%	5.0%	6.6%	7.0%
Return on Invested Capital	5.3%	10.0%	14.1%	14.0%

\*Our original objectives were established in early 2010 and replaced by the current long-term objectives in early 2012.

Most of the figures in 2013 represent record performances for our Company, and I am pleased that this is the third consecutive year in which I have been able to write that. We believe we have built a solid, consistent business, and have developed a growing number of strengths and opportunities upon which we can continue to build as we pursue our vision --- **to be the leading global retailer of athletically inspired shoes and apparel.**

I will outline many of these key strengths in this letter, and through-out the pages that follow.



### 2013 FINANCIAL HIGHLIGHTS

Before I discuss our ongoing strengths, I will first touch on the major highlights of Foot Locker, Inc.'s financial performance in 2013. The Company earned net income of \$432 million in 2013, an increase of 14 percent over last year's record-setting performance. Earnings per share increased 16 percent, from \$2.47 to \$2.87, reflecting both the improved net income and the investment we have made in reducing our outstanding share count by repurchasing shares of our stock.

Comparable store sales increased 4.2 percent in 2013, while total sales increased 6.6 percent to \$6.5 billion. The difference in growth between comparable store sales and total sales was due primarily to our acquisition this past summer of Runners Point Group, an exciting addition to our business.

In a challenging retail environment notable in 2013 for its promotional intensity, we were able to maintain our gross margin rate at its record high of 32.8 percent of sales, while effectively managing expenses to produce an improvement in our selling, general, and administrative expense rate to our best-ever 20.4 percent of sales.

Our earnings before interest and taxes (EBIT) improved to 10.4 percent of sales, up half a percent from last year and also a record performance for our Company.



Our business generated a significant amount of cash in 2013, which not only enabled us to remain strong financially, it also enabled us to:

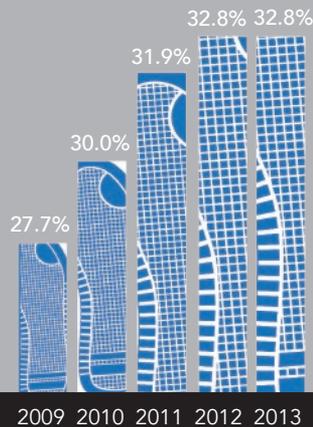
- invest more than \$200 million of capital into our business. These investments include store remodels to make our real estate more exciting places to shop and buy; additional tools and training to help our associates serve our customers even better; systems and processes to make our people, space, and inventory more productive; and enhancements to our digital sites and customer engagement.
- acquire Runners Point Group, a profitable, multi-banner, multi-channel, athletic retailer in Germany. We are integrating this business under the Foot Locker Europe umbrella, and it gives us a tremendous opportunity to carefully segment the customer base in Germany --- as we have done in the United States with Foot Locker, Champs Sports, Footaction, and Eastbay. We will also explore opportunities to thoughtfully expand our newly-acquired banners, Runners Point and Sidestep, outside Germany alongside our existing Foot Locker business.
- pay a meaningful dividend, which we have increased steadily over the past four years and which now, after our announcement of a 10 percent dividend rate increase in February, stands at a strong quarterly rate of 22 cents per share. That dividend, along with the \$229 million we spent in 2013 repurchasing our own shares, demonstrates a firm commitment to reward and recognize our shareowners, while still investing in the many significant growth opportunities for our business and maintaining a sound financial structure.



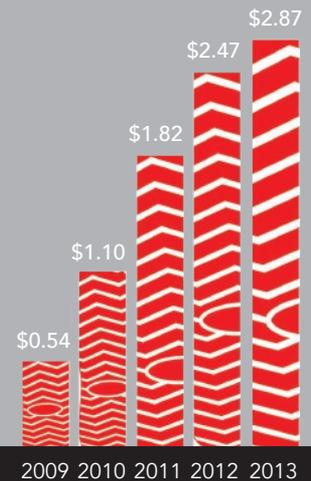
TOTAL SALES  
(IN BILLIONS)



GROSS MARGIN



EPS



## STRENGTHS

Our financial performance has not only improved to new heights in recent years, it has also become more consistent. Much of this consistency stems from the various aspects of diversity in our business that we have achieved by executing our strategies. First, we have not only a strong men's business, we also have a very robust children's business that will continue to provide growth opportunities, and a very significant women's business which we are focused on bringing up to the productivity level of the rest of the business.

