## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 24, 1994

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

For the transition period from

to

Commission file number

1-10948

 $\mbox{ OFFICE DEPOT, INC.} \\ \mbox{ (Exact name of registrant as specified in its charter)}$ 

Delaware (State or other jurisdiction of incorporation or organization) 59-2663954 (I.R.S. Employer Identification No.)

2200 Old Germantown Road, Delray Beach, Florida (Address of principal executive offices)

33445 (Zip Code)

(407) 278-4800 (Registrant's telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirement for the past 90 days.

Yes /X/

No / /

The registrant had 149,124,129 shares of common stock outstanding as of November 2, 1994.

### OFFICE DEPOT, INC.

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## OFFICE DEPOT, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF EARNINGS (In thousands, except per share amounts) (Unaudited)

		Ended	39 Weeks Ended Sept. 24, 1994	Ended
Sales Cost of goods sold and occupancy costs			\$3,010,887 2,314,812	\$1,958,336 1,512,291
Gross profit	243,538	164,510	696,075	446,045
Store and warehouse operating and selling expenses Pre-opening expenses General and administrative expenses Amortization of goodwill	3,582 32,156 1,266	1,685	458,775 6,814 92,955 3,803	295, 361 5, 245 64, 650 574
Operating profit	50,419	33,523	133,728	80,215
Interest expense, net	3,224	1,546	10,458	3,490
Earnings before income taxes	47,195	31,977	123,270	76,725
Income taxes	19,784	12,663	50,504	29,555
Net earnings	\$ 27,411 =======			
Earnings per common and common equivalent share	\$ 0.18 ======	\$ 0.13 ======	\$ 0.48 ======	\$ 0.32 ======
Average common and common equivalent shares	152,443 =======	147,776 ======	152,400 ======	146,186 =======

# OFFICE DEPOT, INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (In thousands, except share and per share amounts) (Unaudited)

	September 24, 1994	December 25, 1993
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 62,741	\$ 142,471
Receivables, net of allowances	270,413	201,989
Merchandise inventories	737,899	663,147
Deferred income taxes	31,985	26,166
Prepaid expenses and refundable income taxes	6,321	5,068
Trepara expenses and retainable income caxes		
Total current assets	1,109,359	1,038,841
Property and Equipment	467,784	354,943
Less accumulated depreciation and amortization	115, 421	86,776
·		
	352,363	268,167
Goodwill, net of amortization	196,898	200,714
Other Assets	33,531	26,518
	\$1,692,151	\$1,534,240
	=======	=======
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$ 446,688	\$ 412,491
Accrued expenses	157,908	132,704
Income taxes	16,740	13,242
Current maturities of long-term debt	9,161	7,193
• • • • • • • • • • • • • • • • • • •		
Total current liabilities	630,497	565,630
Long-Term Debt, less current maturities	14,890	18,149
Deferred Taxes and Other Credits	5,580	5,478
Zero Coupon, Convertible, Subordinated Notes	362,041	350,298
Common Stockholders' Equity		
Common stock - authorized 200,000,000 shares of		
\$.01 par value; issued 150,883,333 in 1994 and		
149,114,196 in 1993	1,509	1,491
Additional paid-in capital	458, 260	439,766
Foreign currency translation adjustment	(1,482)	383
Retained earnings	222,606	154,795
Less: 2,163,447 shares of treasury stock	(1,750)	(1,750)
	679,143	594,685
	\$1,692,151	\$1,534,240
	=======	=======

# OFFICE DEPOT, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS Increase (Decrease) in Cash and Cash Equivalents (In thousands)

