

FOOT LOCKER INC
Form 8-K
August 17, 2012

**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): August 17, 2012

Foot Locker, Inc.

(Exact Name of Registrant as Specified in its Charter)

New York
(State or other Jurisdiction
of Incorporation)

1-10299
(Commission File Number)

13-3513936
(I.R.S. Employer
Identification No.)

112 West 34th Street, New York, New York
(Address of Principal Executive Offices)
Registrant's telephone number, including area code: **212-720-3700**

10120
(Zip Code)

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))
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Item 2.02. Results of Operation and Financial Condition

On August 17, 2012, Foot Locker, Inc. issued a press release announcing its operating results for the second quarter of 2012. The press release includes a non-GAAP financial measure of second quarter net income excluding a tax benefit of \$1 million, or \$0.01 per diluted share, to reflect the partial repeal of the last two stages of a Canadian provincial tax rate change. The Company provides non-GAAP information to assist investors with the comparison of the Company's results period over period. The non-GAAP financial measure is 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 below:

| (in millions) | Thirteen weeks ended | | Twenty-six weeks ended | |
|------------------------|----------------------|------------------|------------------------|------------------|
| | July 28, 2012 | July 30, 2011 | July 28, 2012 | July 30, 2011 |
| Net income | \$ 59 | \$ 37 | \$ 187 | \$ 131 |
| Diluted EPS | \$ 0.39 | \$ 0.24 | \$ 1.21 | \$ 0.84 |
| Net income (non-GAAP) | \$ 58 | \$ 37 | \$ 186 | \$ 131 |
| Diluted EPS (non-GAAP) | \$ 0.38 | \$ 0.24 | \$ 1.20 | \$ 0.84 |

A copy of the press release is furnished as Exhibit 99.1, which, in its entirety, is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release of Foot Locker, Inc. dated August 17, 2012 reporting operating results for the second quarter of 2012.

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: August 17, 2012

By: /s/ Lauren B.
Peters

*Executive Vice President and
Chief Financial Officer*