Second, we not only developed a strong basketball business, but our running business, our casual offerings, and our apparel assortments are also much stronger compared to a few years ago, and give us a better merchandise balance than before.

Third, we have clearly differentiated our banners, enabling each of them to focus on a particular customer group. We have banners, such as Foot Locker, Eastbay, Runners Point, and SIX:02, that concentrate on high-performance footwear and apparel, and we have banners, such as Footaction, Side-step, and CCS, that offer a much more lifestyle product assortment unique to each banner. Our banner with our biggest stores, Champs Sports, is able to serve customers effectively across a broad athletic spectrum, while concentrating on the kid who knows game, who lives and breathes sports. Among the many benefits of this differentiation is our ability to create truly great marketing campaigns that draw customers to our unique store banners and digital sites.

Fourth, we are no longer just a U.S.-focused company with a modest international presence. We are now a large global company. We operate more than 1,000 stores in 22 countries outside the United States, as well as various local country web-sites, and we are approaching \$2 billion in international

sales. We also have another 73 stores in 9 countries operated by our franchise partners. Clearly, people around the world enjoy wearing the premium sneakers and athletic apparel that we sell.

Finally, we are not just a bricks and mortar business. We now have a strong, fast-growing collection of digital sites, both in the United States and abroad. Our biggest digital business, Eastbay, is the premier destination for the elite high school or club athlete, and our store banner e-commerce sites, such as footlocker.com, continue to increase sales at a rapid pace, an impressive 40 percent rate in 2013. Our overall digital business has now grown to 11 percent of our total sales.

## OPPORTUNITIES

The set of strengths I described above lead directly to an exciting number of significant opportunities for us to pursue over the next several years. In the relatively near term, which I define as this year and into next, we have several initiatives already paying dividends upon which to build. These include, first, our children's business, the success of which can be seen not just in our Kids Foot Locker business, where sales increased at a mid-teen pace in 2013, but in the growth of our children's business across all of our banners, channels, and geographies. We are doing a much better job buying and displaying kids' merchandise, and our vendor partners have also improved their product offerings.



## CASH FLOW (\$ millions)

- Net Income
- Depreciation and Amortization
- Working Capital/Other
- Capital Expenditures
- Share Repurchases
- Dividends
- Runners Point Group Acquisition



Second, I am very enthusiastic about the potential for accelerated growth in Europe. As I mentioned, last year we bought Runners Point Group, a profitable chain of almost 200 stores with two primary banners, Runners Point and Sidestep. The Group is based in Germany, the strongest economy in Europe and which is now our largest market outside of the United States. In the near term, we will focus on customer segmentation inside Germany, and we have had good initial success repositioning these banners to address a broader customer base. Meanwhile, the Foot Locker banner continues to have the opportunity to grow in existing European markets where we believe we are underpenetrated, such as France, Poland, Scandinavia, and Turkey.

Third, we have more progress to make in improving our running and apparel businesses. Both of these categories are strong, although growth slowed in 2013. The new running product in the market from our major vendor partners is very exciting, and we continue to build our expertise in the category and train our associates to help customers choose the right product for their particular style of running, training, or walking. On the apparel front, we continue to improve our ability to read and influence trends, and ensure the assortments from both our vendors and our own brands provide great complements to the footwear in each of our banners.

Fourth, we will continue to expand the number and variety of specialized presentations we have in our stores in partnership with our vendors. With Nike, these shop-in-shops include House of Hoops, Yardline, Fly Zone, and Jordan 23 shops.



With adidas, we have the adiCollective and Originals shops, and we also have the Puma Performance Labs. We will use these concepts and look for other new ideas that will enhance our customer experience and make our stores special places to shop and buy.

Finally, we believe we can continue to enhance the connectivity between our store banners and our banner e-commerce sites. We continue to invest in making our sites more engaging and entertaining, as well as more shopper-friendly. The result has been an unparalleled cohesion between what the customer experiences in our store and on that banner's web and mobile sites. In fact, these experiences are happening simultaneously more and more often, as our customers seem to live online all the time, including when they are in our stores.