	39 Weeks Ended September 24, 1994	39 Weeks Ended September 25, 1993
Cash flows from operating activities Cash received from customers Cash paid for inventory Cash paid for store and warehouse operating,	\$ 2,951,341 (2,273,214)	\$ 1,912,414 (1,479,548)
selling and general administrative expense Interest received Interest paid Taxes paid	(601,078) 3,588 (2,067) (46,596)	(343,058) 3,768 (1,559) (14,149)
Net cash provided by operating activities	31,974	77,868
Cash flows from investing activities		
Capital expenditures-net	(114,754)	(66,802)
Purchase of Eastman common stock Cash acquired	0 0	(20,001) (4,106)
Net cash used by investing activities	(114,754)	(90,909)
Cash flows from financing activities Proceeds from exercise of stock options Foreign currency translation adjustment Proceeds from long- and short-term borrowing Distribution to shareholders Payments on long- and short-term debt	11,162 (1,865) 15,466 (4,956) (16,757)	6,917 219 2,130 (3,178) (37,562)
Net cash provided (used) by		
financing activities	3,050	(31,474)
Net decrease in cash and cash equivalents Cash and equivalents at beginning of period	(79,730) 142,471	(44,515) 134,970
Cash and equivalents at end of period	\$ 62,741 ======	\$ 90,455 =======
Reconciliation of net earnings to net cash		
provided (used) by operating activities Net earnings Adjustments to reconcile net earnings to net cash provided (used) by operating activities	\$ 72,766	\$ 47,170
Depreciation and amortization Changes in assets and liabilities	35,659	21,828
Decrease (increase) in accounts receivable Increase in inventory	(68,424) (74,752)	3,692 (15,240)
Increase in prepaid expenses and other assets Increase in accounts payable and other	(15,370)	(8,511)
liabilities	82,095	28,929
Total adjustments	(40,792)	30,698
Net cash provided by operating activities	\$ 31,974 ======	\$ 77,868 =======

### OFFICE DEPOT, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. The financial statements as of September 24, 1994 and December 25, 1993 and for the 13 and 39 week periods ended September 24, 1994 and September 25, 1993 are unaudited; however, such interim statements reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the financial position and the results of operations for the interim periods presented. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

In February 1994, the Company issued 2,335,746 shares of common stock in connection with the acquisitions of two contract stationers, L.E. Muran Co. Inc. ("Muran") and Yorkship Press, Inc. ("Yorkship"). In May 1994, the Company acquired all of the outstanding stock of Midwest Carbon Company ("Midwest"), a Minneapolis based contract stationer, and Silver's, Inc. ("Silver's"), a Detroit based contract stationer. The Company issued 1,448,459 shares of common stock in connection with the acquisitions of Midwest and Silver's. Additionally, in August 1994, the Company acquired all the outstanding stock of J.A. Kindel Company, Inc. ("Kindel"), a Cincinnati based contract stationer, and Allstate Office Products, Inc. ("Allstate"), a contract stationer in Tampa. The Company issued 1,916,009 shares of common stock in connection with the acquisitions of Kindel and Allstate. These acquisitions were accounted for on a "pooling of interests" basis and, accordingly, the accompanying financial statements have been restated to include the accounts and operations of these companies for all periods prior to their respective acquisition. The interim financial statements should be read in conjunction with the audited financial statements (not included herein) for the year ended December 25, 1993 (which do not include any adjustments for the accounting on a "pooling of interests" basis). Certain reclassifications were made to prior year statements to conform with 1994 presentations.

In September 1994, the Company signed a joint venture agreement with Grupo Gigante, one of Mexico's leading retailers, to develop and operate a chain of office products warehouse stores in Mexico. The first stores are expected to open in Mexico in early 1995.

- In June 1994, the Company completed a three-for-two split of the Company's common stock. All historical share and per share information has been restated to reflect the stock split.
- 3. Average common and common equivalent shares utilized in computing third quarter earnings per share include approximately 4,092,000 and 4,937,000 shares in 1994 and 1993, respectively, as a result of applying the treasury stock method to outstanding stock options.

- 4. The Consolidated Statements of Cash Flows for the 39 weeks ended September 24, 1994 and September 25, 1993 do not include noncash financing transactions of \$5,456,000 and \$5,130,000, respectively, relating to additional paid-in capital associated with tax benefits of stock options exercised and \$1,895,000 and \$778,000, respectively, relating to common stock and additional paid-in capital associated with stock issued to the Office Depot Retirement Savings Plan. In addition, the Consolidated Statements of Cash Flows for the 39 weeks ended September 24, 1994 and September 25, 1993 do not include noncash financing transactions of \$11,743,000 and \$5,698,000, respectively, associated with accreted interest on zero coupon convertible, subordinated notes. The distributions to stockholders included in the Consolidated Statements of Cash Flows represent distributions to
- 5. Included in the results of operations for the 13 and 39 week periods ended September 24, 1994 are the results of operations of the acquired companies. Included in these results for the 13 and 39 week periods ended September 24, 1994 are revenues of \$11,205,000 and \$101,017,000, respectively, and net income (loss) of \$(292,000) and \$3,015,000, respectively, before the acquisitions were consummated. Following is a summary of the effect of the restatement to the "poolings of interest" basis for previously issued financial statements as of December 25, 1993 and for the 13 and 39 week periods ended September 25, 1993.

stockholders of the aquired companies (which operated, for tax purposes, as S-Corporations) prior to the acquisitions.

