

Talwar Vijay  
Form 3  
February 13, 2019

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

## 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

OMB  
Number: 3235-0104  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Talwar Vijay

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

02/03/2019

3. Issuer Name **and** Ticker or Trading Symbol  
FOOT LOCKER, INC. [FL]

4. Relationship of Reporting  
Person(s) to Issuer

5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner

X Officer \_\_\_ Other

(give title below) (specify below)

EVP & CEO, EMEA

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting  
Person

\_\_\_ Form filed by More than One  
Reporting Person

C/O FOOT LOCKER,  
INC.,Â 330 WEST 34TH  
STREET

(Street)

NEW YORK,,Â NYÂ 10001

(City)

(State)

(Zip)

### 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)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

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

## Edgar Filing: Talwar Vijay - Form 3

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Talwar Vijay C/O FOOT LOCKER, INC. 330 WEST 34TH STREET 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.