We also are investing in technologies that enable us to make our inventory, wherever it is in our system, virtually accessible to our customers however they come to us. Features such as "buy online, ship from store" and "order in store, ship to home," improve both customer satisfaction and the productivity of our inventory. We are also using technology to train our associates more effectively and give them tools to serve our customers even better.

Over the longer term, we have perhaps our biggest single opportunity: the women's business. As I described in last year's report, we launched a new banner, SIX:02, to address the footwear and apparel needs of athletically active women in their 20s and 30s. We are pleased with the results so far, although as of this writing we are still in test mode with seven stores in four states. We continue to make adjustments to enhance these stores and their potential. Between the promising SIX:02 banner and the merchandise assortment changes we are making to our Lady Foot Locker stores, we believe that over time we can create a large, profitable women's business.



We also see a significant long-term opportunity to build an even more impactful omni-channel business that will combine the virtual and physical stores.

As you can see, we have a lot of opportunities to pursue, and while not all of them will develop exactly the way we envision, the breadth of promising growth and profit opportunities described in this letter present a very exciting future for Foot Locker, Inc. for some time to come. Moreover, our team has shown a great ability to develop and shape new ideas into significant business opportunities.

## CONCLUSION

The success of our Company in 2013, and the success we will strive to achieve this year and beyond, depends upon the continued outstanding work of our associates worldwide. I want to extend to each of them my strongest appreciation and thanks for what they accomplished last year, and for the momentum we have built. I also want to thank our outstanding Board of Directors, which has guided us so well in our efforts to achieve the record results I am privileged to be delivering to you in this report. I would also like to welcome to our Board Steven Oakland, who brings a wealth of experience in marketing and brand-building to enhance the leadership of our Company.

As we celebrate the 40th anniversary of the Foot Locker banner in 2014, our Company has grown to \$6.5 billion in sales and more than \$6 billion in market capitalization, with more than 3,500 stores in 30 countries. Our core values are the foundation of our success, upon which we have built a strong company culture rooted in sports, focused on service to our customers, and providing long-term opportunities for our associates.

Finally, I want to thank you, our shareholders. I have enjoyed my interaction with many of you over the past year as we continue to build on the strengths that the careful execution of our strategies has produced. I look forward to continuing our dialogue, and I know that you join me in having confidence that the combination of our core values, our team, and our strategies will enable Foot Locker to achieve our vision of **being the leading global retailer of athletically inspired shoes and apparel.**

Ken C. Hicks  
Chairman of the Board,  
President and Chief  
Executive Officer

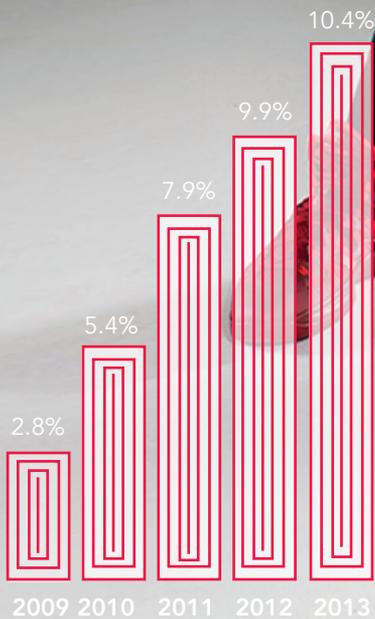


NET INCOME  
(IN MILLIONS)



# STRENGTHS

EBIT MARGIN





kids Foot Locker  
**GO BIG**



### MERCHANDISE BALANCE

- Basketball
- Running
- Casual
- Apparel
- Accessories

### GLOBAL SCOPE

- Leader in North America
- Leader in Europe
- Leader in Australia and New Zealand
- Franchise partners in Middle East and South Korea

### CATEGORY DIVERSITY

- Men's
- Women's
- Kids'

### BANNER DIFFERENTIATION

#### PERFORMANCE

- Foot Locker
- Eastbay
- Runners Point
- SIX:02

#### LIFESTYLE

- Footaction
- Sidestep
- CCS

#### CROSSOVER

- Champs Sports
- Lady Foot Locker
- Kids Foot Locker



### MULTIPLE CHANNELS

#### STRONG STORE BASE / ONLINE / MOBILE SITES

- Eastbay.com
- Store banners.com
- CCS.com
- Sp24.com



Foot Locker, Inc. has achieved remarkable consistency in its performance over the last few years. 2013 marked the third consecutive year of record sales and profits, and the fourth consecutive year in which the Company achieved a double-digit percentage earnings per share increase. The Company has also had success driving consistent comparable sales gains across different seasons and retail environments --- for four years running.