OFFICE DEPOT, INC. AND SUBSIDIARIES
STATEMENT OF COMBINED RESTATED BALANCE SHEET
December 25, 1993
(In thousands)
(Unaudited)

	Office Depot (as previously reported)		Combined Restated
Accounts receivable, net of allowance	\$ 165,182		\$ 201,989
Merchandise inventories	643,773	19,374	663,147
Other current assets	169,207	4,498	173,705
Tatal amount assets	070 400		4 000 044
Total current assets	978,162	60,679	1,038,841
Property and equipment, net of			
accumulated depreciation	262,144	6,023	268,167
Goodwill, net of amortization	200,462	252	200,714
Other assets	23,131		26,518
Cities assets			
Total assets	\$1,463,899	\$70,341	\$1,534,240
	=======	======	
Accounts Payable	\$ 393,185	\$19,306	\$ 412,491
Other current liabilities	144,020	9,119	153,139
Total current liabilities	537, 205	28,425	565,630
Long-term debt	366,527	1,920	368,447
Other non-current liabilities	5,478		5,478
Common stockholders' equity	554,689	39,996	594,685
Table 1 12 hillion and absolute 1 decel and according	#4 400 000	#70 044	
Total liabilities and stockholders' equity	\$1,463,899	•	\$1,534,240
	========	======	========

## OFFICE DEPOT, INC. AND SUBSIDIARIES STATEMENT OF COMBINED RESTATED STATEMENTS OF EARNINGS (In thousands, except per share amounts) (Unaudited)

13 Weeks Ended September 25, 1993

		Pooling Adjustments for Acquired	Combined
	Office Depot (1)	Companies	
Sales	\$659,925	\$67,093	\$727,018
Cost of goods sold and occupancy costs	512,548 	49,960	562,508
Gross profit	147,377	17,133	164,510
Store operating and selling expenses	96,018	9,845	105,863
Pre-opening expenses	1,685	-	1,685
General and administrative expenses	18,416	4,597	23,013
Amortization of goodwill	421 	5	426
Operating profit	30,837	2,686	33,523
Interest expense, net	1,398	148	1,546
Earnings before income taxes	29,439	2,538	
Income taxes	12,233	430	12,663
Net earnings	\$ 17,206	\$ 2,108 ======	
Earnings per common and common equivalent share	\$0.12 ======		\$0.13 ======
Average common and common equivalent shares	142,077 ======		147,776 ======

39 Weeks Ended September 25, 1993

	Office Depot (1)	Pooling Adjustments for Acquired Companies	Combined Restated
Sales	\$1,769,911	\$188,425	\$1,958,336
Cost of goods sold and occupancy costs	1,373,634	138,657	1,512,291
Gross profit	396,277	49,768	446,045
Store operating and selling expenses	266,587	28,774	295,361
Pre-opening expenses	5,245	-	5,245
General and administrative expenses	50,487	14,163	64,650
Amortization of goodwill	558	16	574
Operating profit	73,400	6,815	80,215
Interest expense, net	2,979	511	3,490
Earnings before income taxes	70,421	6,304	76,725
Income taxes	28,216	1,339	29,555
Net earnings	\$ 42,205	\$ 4,965 =======	\$ 47,170
Earnings per common and common equivalent share	\$0.30 ======		\$0.32 ======
Average common and common equivalent shares	140,487		146,186 ======

<sup>(1)</sup> As previously reported with certain reclassifications to conform with 1994 presentations.

#### RESULTS OF OPERATIONS

Sales increased 44% from \$727,018,000 in the third quarter of 1993 to \$1,044,815,000 in the third quarter of 1994; and from \$1,958,336,000 for the first nine months of 1993 to \$3,010,887,000 for the first nine months of 1994, an increase of 54%. Comparable store sales increased 23% for the third quarter of 1994 and 29% for the first nine months of 1994. The balance of the sales increase was attributable to the 61 new stores and the one contract stationer warehouse opened subsequent to the third quarter of 1993. The Company opened 16 stores in the third quarter of 1994, bringing the total number of stores open at the end of the third quarter to 384, compared with 323 stores at the end of the third quarter of 1993. Additionally, Eastman Office Products Corporation was acquired in September of 1993, therefore, its results of operations are included for two weeks in the first nine months of 1993 versus the full 39 weeks in 1994. The Company also operated 24 contract stationer and delivery warehouses at the end of the third quarter of 1994 compared to 23 contract stationer and delivery warehouses (including the 8 warehouses acquired in the poolings) at the end of the third quarter of 1993. Comparable store sales in the future may be affected by competition from other stores, the opening of additional stores, the expansion of contract stationer business in existing markets, and general market conditions.

