

FOOT LOCKER INC  
Form 8-K  
November 19, 2010

**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): November 18, 2010

**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 34<sup>th</sup> Street, New York, New York**  
(Address of Principal Executive Offices)

**10120**  
(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 November 18, 2010, Foot Locker, Inc. (the Company) issued a press release announcing its operating results for the third quarter of 2010. The press release includes a non-GAAP financial measure of third quarter and year-to-date 2009 net income before an impairment charge, which the Company believes provides a useful measure to investors because it allows for a more direct comparison of the Company's performance for the third quarter and year-to-date 2010 to the Company's performance in the comparable prior-year periods. The non-GAAP financial measure is provided in addition to, and not as an alternative for, the Company's reported results prepared in accordance with GAAP. A reconciliation schedule of net income from a GAAP-reported basis to a non-GAAP basis is provided in the release.

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 November 18, 2010 reporting operating results for the third quarter of 2010.

**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: November 18, 2010

By: /s/ Robert W. McHugh

\_\_\_\_\_  
*Executive Vice President and  
Chief Financial Officer*