With so many elements of diversity across its business, the Company has the ability to offset temporary transition in one part of its operations --- such as currently with our women's business --- with strong performance in other parts of the business to deliver solid overall financial results.



## NEAR-TERM OPPORTUNITIES

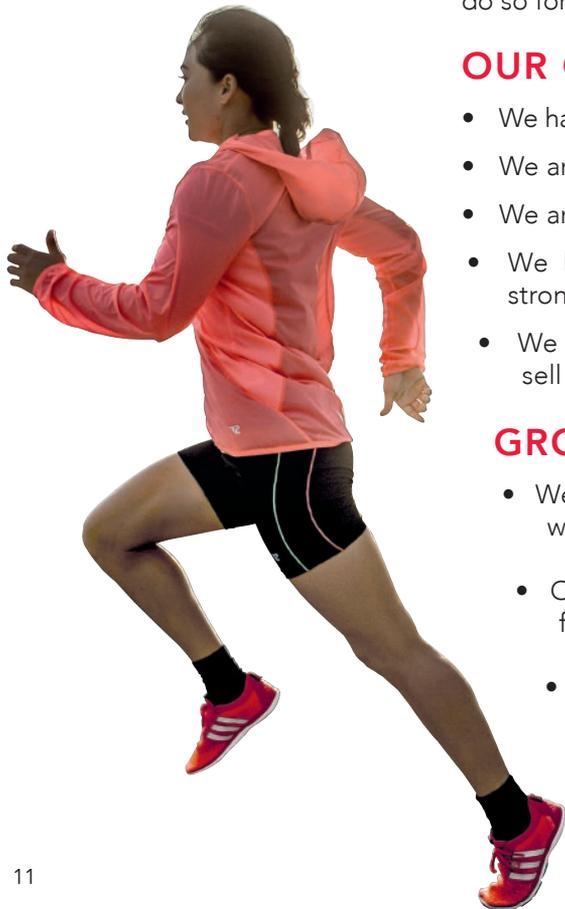
While 2013 was a year filled with financial success for our Company, we also did a great deal to prepare ourselves for the future. We have developed an impressive list of growth opportunities, some of which are already paying off and should continue to do so for at least the next year or two. These include:

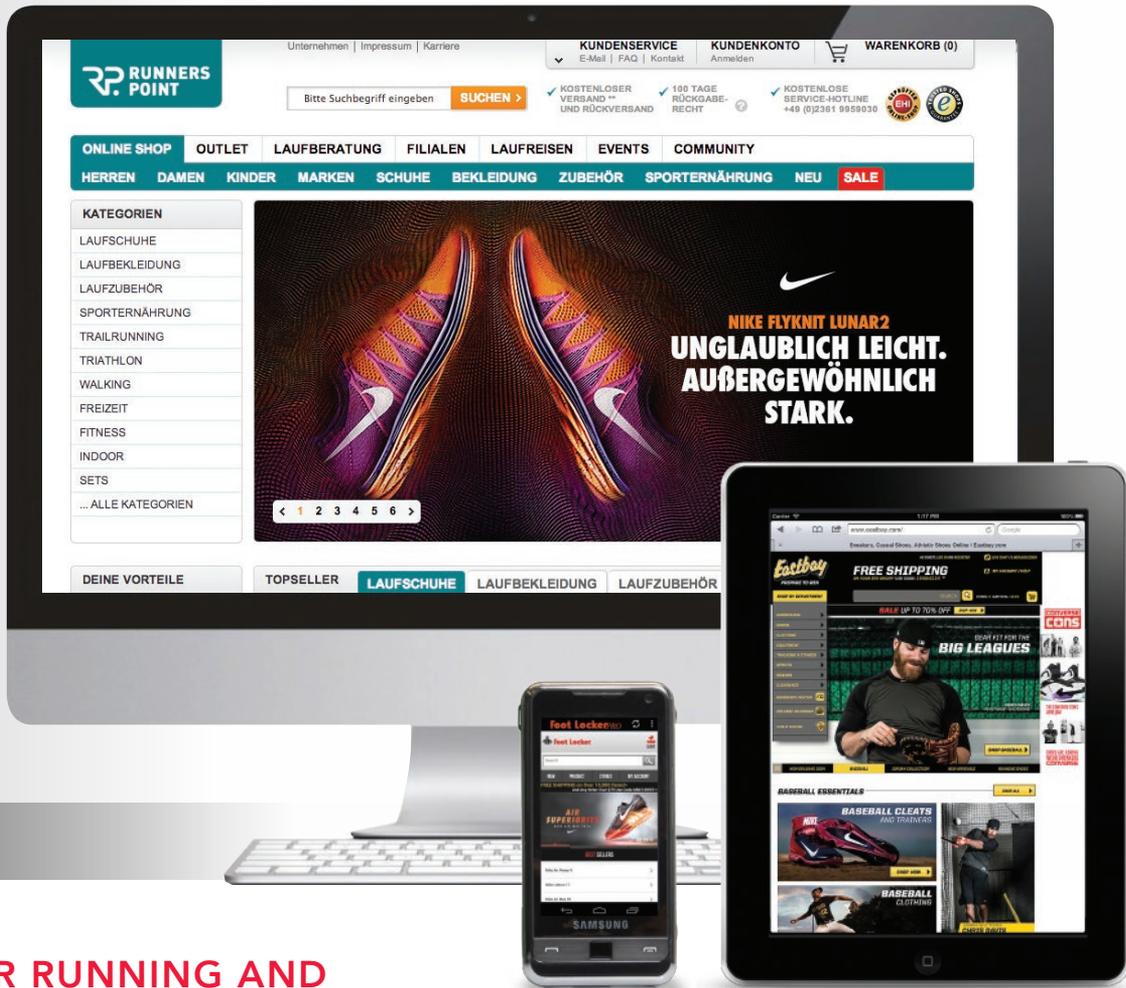
### OUR CHILDREN'S BUSINESS

- We have reconfigured and remerchandised most of our Kids Foot Locker stores.
- We are testing a new Fly Zone shop-in-shop concept with Nike.
- We are expanding the geographical footprint of the Kids Foot Locker banner.
- We have increased our level of children's sports apparel to support our strong position in sports shoes.
- We are driving improved sales in all of the banners and geographies that sell children's products.

### GROWTH IN EUROPE

- We acquired Runners Point Group, a 193-store chain predominately in Germany, with a strong digital business.
- Our near-term focus is on segmenting the customer base within Germany for our primary banners: Foot Locker, Runners Point, and Sidestep.
- We will continue to build our network of Foot Locker stores in other European markets where we have growth potential.
- We will develop a meaningful internet business for our banners across Europe.





## OUR RUNNING AND APPAREL BUSINESSES

- Exciting new running product from many vendors: Nike, adidas, Asics, Mizuno, New Balance, Puma, and Brooks, to name a few
- Innovative fashion hookups between the hottest footwear and apparel
- Ongoing training of associates to help customers choose the right products for their needs

## ENHANCE CONNECTIVITY BETWEEN OUR STORE BANNERS AND E-COMMERCE SITES

- Virtual inventory with improved inventory visibility
- Consistent visual instore/online marketing
- Improved technological capabilities
- More customer engagement features
- Increased customer purchase and payment options

## VENDOR PARTNERSHIPS

- Nike: House of Hoops, Yardline, Fly Zone, Jordan 23
- Adidas: adiCollective and Originals
- Puma Performance Labs

