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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): September 23, 2016**

Commission file number 1-10948

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**OFFICE DEPOT, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**59-2663954**  
(I.R.S. Employer  
Identification No.)

**6600 North Military Trail, Boca Raton, Florida**  
(Address of principal executive offices)

**33496**  
(Zip Code)

**(561) 438-4800**  
(Registrant's telephone number, including area code)

**Former name or former address, if changed since last report: N/A**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On September 23, 2016, Office Depot, Inc. (the “Company” or “Office Depot”) announced that it has received an irrevocable offer from Aurelius Rho Invest DS GmbH, a subsidiary of The AURELIUS Group (the “Purchaser”), to acquire the Company’s European business operations (the “OD European Business”). The annual revenue for the OD European Business is approximately €2 billion. The transaction is structured as an equity sale, for nominal consideration, with the Purchaser acquiring the OD European Business with its assets and liabilities.

The Purchaser has provided the offer to Office Depot Foreign Holdings LP, LLC and Office Depot Foreign Holdings GP, LLC (collectively, “Office Depot Foreign Holdings”), wholly-owned subsidiaries of the Company, to purchase the OD European Business on the terms and subject to the conditions set out in a form of sale and purchase agreement agreed among Office Depot Foreign Holdings, the Company and the Purchaser. Upon completion of the consultation with the central works council, which represents employees of the OD European Business in France, Office Depot Foreign Holdings will have an option (exercisable solely in the discretion of Office Depot Foreign Holdings) to enter into a definitive sale and purchase agreement (the “SPA”) with the Purchaser providing for the sale of the OD European Business. If the option is not exercised by Office Depot Foreign Holdings within the prescribed time period, or if Office Depot Foreign Holdings fails to participate in the consultation process, a €5 million fee will be payable by Office Depot Foreign Holdings to the Purchaser.

Agreed terms in the SPA include provisions: (i) that the transaction will be subject to the receipt of antitrust clearance (or expiration of the relevant waiting period) of the European Commission (which the Purchaser must use its best endeavors to satisfy as soon as possible); and (ii) pertaining to certain indemnities and undertakings from the Company and Office Depot Foreign Holdings and the Purchaser.

The SPA contains customary warranties of Office Depot Foreign Holdings and the Purchaser. Subject to certain exceptions, these warranties will survive for a period from 12 months to 5 years following the closing of the transaction and, in the event of a breach, Office Depot Foreign Holdings may be subject to a claim for damages, which, in some cases, would be subject to certain limitations.

Office Depot Foreign Holdings’ aggregate liability for all warranty and indemnity claims under the SPA is limited in aggregate to €10 million related to the OD European Business.

The Company will retain responsibility for the UK defined benefit pension plan, which will be facilitated through a transfer of the plan from the OD European Business to a subsidiary of the Company prior to the completion of the transaction under the SPA.

The transaction is expected to close by fiscal year end. Until the closing date, the Company has agreed to operate the OD European Business in the ordinary course. The Company has agreed to provide certain transitional services to the Purchaser for a limited period of time following the closing.

On September 23, 2016, the Company issued a press release pertaining to the transaction. The text of the press release, which is attached as Exhibit 99.1, is incorporated by reference herein in its entirety.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Press release dated September 23, 2016

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**OFFICE DEPOT, INC.**

Date: September 23, 2016

By: /s/ Stephen R. Calkins  
Stephen R. Calkins  
Executive Vice President, Chief Legal Officer & Corporate Secretary

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**EXHIBIT INDEX**

Exhibit 99.1      Press release dated September 23, 2016

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**Office Depot Announces Deal to Sell European Business to  
The AURELIUS Group**

**Boca Raton, Fla., September 23, 2016** – Office Depot, Inc. (NASDAQ: ODP) today announced that it intends to sell its European business to The AURELIUS Group.

Office Depot had previously disclosed its intention to explore strategic alternatives regarding its European business, under a process that began earlier this year.

“The sale of our European business will allow us to streamline operations and focus our resources on markets that will provide the best opportunity to implement our recently announced three year strategic plan,” said Roland Smith, chairman and chief executive officer for Office Depot. “The AURELIUS Group, has a proven track record of positioning its acquisitions for future success and we look forward to working with them to complete this transaction.”

Since 2005 AURELIUS has completed more than 70 transactions across Europe and specializes in investing in companies and corporate spin-offs, as well as complex divisional carve-outs from corporates.

The transaction is structured as an equity sale, for nominal consideration, with the buyer acquiring the European business with its assets and liabilities. Annual revenue for the European business is approximately EUR 2 billion. The transaction, which has been approved by Office Depot’s Board of Directors, is subject to regulatory approval from the European Commission and consultation with the central works council, which represents employees in France. The transaction is expected to close by the end of 2016.

Goldman, Sachs & Co. acted as Office Depot’s exclusive financial advisor on the transaction.

**About Office Depot, Inc.**

Office Depot, Inc. is a leading global provider of products, services, and solutions for every workplace – whether your workplace is an office, home, school or car.

Office Depot, Inc. is a resource and a catalyst to help customers work better. We are a single source for everything customers need to be more productive, including the latest technology, core office supplies, print and document services, business services, facilities products, furniture, and school essentials.

The Company has annual sales of approximately \$14 billion, employs approximately 49,000 associates, and serves consumers and businesses in 59 countries with approximately 1,800 retail stores, award-winning e-commerce sites and a dedicated business-to-business sales organization – all delivered through a global network of wholly owned operations, franchisees, licensees and alliance partners. The Company operates under several banner brands including Office Depot, OfficeMax, Grand & Toy, and Viking. The company’s portfolio of exclusive product brands include TUL, Foray, Brenton Studio, Ativa, WorkPro, Realspace and HighMark.

Office Depot, Inc.'s common stock is listed on the NASDAQ Global Select Market under the symbol "ODP". Additional information about the transaction can be found in the Company's Form 8-K filed today. Additional press information can be found at: <http://news.officedepot.com>.

*All trademarks, service marks and trade names of Office Depot, Inc. and OfficeMax Incorporated used herein are trademarks or registered trademarks of Office Depot, Inc. and OfficeMax Incorporated, respectively. Any other product or company names mentioned herein are the trademarks of their respective owners.*

## **FORWARD LOOKING STATEMENTS**

This communication may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements or disclosures may discuss goals, intentions and expectations as to future trends, plans, events, results of operations or financial condition, or state other information relating to, among other things, Office Depot, 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," "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 Office Depot's control. There can be no assurances that Office Depot will realize these expectations or that these beliefs will prove correct, and therefore investors and stockholders 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, among other things, risks related to the termination of Office Depot's pending acquisition by Staples, disruption in key business activities or any impact on Office Depot's relationships with third parties as a result of the announcement of the termination of the Staples Merger Agreement; unanticipated changes in the markets for Office Depot's business segments; the inability to realize expected benefits from Office Depot's European restructuring plan; fluctuations in currency exchange rates; unanticipated downturns in business relationships with customers; competitive pressures on Office Depot's sales and pricing; increases in the cost of material, energy and other production costs, or unexpected costs that cannot be recouped in product pricing; the introduction of competing technology products and services; unexpected technical or marketing difficulties; unexpected claims, charges, litigation, dispute resolutions or settlement expenses; new laws and governmental regulations. The foregoing list of factors is not exhaustive. Investors and stockholders should carefully consider the foregoing factors and the other risks and uncertainties described in Office Depot's Annual Reports on Form 10-K, as amended, and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission, as well as the Form 8-K filed today with respect to the proposed transaction. Office Depot does not assume any obligation to update or revise any forward-looking statements.