
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)**

The ODP Corporation

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

88337F 105
(CUSIP Number of Class of Securities)

Sarah Hlavinka
Executive Vice President, Chief Legal Officer and Corporate Secretary
6600 North Military Trail
Boca Raton, FL 33496
(561) 438-4800

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

Copy to:

Lillian Tsu
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006
(212) 225-2000

Marisa D. Stavenas
John G. O'Connell
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(212) 455-2000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 3 (“Amendment No. 3”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on July 18, 2022, as amended and supplemented on July 22, 2022 and August 3, 2022 (as amended, the “Schedule TO”), relating to an offer by The ODP Corporation, a Delaware corporation (the “Company”), to purchase for cash shares of its common stock, par value \$0.01 per share (the “Shares”), for an aggregate purchase price of no more than \$300,000,000, at a purchase price not less than \$31.50 nor greater than \$36.00 per Share, less any applicable withholding taxes and without interest. That offer is being made on the terms and subject to the conditions described in the Offer to Purchase, dated July 18, 2022 (the “Offer to Purchase”), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal, a copy of which was attached as Exhibit (a)(1)(B) to the Schedule TO, as they may be amended or supplemented from time to time. This Amendment No. 3 is being filed in accordance with Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended.

Except as otherwise set forth below, the information included in the Schedule TO remains unchanged and is incorporated by reference herein to the items in the Amendment No. 3. You should read this Amendment No. 3 together with the Schedule TO, the Offer to Purchase and the related Letter of Transmittal.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On August 15, 2022, the Company issued a press release announcing the final results of the tender offer, which expired at 12:00 midnight, New York City time, at the end of the day on August 12, 2022. A copy of such press release is filed as Exhibit (a)(5)(L) hereto and is incorporated by reference into the Schedule TO.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

(a)(5)(L) Press Release issued by the Company on August 15, 2022.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 3 is true, complete and correct.

Date: August 15, 2022

THE ODP CORPORATION

/s/ Sarah E. Hlavinka

Name: Sarah E. Hlavinka

Title: Executive Vice President, Chief Legal Officer and Corporate Secretary

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(A)*	Offer to Purchase, dated July 18, 2022.
(a)(1)(B)*	Letter of Transmittal (including IRS Form W-9).
(a)(1)(C)*	Notice of Guaranteed Delivery.
(a)(1)(D)*	Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.
(a)(1)(E)*	Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
(a)(1)(F)*	Summary Advertisement, published July 18, 2022.
(a)(1)(G)*	Letter to Employees.
(a)(5)(A)	Press Release issued by the Company on July 18, 2022 (incorporated by reference from Exhibit 99.1 of the Company's Current Report on Form 8-K filed with the SEC on July 18, 2022).
(a)(5)(B)	Press Release issued by the Company on July 18, 2022 (incorporated by reference from Exhibit 99.1 of the Company's Current Report on Form 8-K filed with the SEC on July 18, 2022).
(a)(5)(C)	Annual Report on Form 10-K for the fiscal year ended December 25, 2021 filed with the SEC on February 23, 2022 (Incorporated by reference to such filing).
(a)(5)(D)	Quarterly Report on Form 10-Q for the quarter ended March 26, 2022 filed with the SEC on May 4, 2022 (Incorporated by reference to such filing).
(a)(5)(E)	Current Report on Form 8-K filed with the SEC on January 3, 2022 (Incorporated by reference to such filing).
(a)(5)(F)	Current Report on Form 8-K filed with the SEC on January 3, 2022 (Incorporated by reference to such filing).
(a)(5)(G)	Current Report on Form 8-K filed with the SEC on January 14, 2022 (Incorporated by reference to such filing).
(a)(5)(H)	Current Report on Form 8-K filed with the SEC on March 28, 2022 (Incorporated by reference to such filing).
(a)(5)(I)	Current Report on Form 8-K filed with the SEC on April 28, 2022 (Incorporated by reference to such filing).
(a)(5)(J)	Current Report on Form 8-K filed with the SEC on June 6, 2022 (Incorporated by reference to such filing).
(a)(5)(K)	Quarterly Report on Form 10-Q for the quarter ended June 25, 2022 filed with the SEC on August 3, 2022 (Incorporated by reference to such filing).
(a)(5)(L)	Press Release issued by the Company on August 15, 2022.
(b)	Not applicable.
(d)(1)	Office Depot, Inc. 2021 Long-Term Incentive Plan (Incorporated by reference from Annex A to the Proxy Statement for Office Depot, Inc.'s 2021 Annual Meeting of Shareholders, filed with the SEC on March 12, 2021).**

