

FOOT LOCKER INC  
Form DEFA14A  
April 07, 2011  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant S  
Filed by a Party other than the Registrant £

Check the appropriate box:

£	Preliminary Proxy Statement	£ Confidential, for Use of the Commission Only
£	Definitive Proxy Statement	(as permitted by Rule 14a-6(e)(2))
S	Definitive Additional Materials	
£	Soliciting Material Pursuant to § 240.14a-12	

**Foot Locker, Inc.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

S No fee required.  
£ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

£ Fee paid previously with preliminary materials.

£ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

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**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 18, 2011**

***FOOT LOCKER, INC.***

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 21, 2011

**Date:** May 18, 2011

**Time:** 9:00 AM EST

**Location:** Foot Locker, Inc.  
112 West 34th Street  
New York, NY 10120

You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

## Before You Vote

### How to Access the Proxy Materials

#### Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report
3. Form 10-K

#### How to View Online:

Have the XXXX XXXX XXXX (located on the following page) and visit:  
information that is printed in the box marked by the arrow  
[www.proxyvote.com](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY [www.proxyvote.com](http://www.proxyvote.com)

#### INTERNET:

- 2) BY 1-800-579-1639

#### TELEPHONE:

- 3) BY [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

#### E-MAIL\*:

\* If requesting materials by e-mail, please send a blank XXXX XXXX XXXX (located on the e-mail with the information that is printed in the box marked by the arrow following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 04, 2011 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to XXXX XXXX XXXX available and [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the follow the

box marked by the arrow  
instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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**Voting items**

**The Board of Directors recommends that you vote FOR the following:**

**1. Election of Directors  
Nominees**

01 Nicholas DiPaolo                      02 Matthew M. McKenna                      03 Allen Questrom                      04 Cheryl Nido Turpin                      05 Guillermo Marmol

**The Board of Directors recommends you vote FOR the following proposal(s):**

- 2** Ratification of the Appointment of the Independent Registered Public Accounting Firm
- 3** Approval of the Foot Locker Long-Term Incentive Compensation Plan, as Amended and Restated
- 4** Advisory Vote on Executive Compensation

**The Board of Directors recommends you vote 3 YEARS on the following proposal:**

- 5** Advisory Vote Regarding Frequency of Advisory Vote on Executive Compensation

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.  
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**Voting Instructions**

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