

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

FORM SD

SPECIALIZED DISCLOSURE REPORT

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
(IRS Employer
Identification No.)

330 West 34th Street, New York, New York 10001
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

Todd Greener
Senior Vice President, Global Supply Chain
(212) 720-3700

(Name and telephone number, including area code of the person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

- Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2022.

Section 1 – Conflict Minerals Disclosure

Item 1.01. Conflict Minerals Disclosure and Report.

Pursuant to Rule 13p-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Form SD, a Conflict Minerals Report (the “Report”) is provided as Exhibit 1.01 to this Form SD. The Report is also publicly available at investors.footlocker-inc.com/formsd, but the contents of that site are not incorporated by reference into, and are not otherwise a part of, this Form SD.

Item 1.02. Exhibit.

The Conflict Minerals Report described in Item 1.01 is filed as Exhibit 1.01 to this Form SD.

Section 3 – Exhibits

Item 3.01. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
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1.01	Conflict Minerals Report as described in Items 1.01 and 1.02 of this Form SD.
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SIGNATURE

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOOT LOCKER, INC.

Date: May 19, 2023

By: /s/ Todd Greener

Name: Todd Greener

Title: Senior Vice President, Global Supply Chain

Foot Locker, Inc.
Conflict Minerals Report
For The Year Ended December 31, 2022

The information in this report includes the activities of Foot Locker, Inc. (the “Company”) and its consolidated subsidiaries. As used herein, tin, tantalum, tungsten, and gold (commonly referred to as “3TG”) are referred to as “Conflict Minerals,” without regard to the location of origin of the minerals or derivative metals, and Rule 13p-1 under the Securities Exchange Act of 1934, as amended, and Form SD, are referred to collectively as the “Conflict Minerals Rule.” Refer to the Conflict Minerals Rule for definitions of certain terms used in this report, unless otherwise defined herein.

A. Company Overview

The Company, a leading footwear and apparel retailer that unlocks the “inner sneakerhead” in all of us. As of January 28, 2023, the Company operated 2,714 retail stores in 29 countries across North America, Europe, Australia, New Zealand, and Asia, and a franchised store presence in the Middle East and Asia. Foot Locker, Inc. has a strong history of sneaker authority that sparks discovery and ignites the power of sneaker culture through its portfolio of brands, including Foot Locker, Kids Foot Locker, Champs Sports, WSS, and atmos. The Company has its corporate headquarters in New York.

A substantial portion of the Company’s retail business is comprised of branded merchandise. The Company also contracts the manufacturing of certain private-label apparel and accessories, but only an insignificant portion of that private-label product has metal components. In accordance with the U.S. Securities and Exchange Commission (“SEC”) rules, the Company undertook good faith efforts to determine if any of the private-label product contracted by it to be manufactured contained Conflict Minerals necessary to the functionality or production of the product that may have originated from the Democratic Republic of the Congo (“DRC”) or an adjoining country (the “Covered Countries”).

The Company used the guidance published by the American Apparel and Footwear Association as a point of reference in determining product applicability. Based on information provided by relevant suppliers, in the applicable period many of the following items were made of alloy, but some may contain tin: Buckles; Buttons; D Rings; Key Hooks; Key Rings; Snaps; Zipper Pulls; and Zippers.

B. Reasonable Country of Origin Inquiry (“RCOI”)

The Company relies upon its suppliers to provide information on the origin of the 3TG contained in components and materials supplied to us, including sources of 3TG that are supplied to them from sub-tier suppliers. The Company integrated responsible sourcing of minerals requirements with the Conflict Minerals Policy (the “Policy”) and Vendor Standards Manual. The Company’s suppliers are expected to provide the 3TG sourcing information to us per our Policy, which is available at investors.footlocker-inc.com/conflictminerals, and our Vendor Standards Manual.

The Company is in contact with its suppliers about Conflict Minerals and informs new suppliers about Conflict Minerals to educate its suppliers regarding the relevant SEC requirements and its due diligence expectations.

The Company’s RCOI included:

1. Identifying of relevant suppliers, which are those that provided products that contained metallic components that may contain Conflict Minerals.

2. Conducting a supply-chain survey with direct suppliers of materials containing Conflict Minerals using the Responsible Business Alliance (“RBA”), formerly the Electronic Industry Citizenship Coalition/Global e-Sustainability Initiative (“GeSI”) Conflict Minerals Reporting Template (“Template”) to identify the smelters and refiners.
3. Developing a detailed supplier training program and providing instruction to relevant suppliers with regard to completing the supply chain survey.

C. Due Diligence Process

The Company’s due diligence efforts were based on the framework provided by the Organisation for Economic Co-operation and Development (“OECD”) following the guidance provided in Annex I “Five-Step Framework for Risk-Based Due Diligence in the Mineral Supply Chain” included in the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, Second Edition (“OECD guidance”).

The Company’s due diligence measures included:

1. Utilizing Management Systems

The Company has adopted a Policy, which is available at investors.footlocker-inc.com/conflictminerals.

The Company has established a management system for complying with applicable rules. The Company’s management system includes a Conflict Minerals Steering Committee comprised of the Senior Vice President, Global Supply Chain; Executive Vice President, General Counsel and Secretary; and Senior Vice President and Chief Accounting Officer, which is responsible for developing, communicating, and monitoring compliance with its policies, as necessary. Additionally, the Company has created a cross-functional team from relevant functions, such as private-label purchasing and quality assurance.

2. Identifying and Assessing Risks

The Company adopted the Template that the Responsible Minerals Initiative, formerly the Conflict-Free Sourcing Initiative, has created for collection of information regarding use and origin of Conflict Minerals in the Company’s supply chain.

The Company requires relevant suppliers to purchase functional metallic trim from nominated trim suppliers who have all submitted letters confirming that they have conducted a RCOI and have no reason to believe that its Conflict Minerals originated from the DRC or the Covered Countries.

3. Designing and Implementing a Strategy to Respond to Risks

The Policy incorporates the standards set forth in Annex II of the OECD guidance, and includes:

- a. Strengthening the process to identify Conflict Minerals used in the Company’s private-label products by working closely with its purchasing agents;
- b. Improving the ability to identify and trace Conflict Minerals in its the supply chain through the use of the RBA / GeSI Template and locally-based employees to facilitate training and response; and
- c. Communicating the Company’s expectations under the policy to suppliers of materials potentially containing Conflict Minerals.

The Conflict Minerals Steering Committee continues to develop supplier engagement strategies to foster complete and accurate information about Conflict Minerals in the Company's supply chain and encourage responsible sourcing strategies.

4. Reporting Annually on Supply Chain Due Diligence

The Company files a Form SD and Conflict Minerals Report each year with the SEC.

D. Due Diligence Results

The Company has identified 30 direct suppliers of its private-label products, 15 of which are within the scope of the RCOI. Of these 15 suppliers, all metallic trims were purchased from one of the Company's approved or nominated trim suppliers. As a result of the Company's RCOI, it has no reason to believe that any of the Conflict Minerals in its products originated in the DRC or any Covered Countries.