- (d)(2) [Form of Third Amended and Restated Credit Agreement, dated as of April 17, 2020, among Office Depot, Inc., Grand & Toy Limited/Grand & Toy Limiteé, CompuCom Canada Co., as Borrowers, JPMorgan Chase Bank, N.A., as Administrative Agent, and the other lenders referred to therein \(Incorporated by reference from Exhibit 10.1 of Office Depot, Inc.'s Current Report on Form 8-K, filed with the SEC on April 20, 2020\).](#)
- (d)(3) [Form of Restricted Stock Unit Agreement \(Executives\) \(Incorporated by reference from Exhibit 99.4 of Office Depot, Inc.'s Registration Statement on Form S-8, filed with the SEC on July 20, 2017\).**](#)
- (d)(4) [Form of AOI Performance Share Award Agreement \(Executives\) \(Incorporated by reference from Exhibit 99.5 of Office Depot, Inc.'s Registration Statement on Form S-8, filed with the SEC on July 20, 2017\).**](#)
- (d)(5) [Form of TSR Performance Share Award Agreement \(Executives\) \(Incorporated by reference from Exhibit 99.6 of Office Depot, Inc.'s Registration Statement on Form S-8, filed with the SEC on July 20, 2017\).**](#)
- (d)(6) [Employment Agreement between Office Depot, Inc. and Gerry P. Smith \(Incorporated by reference from Exhibit 10.1 of Office Depot, Inc.'s Current Report on Form 8-K, filed with the SEC on January 30, 2017\).**](#)
- (d)(7) [2017 Non-Qualified Stock Option Award Agreement between Office Depot, Inc. and Gerry P. Smith \(Incorporated by reference from Exhibit 10.2 of Office Depot, Inc.'s Current Report on Form 8-K, filed with the SEC on January 30, 2017\).**](#)
- (d)(8) [2017 Restricted Stock Unit Award Agreement between Office Depot, Inc. and Gerry P. Smith \(Incorporated by reference from Exhibit 10.3 of Office Depot, Inc.'s Current Report on Form 8-K, filed with the SEC on January 30, 2017\).**](#)
- (d)(9) [Form of Restricted Stock Unit Award Agreement \(Incorporated by reference from Exhibit 99.3 of Office Depot, Inc.'s Registration Statement on Form S-8, filed with the SEC on June 19, 2015\).**](#)
- (d)(10) [The Office Depot, Inc. Executive Change in Control Severance Plan effective August 1, 2014 \(Incorporated by reference from Exhibit 10.1 of Office Depot, Inc.'s Current Report on Form 8-K, filed with the SEC on August 7, 2014\).**](#)
- (d)(11) [Amendment to Office Depot, Inc. Executive Change in Control Severance Plan effective as of August 10, 2020.**](#)
- (d)(12) [Form of Office Depot, Inc. Indemnification Agreement \(Incorporated by reference from Exhibit 10.63 of Office Depot, Inc.'s Annual Report on Form 10-K, filed with the SEC on February 28, 2018\).**](#)
- (d)(13) [Form of Restricted Stock Unit Agreement \(Executives\) \(Incorporated by reference from Exhibit 10.4 of Office Depot, Inc.'s Quarterly Report on Form 8-K, filed with the SEC on May 8, 2019\).**](#)
- (d)(14) [Form of FCF Performance Share Award Agreement \(Executives\) \(Incorporated by reference from Exhibit 10.5 of Office Depot, Inc.'s Current Report on Form 8-K, filed with the SEC on May 8, 2019\).**](#)
- (d)(15) [Form of TSR Performance Share Award Agreement \(Executives\) \(Incorporated by reference from Exhibit 10.6 of Office Depot, Inc.'s Current Report on Form 8-K, filed with the SEC on May 8, 2019\).**](#)
- (d)(16) [Letter Agreement between Office Depot, Inc. and Mick Slattery \(Incorporated by reference from Exhibit 10.1 of Office Depot, Inc.'s Current Report on Form 8-K, filed with the SEC on June 25, 2019\).**](#)