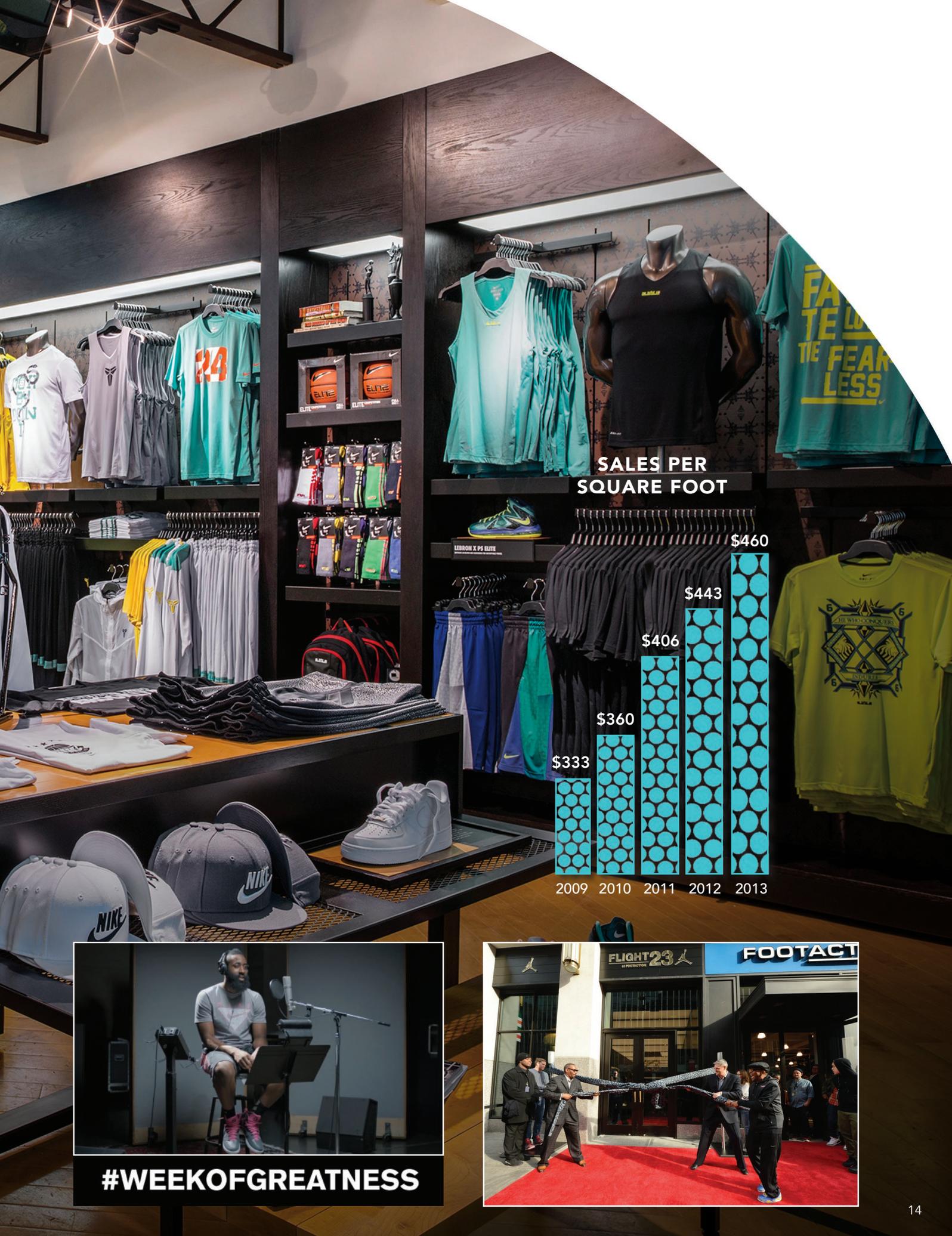


# INTERMEDIATE OPPORTUNITIES



Some of the initiatives we have been working on are providing a benefit already, but the real financial impact will be realized over a longer time period of two to three years. Examples include:

- The cumulative impact of our store remodel programs, as we reach critical mass on a banner-by-banner basis
- The potential expansion of Runners Point and Sidestep banners outside their current markets
- Our new merchandise allocation system. We expect to begin rolling out that system, one of our most significant technology investments, in 2014, but the real benefits will accrue over time as we hone our skills in using it.
- The growth of Eastbay's team sales and services business



### SALES PER SQUARE FOOT



**#WEEKOFGREATNESS**



# LONG-TERM OPPORTUNITIES

- The women's business is a huge opportunity for us. We are making a major investment to build a new brand, SIX:02, from the ground up. Meanwhile, we have undertaken a major transformation of the Lady Foot Locker business. Our overall strategy is to focus on the athletically active, performance-oriented woman in her 20s and 30s, meeting both her apparel and footwear needs.
- We are developing new ways to connect our channels and build a true omni-channel business that meets the customer's desire to shop in an endless variety of ways.

