

Talwar Vijay  
Form 3  
February 13, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *     |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Talwar Vijay                                |         | (Month/Day/Year)                     | FOOT LOCKER, INC. [FL]   |  |
| (Last)  | (First) | (Middle)                             | 02/03/2019   |  |
| C/O FOOT LOCKER, INC., Â 330 WEST 34TH STREET |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                      |         |                                      | (Check all applicable)   |  |
| NEW YORK,, Â NY Â 10001                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)  | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP & CEO, EMEA  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,151   | D  | Â   |
| Common Stock                    | 4,083 <sup>(1)</sup>                                  | D  | Â   |
| Common Stock                    | 3,350 <sup>(2)</sup>                                  | D  | Â   |
| Common Stock                    | 433.9724  | I  | 401(k) Plan   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |  |  |  |
| Employee Stock Option (right to buy)          | 09/23/2017 <sup>(3)</sup>                                   | 09/23/2026      | Common Stock   | 18,166                     | \$ 67.07   | D  | Â  |
| Employee Stock Option (right to buy)          | 03/22/2018 <sup>(4)</sup>                                   | 03/22/2027      | Common Stock   | 19,256                     | \$ 72.83   | D  | Â  |
| Employee Stock Option (right to buy)          | 03/28/2019 <sup>(5)</sup>                                   | 03/28/2028      | Common Stock   | 12,146                     | \$ 44.78   | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Talwar Vijay<br>C/O FOOT LOCKER, INC.<br>330 WEST 34TH STREET<br>NEW YORK,, NY 10001 | Â             | Â         | Â EVP & CEO, EMEA | Â     |

## Signatures

Anthony D. Foti, Attorney-in-Fact for Vijay Talwar 02/13/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Restricted Stock Unit award under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, which will vest on March 24, 2021, subject to the reporting person's employment through the vesting date.
- (2) Restricted Stock Unit award under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, which will vest on March 28, 2021, subject to the reporting person's employment through the vesting date.
- (3) Option granted on September 23, 2016 and became exercisable in three equal annual installments, beginning September 23, 2017.
- (4) Option granted on March 22, 2017 and became exercisable in three equal annual installments, beginning March 22, 2018.
- (5) Option granted on March 28, 2018 and becomes exercisable in three equal annual installments, beginning March 28, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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