- (d)(17) [Letter Agreement, dated May 14, 2020, between Office Depot, Inc. and D. Anthony Scaglione \(Incorporated by reference from Exhibit 10.1 of Office Depot, Inc.'s Current Report on Form 8-K, filed with the SEC on June 18, 2020\).](#)**
- (d)(18) [Amendment to Employment Agreement, dated July 1, 2020, by and between The ODP Corporation, Office Depot, LLC and Gerry P. Smith \(Incorporated by reference from Exhibit 10.2 of The ODP Corporation's Quarterly Report on Form 10-Q, filed with the SEC on November 5, 2020\).](#)**
- (d)(19) [Assignment and Assumption Agreement, as of June 30, 2020, by and between The ODP Corporation and Office Depot, LLC \(Incorporated by reference from Exhibit 10.1 of The ODP Corporation's Form 8-K12B, filed with the SEC on July 1, 2020\).](#)
- (d)(20) [Cooperation Agreement, by and among HG Vora Capital Management, LLC and The ODP Corporation, dated January 25, 2021 \(Incorporated by reference from Exhibit 10.1 of The ODP Corporation's Form 8-K, filed with the SEC on January 26, 2021\).](#)
- (d)(21) [First Amendment to the Cooperation Agreement, by and among HG Vora Capital Management, LLC and The ODP Corporation, dated December 30, 2021 \(Incorporated by reference from Exhibit 10.1 of The ODP Corporation's Form 8-K, filed with the SEC on January 3, 2022\).](#)
- (d)(22) [The ODP Corporation 2021 Long-Term Incentive Plan \(Incorporated by reference from Annex 1 of The ODP Corporation's Definitive Proxy Statement on Schedule 14A, filed with the SEC on March 12, 2021\).](#)**
- (d)(23) [Form of 2021 Restricted Stock Unit Award Agreement \(Incorporated by reference from Exhibit 10.2 of The ODP Corporation's Form 8-K, filed with the SEC on April 21, 2021\).](#)**
- (d)(24) [Form of 2021 Lump Sum Restricted Stock Unit Award Agreement \(Non-Employee Directors\) \(Incorporated by reference from Exhibit 10.3 of The ODP Corporation's Form 8-K, filed with the SEC on April 21, 2021\).](#)**
- (d)(25) [Form of 2021 Installment Payment Restricted Stock Unit Award Agreement \(Non-Employee Directors\) \(Incorporated by reference from Exhibit 10.4 of The ODP Corporation's Form 8-K, filed with the SEC on April 21, 2021\).](#)**
- (d)(26) [Form of 2021 FCF Performance Share Award Agreement \(Incorporated by reference from Exhibit 10.5 of The ODP Corporation's Form 8-K, filed with the SEC on April 21, 2021\).](#)**
- (d)(27) [Form of 2021 TSR Performance Share Award Agreement \(Incorporated by reference from Exhibit 10.6 of The ODP Corporation's Form 8-K, filed with the SEC on April 21, 2021\).](#)**
- (d)(28) [Executive Transition Agreement, dated as of September 28, 2021, by and between The ODP Corporation and N. David Bleisch \(Incorporated by reference from Exhibit 10.1 of The ODP Corporation's Quarterly Report on Form 10-Q, filed with the SEC on November 3, 2021\).](#)**
- (g) Not applicable.
- (h) Not applicable.
- 107* [Calculation of Filing Fee Table.](#)

* Filed previously

** Management contract or compensatory plan or arrangement

**CONTACTS:**

Tim Perrott
 Investor Relations
 561-438-4629
Tim.Perrott@officedepot.com

Danny Jovic
 Media Relations
 561-438-1594
Danny.Jovic@officedepot.com

ODP Announces Final Results of Dutch Auction Tender Offer

Boca Raton, Fla., August 15, 2022 – The ODP Corporation (NASDAQ:ODP) (“ODP” or the “Company”), a leading provider of business services, products and digital workplace technology solutions through an integrated B2B distribution platform and omnichannel presence, which includes world-class supply chain and distribution operations, online presence, and approximately 1,000 stores, today announced the final results of its “Dutch auction” tender offer, which expired at 12:00 midnight, New York City time, at the end of the day on August 12, 2022.

