

FOOT LOCKER INC  
Form S-8  
March 19, 2008

Registration No. 333-\_\_\_\_\_

As filed with the Securities and Exchange Commission on March \_\_\_\_\_, 2008

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

Foot Locker, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

New York  
(State or Other Jurisdiction of  
Incorporation or Organization)

13-3513936  
(I.R.S. Employer  
Identification No.)

112 West 34th Street, New York, NY  
(Address of Principal Executive Offices)

10120  
(Zip Code)

Foot Locker 401(k) Plan  
(Full title of the plan)

Gary M. Bahler, General Counsel,  
Foot Locker, Inc., 112 West 34th Street, New York, NY 10120  
(Name and address of agent for service)

(212) 720-3700  
(Telephone Number, Including Area Code, of Agent for Service)

Large accelerated filer        Accelerated filer      
Non-accelerated filer        Smaller reporting company   

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

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| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|-----------------------------|---|---|----------------------------|
| Common Stock, \$.01 par value        | 750,000 Shares              | \$10.755                                      | \$8,066,250                               | \$317.00                   |

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) In accordance with Rule 457 under the Securities Act of 1933, solely for the purpose of calculating the registration fee, the maximum offering price per unit is based on the average of the high and low prices of Registrant's common stock as reported on the Composite Tape for New York Stock Exchange Listed Stocks on March 17, 2008.

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**REGISTRATION OF ADDITIONAL SECURITIES**

The contents of the Registrant's Form S-8 Registration Statements No. 333-33120 and 33-97832 relating to the Foot Locker 401(k) Plan are incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The exhibits filed as part of or incorporated by reference in this Registration Statement are listed in the Index of Exhibits that begins on Page 4.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 14, 2008.

FOOT LOCKER, INC.

By: /s/ Matthew D. Serra  
Matthew D. Serra  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 14, 2008.

| <u>Signature</u>                           | <u>Title</u>   |
|--|--|
| /s/ Matthew D. Serra<br>Matthew D. Serra   | Director, Chairman and<br>Chief Executive Officer    |
| /s/ Robert W. McHugh<br>Robert W. McHugh   | Senior Vice President and<br>Chief Financial Officer |
| /s/ Giovanna Cipriano<br>Giovanna Cipriano | Vice President and Chief<br>Accounting Officer       |
| Nicholas DiPaolo *                         | Director   |
| Alan D. Feldman *                          | Director   |
| Jarobin Gilbert, Jr. *                     | Director   |
| Matthew M. McKenna *                       | Director   |
| James E. Preston *                         | Director   |
| David Y. Schwartz *                        | Director   |
| Christopher A. Sinclair *                  | Director   |
| Cheryl N. Turpin *                         | Director   |
| Dona D. Young *                            | Director   |

\* Matthew D. Serra, by signing his name hereto, is also signing as attorney-in-fact for the named directors.

**FOOT LOCKER, INC.**

**INDEX OF EXHIBITS**

| EXHIBIT NUMBER | DESCRIPTION  |
|----------------|--|
| 4.1            | The rights of holders of the Registrant's equity securities are defined in the Registrant's Certificate of Incorporation, as amended (incorporated herein by reference to Exhibits 3(i)(a) and 3(i)(b) to the Quarterly Report on Form 10-Q for the quarterly period ended July 26, 1997, Exhibit 4.2(a) to the Registration Statement on Form S-8 (Registration No. 333-62425) previously filed with the SEC), and Exhibit 4.2 to the Registration Statement on Form S-8 (Registration No. 333-74688) previously filed with the SEC). |
| 4.2            | By-laws of the Registrant, as amended (incorporated herein by reference to Exhibit 3.1 to the Registrant's Form 8-K dated August 13, 2007).  |
| 4.3            | Indenture dated as of October 10, 1991 (incorporated herein by reference to Exhibit 4.1 to Registrant's Registration Statement on Form S-3 (Registration No. 33-43334) previously filed with the SEC).   |
| 4.4            | Form of 8½% Debentures due 2022 (incorporated herein by reference to Exhibit 4 to Registrant's Form 8-K dated January 16, 1992).   |
| 4.5            | Distribution Agreement dated July 13, 1995 and Forms of Fixed Rate and Floating Rate Notes (incorporated herein by reference to Exhibits 1, 4.1, and 4.2, respectively, to Registrant's Form 8-K dated July 13, 1995).   |
| 5              | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.   |
| 15             | Letter re unaudited interim financial information.   |
| 23.1           | Consent of Skadden, Arps, Slate, Meagher & Flom LLP is contained in its opinion filed as Exhibit 5 to this Registration Statement.   |
| 23.2           | Consent of KPMG LLP.   |
| 24             | Powers of Attorney.  |