

FOOT LOCKER INC  
Form 8-K  
November 17, 2006

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

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**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 15, 2006

**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)

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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)

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 16, 2006, Foot Locker, Inc. (the "Company") issued a press release announcing its operating results for the third quarter of 2006. A copy of the press release is furnished as Exhibit 99.1, which, in its entirety, is incorporated herein by reference.

**Item 8.01. Other Events**

On November 15, 2006, the Company's Board of Directors amended the Company's Corporate Governance Guidelines to provide that any nominee for director in an uncontested election who receives a Majority Withheld Vote, as defined in the guidelines, shall, promptly following certification of the shareholder vote, offer his or her resignation for consideration in accordance with the procedures set out in the guidelines. A copy of the section of the guidelines under the heading "Voting for Directors" is attached hereto as Exhibit 99.2, and a complete copy of the guidelines, as amended, is posted on the Company's corporate website at [www.footlocker-inc.com](http://www.footlocker-inc.com).

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

- 99.1 Press Release of Foot Locker, Inc. dated November 16, 2006 reporting operating results for the third quarter of 2006.
  - 99.2 Excerpt from Foot Locker, Inc.'s Corporate Governance Guidelines under the heading "Voting for Directors."
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**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 16, 2006

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

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