Gross profit as a percentage of sales was 23.3% during the third quarter of 1994, 22.6% during the comparable quarter in 1993, and 23.1% for the first nine months of 1994, as compared with 22.8% for the first nine months of 1993. The increases were primarily a result of leveraging occupancy costs through higher average sales per store and purchasing efficiencies gained through vendor volume discount programs that have increased as purchasing levels have continued to increase. These gains were partially offset by lower gross margins resulting from an increase in sales of lower margin business machines and computers. Gross profit as a percentage of sales is generally higher in the contract stationer business than the retail store's as a result of significantly fewer business machines and computers being sold through the contract stationer's.

Store and warehouse operating and selling expenses as a percentage of sales were 14.9% and 15.2% for the third quarter and first nine months of 1994, respectively, as compared with 14.6% and 15.1% for the third quarter and first nine months of 1993, respectively. Store and warehouse operating expenses consist primarily of payroll and advertising expenses. While the majority of these expenses vary proportionately with sales, there is a fixed cost component to these expenses such that, as sales increase within a given market area, store and warehouse operating and selling expenses should decrease as a percentage of sales. This benefit may not be fully realized, however, during periods when a large number of new stores or warehouses are being opened, as new stores and warehouses typically generate lower sales than the average mature facility, resulting in higher operating and selling expenses as a percentage of sales. In addition, contract stationers incur somewhat higher operating expenses than the retail stores. This percentage is also affected when the Company enters large metropolitan market areas where the advertising costs for the full market must be absorbed by the

small number of stores initially opened. As additional stores or warehouses are opened in these large markets, advertising costs, which are substantially a fixed expense for a market area, should decrease as a percentage of sales. The Company has also continued a strategy of opening stores and warehouses in existing markets. While increasing the number of facilities increases operating results in absolute dollars, this may have the effect of increasing expenses as a percentage of sales since the sales of certain existing stores in the market may initially be adversely affected.

Pre-opening expenses increased from \$1,685,000 in the third quarter of 1993 to \$3,582,000 in the comparable period in 1994, and increased from \$5,245,000 in the 39 week period ended September 25, 1993 to \$6,814,000 in the comparable 1994 period. Pre-opening expenses currently are approximately \$125,000 per store and are predominately incurred during a six-week period prior to the store opening. These expenses consist principally of amounts paid for salaries and supplies. Since the Company's policy is to expense these items during the period in which they occur, the amount of pre-opening expenses in each quarter is generally proportional to the number of new stores or warehouses being opened.

General and administrative expenses have decreased as a percentage of sales from 3.2% in the third quarter of 1993 to 3.1% in the comparable period in 1994, and from 3.3% in the first nine months of 1993 to 3.1% in the comparable period in 1994. General and administrative expenses include, among other costs, site selection expenses and store management training expenses, and therefore vary with the number of new store openings in that quarter and the next quarter. The Company's continuing commitment to improving the efficiency of its computer systems resulted in an increase in general and administrative expenses during 1994; however, the Company believes the systems investment will provide benefits in 1995 and beyond. General and administrative expenses also increased with the acquisitions of the contract stationers which historically had a higher general and administrative expense component than the retail stores. Additionally, there are some duplicative expenses incurred as a result of the acquisitions. These increases have been offset by a decrease in general and administrative expenses as a percentage of sales for the Company's retail store operations, primarily as a result of the Company's ability to increase sales without a proportionate increase in corporate expenditures.

The Company incurred net interest expense of \$3,224,000 and \$10,458,000 in the third quarter and first nine months of 1994, respectively, compared with \$1,546,000 and \$3,490,000 for the comparable periods in 1993. The increase in interest expense is primarily related to the \$185,000,000 raised in November 1993 via a public offering of zero coupon, convertible, subordinated notes.

The Company recorded goodwill amortization of \$1,266,000 in the third quarter of 1994 as compared with \$426,000 in the 1993 comparable quarter, and \$3,803,000 in the first nine months of 1994 compared with \$574,000 in the first nine months of 1993. The increase in goodwill amortization was attributable to the contract stationer acquisitions which occurred in the second and third quarters of 1993. The effective income tax rate increased from 39% for the first nine months of 1993 to 41% for the first nine months of 1994 primarily due to nondeductible goodwill amortization as well as the effect of acquiring companies which had no provision for income taxes because they were organized as S-Corporations (as defined under income tax regulations).

