

FOOT LOCKER INC  
Form 8-K  
August 22, 2008

**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 21, 2008

**Foot Locker, Inc.**

(Exact Name of Registrant as Specified in its Charter)

|  |  |  |
|--|--|--|
| <b>New York</b><br>(State or other Jurisdiction<br>of Incorporation)                                   | <b>1-10299</b><br>(Commission File Number) | <b>13-3513936</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>112 West 34<sup>th</sup> Street, New York, New York</b><br>(Address of Principal Executive Offices) |  | <b>10120</b><br>(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 August 21, 2008, Foot Locker, Inc. (the "Company") issued a press release announcing its operating results for the second quarter of 2008. The press release includes a non-GAAP financial measure of year-to-date net income before the non-cash impairment charge and store closing expenses, which the Company believes is a useful measure to investors because it allows for a more direct comparison of the Company's performance for the year to date with the Company's performance in the prior-year period. A reconciliation schedule to GAAP 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 August 21, 2008 reporting operating results for the second quarter of 2008.

**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 21, 2008

By: /s/ Robert W. McHugh  
*Senior Vice President and  
Chief Financial Officer*