Based on the final count by Computershare, Inc. and its wholly owned subsidiary Computershare Trust Company, N.A., the depository for the tender offer, 14,497 common shares were validly tendered at or below the purchase price of \$36.00 per share and not validly withdrawn.

In accordance with the terms and conditions of the tender offer and based on the final count by the depository, ODP will accept for payment and purchase all shares that were validly tendered for an aggregate purchase price of \$521,892.00, excluding fees and expenses relating to the tender offer. These shares represent less than 1% of ODP’s outstanding common shares. The depository will promptly pay for all shares accepted for purchase. Payment for shares purchased will be made in cash, less any applicable withholding taxes and without interest.

ODP may, in the future, decide to make share repurchases from time to time on the open market or in private transactions, subject to applicable law. Any of these repurchases may be on the same terms or on terms that are more or less favorable to the selling shareholders in those transactions than the terms of the tender offer.

“Our previously announced tender offer and share repurchase authorization both demonstrate our Board’s commitment to utilizing our balance sheet capacity and free cash flow generation to enhance shareholder value,” said Gerry Smith, chief executive officer of the ODP Corporation. “Following the completion of the tender offer, we have approximately \$599 million left on our current share repurchase authorization and we intend to execute upon our share repurchase plans in the coming months depending on market conditions.”

J.P. Morgan Securities LLC is acting as the dealer manager for the tender offer. MacKenzie Partners, Inc. is serving as the information agent and Computershare, Inc. and its wholly owned subsidiary Computershare Trust Company, N.A. is acting as the depository. Questions regarding the tender offer may be directed to J.P. Morgan Securities LLC at (877) 371-5947 (toll-free).

About The ODP Corporation

The ODP Corporation (NASDAQ:ODP) is a leading provider of business services and supplies, products and digital workplace technology solutions to small, medium and enterprise businesses, through an integrated business-to-business (B2B) distribution platform, which includes world-class supply chain and distribution operations, dedicated sales professionals and technicians, online presence, and approximately 1,000 stores. Through its banner brands Office Depot®, OfficeMax®, ODP Business Solutions™, Varis™ and Grand&Toy®, as well as others, the Company offers its customers the tools and resources they need to focus on their passion of starting, growing and running their business. For more information, visit news.theodpcorp.com and investor.theodpcorp.com.

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FORWARD LOOKING STATEMENTS

This communication may contain forward-looking statements, including regarding the consummation of the tender offer and payment for shares purchased in the tender offer. These statements or disclosures may discuss goals, intentions and expectations as to future trends, plans, events, results of operations, cash flow or financial condition, the potential impacts on our business due to the unknown severity and duration of the COVID-19 pandemic, or state other information relating to, among other things, the Company, based on current beliefs and assumptions made by, and information currently available to, management. Forward-looking statements generally will be accompanied by words such as “anticipate,” “believe,” “plan,” “could,” “estimate,” “expect,” “forecast,” “guidance,” “expectations”, “outlook,” “intend,” “may,” “possible,” “potential,” “predict,” “project,” “propose” or other similar words, phrases or expressions, or other variations of such words. These forward-looking statements are subject to various risks and uncertainties, many of which are outside of the Company’s control. There can be no assurances that the Company will realize these expectations or that these beliefs will prove correct, and therefore investors and stakeholders should not place undue reliance on such statements.

Factors that could cause actual results to differ materially from those in the forward-looking statements include those described in the Company’s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, and the tender offer statement on Schedule TO relating to the tender offer, filed with the U.S. Securities and Exchange Commission. The Company does not assume any obligation to update or revise any forward-looking statements.