

FOOT LOCKER INC  
Form DEFA14A  
April 10, 2009  
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:

<input type="checkbox"/> £	Preliminary Proxy Statement	<input type="checkbox"/> £ Confidential, for Use of the Commission Only
<input type="checkbox"/> £	Definitive Proxy Statement	(as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/> S	Definitive Additional Materials	
<input type="checkbox"/> £	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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April 10, 2009

**Company Homepage**  
**2009 Proxy Voting**  
**Site**

Proxy Statement

2008 Annual Report

**Welcome to the Foot Locker, Inc. Proxy Voting Site**

**Ownership**

To vote your proxy, please select the  button below.

**Unvoted Accounts**

**Control Number**

48499999999

**Close**

**Vote Another Proxy**

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April 10, 2009

**Welcome to the Foot Locker, Inc. Proxy Voting Site**

**Foot Locker, Inc.**

**P R O X Y**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF  
THE COMPANY FOR THE ANNUAL MEETING TO BE HELD ON MAY 20, 2009**

Gary M. Bahler, Robert W. McHugh, Matthew D. Serra, or any of them, each with power of substitution, are hereby authorized to vote the shares of the undersigned at the Annual Meeting of Shareholders of Foot Locker, Inc., to be held on May 20, 2009, at 9:00 A.M., local time, at Foot Locker, Inc., 112 West 34th Street, New York, New York 10120, and at any adjournment or postponement thereof, upon the matters set forth in the Foot Locker, Inc. Proxy Statement and upon such other matters as may properly come before the Annual Meeting, voting as specified on this voting site with respect to the matters set forth in the Proxy Statement, and voting in the discretion of the above-named persons on such other matters as may properly come before the Annual Meeting. **THE PERSONS NAMED ABOVE AS PROXIES CANNOT VOTE YOUR SHARES UNLESS YOU SUBMIT YOUR VOTE. YOU MAY SPECIFY YOUR CHOICES BY CHECKING THE APPROPRIATE BOXES, BUT YOU NEED NOT CHECK INDIVIDUAL BOXES IF YOU WISH TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.**

**EMPLOYEE PLANS**

IF YOU ARE A PARTICIPANT IN THE FOOT LOCKER 401(k) PLAN OR THE FOOT LOCKER PUERTO RICO 1165(e) PLAN, THIS PROXY COVERS THOSE SHARES ALLOCATED TO YOUR PLAN ACCOUNT. BY SUBMITTING THIS PROXY (OR VOTING BY TELEPHONE), YOU WILL AUTHORIZE THE PLAN TRUSTEES TO VOTE THOSE SHARES ALLOCATED TO YOUR ACCOUNT AS YOU HAVE DIRECTED.

**To vote as the Board of Directors recommends, please check the box below. To vote individually on each proposal, please check the appropriate boxes.**

**The Board of Directors recommends a vote:**

**"FOR" all Nominees**

**"FOR" Proposal 2**

**"FOR" Proposal 3**

Check this box if you wish to vote in accordance with the recommendations of the Board of Directors on ☐ all proposals:

**1. ELECTION OF DIRECTORS.**

☐ FOR ALL

☐ EXCEPTIONS (To withhold authority to vote for any individual nominee, check the Exceptions box and the box with that nominee's name.)

☐ WITHHOLD AUTHORITY FOR ALL

☐ Alan D. Feldman - Nominee for a 3-Year Term

☐ Jarobin Gilbert Jr. - Nominee for a 3-Year Term

☐ David Y. Schwartz - Nominee for a 3-Year Term

☐ Cheryl Nido Turpin - Nominee for a 2-Year Term

**2. RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.**

☐ FOR ☐ AGAINST ☐ ABSTAIN

3. APPROVAL OF AMENDMENT TO THE BY-LAWS.

☐ FOR ☐ AGAINST ☐ ABSTAIN

If you plan to attend the meeting, please mark  
this box.

☐

To cast your vote please press "Submit."

**THANK YOU FOR VOTING**

**Submit**

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