With these strengths upon which to build, and our large number of opportunities spread over the planning horizon, we believe the future looks bright for Foot Locker, Inc.

NET INCOME MARGIN



## THE REAL BACKBONE GIVING US STRENGTH: OUR PEOPLE

The success we have achieved in the last few years is due almost entirely to our industry leading retail team.

In 2013, we developed a global strategy designed to strengthen our team even further. We are focused on attracting, developing, and retaining the best people within the retail industry, as well as on rolling out robust new technologies to improve our store hiring and scheduling processes. We are proud to have an organization that continues to be in the top 10 percent of companies globally in terms of the overall level of employee engagement and effectiveness of leadership.

The strength of our team starts, of course, with the thousands of associates in our stores who do such an excellent job engaging with and servicing our customers. But they get tremendous help from everyone on the team, from our Executive Committee that sets the tone and the strategy, to the buyers who pick the best product, to the merchandisers who make sure it gets sent to the right store in the right quantity and size at the right time, to the website engineers who ensure great digital content and functionality, to the marketing teams who help create the energy around the product, to the warehouse associates who make sure it is shipped efficiently ---- every one of them provides the teamwork necessary to produce the streak of record financial results we continued in 2013.







## COMMUNITY

### The Foundation of Our Core Values



A key value at Foot Locker, Inc. is the responsibility to support the communities in which we live and work. The Company created the Foot Locker Foundation, Inc. in 2001 to channel its support for those in need. Now, more than a dozen years later, the Company has developed significant partnerships, programs, and initiatives to promote the key causes that connect so closely with our customers, associates, suppliers, and shareholders.



Our mission is to promote a better world for today's youth through educational initiatives and programs that encourage health and well-being through physical activity.

In 2011, the Foundation launched The Foot Locker Scholar Athletes Program, which reflects our Company's core values and embraces our deep commitment to education and excellence. The Foot Locker Scholar Athletes program awards \$20,000 college scholarships to 20 exceptional students a year (totaling \$400,000) who demonstrate academic excellence and exemplify strong leadership skills both in sports and within their communities.

In addition, we are proud of our long-standing partnership with the United Negro College Fund and the scholarship program we have created through our annual "On Our Feet" fundraising event. Over the years, the program has raised millions of dollars in support of higher education, resulting in more than 700 scholarships awarded to extraordinary students nationwide. The "On Our Feet" event will continue to benefit the Company's educational initiatives as well as other programs supported by the Foundation to help young people.

We also contribute financial support and, often just as important, volunteer time and non-financial resources to other premier charitable organizations, including the American Cancer Society, Fred Jordan Missions, and the Two Ten Footwear Foundation. We remain committed to encouraging our customers to be more active and live healthy lifestyles through partnerships to support facilities such as the Joe Brown Park in New Orleans, as well as events such as the Foot Locker Cross Country Championships, which underscores our deep and rich sports heritage.

It is not just the Company that is generous providing resources to worthy initiatives; many of our associates are also recognized in their communities for the countless volunteer hours and financial commitments they make to the causes that inspire them the most deeply.



# FOOT LOCKER, INC.

FORM 10-K



# FOOT LOCKER, INC.



# FOOT LOCKER, INC.

## BOARD OF DIRECTORS

**Ken C. Hicks**<sup>1</sup>  
Chairman of the Board,  
President and Chief Executive Officer

**Maxine Clark**<sup>2, 5</sup>  
Founder  
Build-A-Bear Workshop, Inc.

**Nicholas DiPaolo**<sup>1, 3, 5, 6</sup>  
Retired Vice Chairman  
and Chief Operating Officer  
Bernard Chaus, Inc.

**Alan D. Feldman**<sup>1, 3, 5</sup>  
Retired Chairman of the Board,  
President and Chief Executive Officer  
Midas, Inc.

**Jarobin Gilbert Jr.**<sup>2, 4</sup>  
President and Chief Executive Officer  
DBSS Group, Inc.

**Guillermo G. Marmol**<sup>1, 2, 5</sup>  
President  
Marmol & Associates

**Matthew M. McKenna**<sup>1, 2, 5</sup>  
Special Advisor to the U.S. Secretary  
of Agriculture

**Steven Oakland**<sup>3, 4</sup>  
President – International, Foodservice,  
and Natural Foods  
The J.M. Smucker Company

**Cheryl Nido Turpin**<sup>3, 4</sup>  
Retired President and  
Chief Executive Officer  
The Limited Stores

**Dona D. Young**<sup>1, 3, 4</sup>  
Retired Chairman of the Board,  
President and Chief Executive Officer  
The Phoenix Companies, Inc.