#### 11 LIQUIDITY AND CAPITAL RESOURCES

Since the Company's retail sales are substantially on a cash and carry basis, cash flow generated from operating stores provides a source of liquidity to the Company. Working capital requirements are reduced by vendor credit terms, which allow the Company to finance a portion of its inventory. The Company utilizes private label credit card programs which allow the Company to expand its retail sales without the burden of additional receivables because the programs are administered and financed by financial services companies. All credit card receivables sold to the financial service company under one program were sold on a recourse basis.

Sales made from the contract stationer warehouses are made under standard commercial credit terms, where the Company carries its own receivables. As the Company expands into servicing additional large companies in the contract stationer portion of its business, it is expected that a greater portion of the Company's receivables will be carried.

In the third quarter of 1994, the Company added 16 new stores. As stores mature and become more profitable, and as the number of new stores opened in a year becomes a smaller percentage of the existing store base, cash generated from operations will provide a greater portion of funds required for new store fixed assets, inventories and other working capital requirements. Cash generated from operations will be affected by an increase in receivables carried without outside financing, and an increase in inventory at the stores and warehouses as the Company continues to enhance its assortment in computers, business machines and furniture. These have resulted in net cash provided by operating activities of \$31,974,000 and \$77,868,000 in the first nine months of 1994 and 1993, respectively. Capital expenditures are also affected by the number of stores, warehouses, and other facilities opened or acquired each year and the increase in computer and other equipment at the corporate office required to support such expansion. Cash used in investing activities (primarily capital expenditures, including the acquisition of the corporate headquarters for \$16 million and store real estate) was \$114,754,000 and \$90,909,000 in the first nine months of 1994 and 1993, respectively. The Company's cash flow is also affected by financing activities, primarily the exercise of stock options and payment on its long-term debt. This activity resulted in a net cash provided (used) by financing activities of \$3,050,000 and (\$31,474,000) for the first nine months of 1994 and 1993, respectively.

During the nine months ended September 24, 1994, the Company's cash balance decreased approximately \$79,730,000 and long- and short-term debt decreased by approximately \$1,291,000. The decrease in cash was primarily attributable to payments for fixed assets and inventories for new stores as well as payments for inventory mix changes resulting from an increase in business machines and computer sales.

The Company plans to open approximately 35 to 40 additional stores during the remainder of 1994. Management estimates that the Company's cash requirements, exclusive of pre-opening expenses, will be approximately \$1,200,000 for each additional store. In addition, management estimates that each new store will require pre-opening expenses of approximately \$125,000.

The Company has a credit agreement with its principal bank and a syndicate of commercial banks to provide for a working capital line of \$200,000,000. The credit agreement provides that funds borrowed will bear interest, at the Company's option, at either 3/4% over the LIBOR rate or at a base rate linked to the prime rate. The Company must also pay a fee of 1/4% per annum on the unused portion of the credit facility. The credit facility expires in September 1996. In addition to the credit facility, the bank has provided a lease facility to the Company under which the bank has agreed to purchase up to \$15,000,000 of equipment from the Company and lease such equipment back to the Company. As of September 24, 1994, there were no borrowings outstanding under the working capital line and the Company has utilized approximately \$4,000,000 of this lease facility.

The Company's management is continually reviewing its financing options. Although the Company has the ability to finance its planned expansion through 1994 from cash on hand, funds generated from operations, and funds borrowed under the Company's credit facilities, the Company will also consider alternative financing, such as the issuance of equity, debt or convertible debt, if market conditions make such alternatives financially attractive for funding the Company's short-term or long-term expansion. The Company has acquired its contract stationer businesses with cash and newly issued common stock. The Company's financing requirements in the future will be affected by the number of new stores, delivery centers and contract stationer warehouses opened or acquired.

### SIGNATURE

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 thereunto duly authorized.

OFFICE DEPOT, INC.
(Registrant)

Date: November 4, 1994 By:/s/ BARRY J. GOLDSTEIN

Barry J. Goldstein Executive Vice President-Finance and Chief Financial Officer EXHIBIT INDEX

Exhibit Number -------27

Exhibit

Sequentially Numbered Page

Financial Data Schedule (for SEC filing purposes only)

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF OFFICE DEPOT, INC. FOR THE QUARTER ENDED SEPTEMBER 24, 1994, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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