

FOOT LOCKER INC  
Form S-8  
May 25, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**Foot Locker, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

New York

13-3513936

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

112 West 34th Street, New York, NY

10120

(Address of Principal Executive Offices)

(Zip Code)

Foot Locker 2007 Stock Incentive Plan, As Amended and Restated

(Full title of the plan)

Gary M. Bahler, General Counsel,  
Foot Locker, Inc., 112 West 34th Street, New York, NY 10120

(Name and address of agent for service)

(212) 720-3700

(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (Check one):

Large accelerated filer    Accelerated filer    Non-accelerated filer    Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities	Amount to be	Proposed maximum	Proposed maximum	Amount of registration
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to be registered	registered (1)	offering price per share (2)	aggregate offering price	fee
Common Stock, \$.01 par value	11,009,276 Shares	\$ 13.97	\$ 153,799,586	\$ 10,966

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover additional shares of common stock which may be issued pursuant to the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated (the Plan), as a result of stock splits, stock dividends or similar transactions.

(2) Represents 11,009,276 additional shares of common stock authorized to be issued under the Plan. Shares available for issuance under the Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on June 26, 2007 (Registration No. 333-144044).

(3) In accordance with Rule 457(h)(1) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, the maximum offering price per unit is based on the average of the high and low prices of Registrant's common stock as reported on the New York Stock Exchange on May 24, 2010.

**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which registration statements on this form relating to an employee benefit plan are effective. Pursuant to General Instruction E of Form S-8, this registration statement hereby incorporates by reference the contents of the registration statement on Form S-8 filed by the Registrant on June 26, 2007 (Registration No. 333-144044) with respect to Registrant's 2007 Stock Incentive Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The exhibits filed as part of or incorporated by reference in this Registration Statement are listed in the Index of Exhibits that begins on Page 4.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 24, 2010.

FOOT LOCKER, INC.

By: */s/ Ken C. Hicks*

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

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 24, 2010.

<u>Signature</u>	<u>Title</u>
<u>/s/ Ken C. Hicks</u> Ken C. Hicks	Director, Chairman and Chief Executive Officer
<u>/s/ Robert W. McHugh</u> Robert W. McHugh	Executive Vice President and Chief Financial Officer
<u>/s/ Giovanna Cipriano</u> Giovanna Cipriano	Senior Vice President and Chief Accounting Officer
Nicholas DiPaolo *	Director
Alan D. Feldman *	Director
Jarobin Gilbert, Jr. *	Director
Matthew M. McKenna *	Director
James E. Preston *	Director
David Y. Schwartz *	Director
Cheryl Turpin *	Director
Dona D. Young *	Director

\* Ken C. Hicks, by signing his name hereto, is also signing as attorney-in-fact for the named directors.

**FOOT LOCKER, INC.**

**INDEX OF EXHIBITS**

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
4.1	The rights of holders of the Registrant's equity securities are defined in the Registrant's Certificate of Incorporation, as amended (incorporated herein by reference to Exhibits 3(i)(a) and 3(i)(b) to the Quarterly Report on Form 10-Q for the quarterly period ended July 26, 1997, Exhibit 4.2(a) to the Registration Statement on Form S-8 (Registration No. 333-62425) previously filed by the Registrant with the SEC, and Exhibit 4.2 to the Registration Statement on Form S-8 (Registration No. 333-74688) previously filed by the Registrant with the SEC).
4.2	By-laws of the Registrant, as amended (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated May 20, 2009 filed by the Registrant with the SEC on May 27, 2009).
4.3	Indenture dated as of October 10, 1991 (incorporated herein by reference to Exhibit 4.1 to Registrant's Registration Statement on Form S-3 (Registration No. 33-43334) previously filed with the SEC).
4.4	Form of 8½% Debentures due 2022 (incorporated herein by reference to Exhibit 4 to Registrant's Form 8-K dated January 16, 1992).
4.5	Distribution Agreement dated July 13, 1995 and Forms of Fixed Rate and Floating Rate Notes (incorporated herein by reference to Exhibits 1, 4.1, and 4.2, respectively, to Registrant's Form 8-K dated July 13, 1995).
5	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP is contained in its opinion filed as Exhibit 5 to this Registration Statement.
23.2	Consent of KPMG LLP.
24	Powers of Attorney.