- 1 Member of Executive Committee
- 2 Member of Audit Committee
- 3 Member of Compensation and Management Resources Committee
- 4 Member of Nominating and Corporate Governance Committee
- 5 Member of Finance and Strategic Planning Committee
- 6 Lead Director

## CORPORATE MANAGEMENT

**Ken C. Hicks**  
Chairman of the Board,  
President and Chief Executive Officer

**Richard A. Johnson**  
Executive Vice President and  
Chief Operating Officer

**Robert W. McHugh**  
Executive Vice President –  
Operations Support

**Lauren B. Peters**  
Executive Vice President and  
Chief Financial Officer

**Senior Vice Presidents:**  
**Paulette R. Alviti**  
Chief Human Resources Officer

**Gary M. Bahler**  
General Counsel and Secretary

**Jeffrey L. Berk**  
Real Estate

**Peter D. Brown**  
Chief Information Officer

**Giovanna Cipriano**  
Chief Accounting Officer

**Vice Presidents:**

**Tracey E. Abbott**  
Strategic Planning

**Sheilagh M. Clarke**  
Associate General Counsel  
and Assistant Secretary

**John A. Maurer**  
Treasurer and Investor Relations

**Saadi A. Mazjoub**  
Supply Chain

**Patricia A. Peck**  
Human Resources

**Dennis E. Sheehan**  
Deputy General Counsel

**Bernard F. Steenman**  
Risk Management

## DIVISION MANAGEMENT

**Stephen D. Jacobs**  
President and Chief Executive Officer  
Foot Locker/Lady Foot Locker/  
Kids Foot Locker/Footaction

**Natalie M. Ellis**  
Vice President, General Manager  
Lady Foot Locker, SIX:02

**Lewis P. Kimble**  
President and Chief Executive Officer  
Foot Locker Europe

**Nicholas Jones**  
Managing Director  
Foot Locker Canada

**Bryon W. Milburn**  
President and Chief Executive Officer  
Champs Sports

**Phillip G. Laing**  
Managing Director  
Foot Locker Asia/Pacific

**Dowe S. Tillema**  
President and Chief Executive Officer  
Footlocker.com/Eastbay/CCS

## CORPORATE INFORMATION

**Corporate Headquarters**  
112 West 34th Street  
New York, New York 10120  
(212) 720-3700

**Worldwide Website**  
Our website at <https://www.footlocker-inc.com> offers information about our Company, as well as online versions of our Form 10-K, SEC reports, quarterly results, press releases, and corporate governance documents.

**Transfer Agent and Registrar**  
Computershare  
P.O. Box 30170  
College Station, Texas 77842-3170  
(866) 857-2216  
(201) 680-6578 Outside U.S. and Canada  
(800) 231-5469 Hearing Impaired -TTY Phone  
[www.computershare.com/investor](http://www.computershare.com/investor)

Send certificates for transfer and address changes to:  
Computershare  
P.O. Box 30170  
College Station, Texas 77842-3170  
Attn: Receiving

**Independent Registered Public Accounting Firm**  
KPMG LLP  
345 Park Avenue  
New York, New York 10154  
(212) 758-9700

**Dividend Reinvestment**  
Dividends on Foot Locker, Inc. common stock may be reinvested through participation in the Dividend Reinvestment Program. Participating shareowners may also make optional cash purchases of Foot Locker, Inc. common stock. Please contact our Transfer Agent.

**Service Marks/Trademarks**  
Foot Locker, Footaction, Lady Foot Locker, Kids Foot Locker, Champs Sports, footlocker.com, Eastbay, Team Edition, CCS, SIX:02, Runners Point, Sidestep and Run by Foot Locker service marks and trademarks are owned by Foot Locker, Inc. or its affiliates.

**Investor Information**  
Investor inquiries should be directed to the Investor Relations Department at (212) 720-4600.

# FOOT LOCKER, INC.

## BUILDING ON OUR STRENGTHS

112 West 34th Street  
New York, NY 10120

