
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OFFICE DEPOT, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

59-2663954
(IRS Employer
Identification No.)

6600 North Military Trail
Boca Raton, FL 33496
(Address of Principal Executive Offices) (Zip Code)

Office Depot, Inc. 2007 Long-Term Incentive Plan
Office Depot, Inc. Long-Term Equity Incentive Plan
Office Depot, Inc. 1999 Employee Stock Purchase Plan
Viking Direct Savings Related Share Option Scheme
Viking Office Products Employee Share Purchase Plan for Employees of Viking Office Products Pty Ltd.
Viking Office Products, Inc. 1994 Employee Stock Purchase Plan
Office Depot, Inc. 1989 Employee Stock Purchase Plan
Office Depot, Inc. Omnibus Equity Plan
Office Depot, Inc. Amended Directors Stock Option Plan
Office Depot, Inc. Stock Option and Stock Appreciation Rights Plan
Office Depot, Inc. 1989 Employees Stock Option Plan
Office Depot, Inc. 1988 Employees Stock Option Plan
Office Depot, Inc. 1987 Incentive Stock Option Plan
Office Depot, Inc. 1986 Incentive Stock Option Plan
(Full Title of the Plans)

N. David Bleisch
Executive Vice President, Chief Legal & Administrative Officer
Office Depot, Inc.
6600 North Military Trail
Boca Raton, FL 33496
(561) 438-4800
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Explanatory Note

Office Depot, Inc. (the “Company”) is filing these post-effective amendments (these “Post-Effective Amendments”) to the following registration statements (collectively, the “Registration Statements”), which have been previously filed with the Securities and Exchange Commission (the “SEC”), to deregister any and all shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), and Preferred Share Purchase Rights, as applicable, registered but unsold or otherwise unissued under each such Registration Statement as of the date hereof:

- [Registration Statement on Form S-8 \(File No. 333-177496\), filed with the SEC on October 25, 2011, registering 24,000,000 shares of Common Stock issuable under the Office Depot, Inc. 2007 Long-Term Incentive Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-144936\), filed with the SEC on July 27, 2007, registering 25,000,000 shares of Common Stock issuable under the Office Depot, Inc. 2007 Long-Term Incentive Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-123527\), filed with the SEC on March 23, 2005, registering 15,000,000 shares of Common Stock and 15,000,000 Preferred Share Purchase Rights attached to such Common Stock issuable under the Office Depot, Inc. Long-Term Equity Incentive Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-41060\), filed with the SEC on July 10, 2000, registering 18,000,000 shares of Common Stock issuable under the Office Depot, Inc. Long-Term Equity Incentive Plan and the Office Depot, Inc. 1999 Employee Stock Purchase Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-90305\), filed with the SEC on November 4, 1999, registering 272,313 shares of Common Stock issuable under the Viking Direct Savings Related Share Option Scheme;](#)
- [Registration Statement on Form S-8 \(File No. 333-80123\), filed with the SEC on June 7, 1999, registering 1,125,000 shares of Common Stock issuable under the Office Depot, Inc. 1999 Employee Stock Purchase Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-69831\), filed with the SEC on December 29, 1998, registering 127,000 shares of Common Stock issuable under the Viking Office Products Employee Share Purchase Plan for Employees of Viking Office Products Pty. Ltd. and the Office Depot, Inc. Long-Term Equity Incentive Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-68081\), filed with the SEC on November 30, 1998, registering 5,500,000 shares of Common Stock issuable under the Office Depot, Inc. Long-Term Equity Incentive Plan and the Viking Direct Savings Related Share Option Scheme;](#)
- [Registration Statement on Form S-8 \(File No. 333-63507\), filed with the SEC on September 16, 1998, registering 100,000 shares of Common Stock issuable under the Viking Office Products, Inc. 1994 Employee Stock Purchase Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-59603\), filed with the SEC on July 22, 1998, registering 5,000,000 shares of Common Stock issuable under the Office Depot, Inc. Long-Term Equity Incentive Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-45591\), filed with the SEC on February 4, 1998, registering 4,975,000 shares of Common Stock issuable under the Office Depot, Inc. Long-Term Equity Incentive Plan;](#)

- [Registration Statement on Form S-8 \(File No. 333-24521\), filed with the SEC on April 4, 1997, registering 500,000 shares of Common Stock issuable under the Office Depot, Inc. 1989 Employee Stock Purchase Plan;](#)
- [Registration Statement on Form S-8 \(File No. 033-62801\), filed with the SEC on September 21, 1995, registering 4,750,000 shares of Common Stock issuable under the Office Depot, Inc. Omnibus Equity Plan;](#)
- [Registration Statement on Form S-8 \(File No. 033-62781\), filed with the SEC on September 20, 1995, registering 150,000 shares of Common Stock issuable under the Office Depot, Inc. Amended Directors Stock Option Plan;](#)
- [Registration Statement on Form S-8 \(File No. 033-57511\), filed with the SEC on January 30, 1995, registering 6,000,000 shares of Common Stock issuable under the Office Depot, Inc. Stock Option and Stock Appreciation Rights Plan;](#)
- Registration Statement on Form S-8 (File No. 033-31743), filed with the SEC on October 30, 1989, registering 250,000 shares of Common Stock issuable under the Office Depot, Inc. 1989 Employee Stock Purchase Plan; and
- Registration Statement on Form S-8 (File No. 033-26972), filed with the SEC on February 7, 1989, registering 814,816 shares of Common Stock issuable under the Office Depot, Inc. 1986 Incentive Stock Option Plan, the Office Depot, Inc. 1987 Incentive Stock Option Plan, the Office Depot, Inc. 1988 Employees Stock Option Plan and the Office Depot, Inc. 1989 Employees Stock Option Plan.

The purpose of these Post-Effective Amendments is to deregister such portion of the Common Stock and Preferred Share Purchase Rights, as applicable, previously registered under the Registration Statements that has not been sold or is otherwise unissued under each such Registration Statement as of the date hereof, as the Company no longer grants awards or issues Common Stock or Preferred Share Purchase Rights under the respective plans.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

The exhibits included as part of these Amendments are as follows:

<u>Exhibit Number</u>	<u>Description</u>
24.1	Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on June 30, 2020.

OFFICE DEPOT, INC.
(Registrant)

By: /s/ N. David Bleisch
Name: N. David Bleisch
Title: EVP, Chief Legal & Administrative Officer

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments have been signed by the following persons in the capacities indicated on June 30, 2020.

/s/ Gerry P. Smith Director and Chief Executive Officer
Gerry P. Smith (Principal Executive Officer and Principal Financial Officer)

/s/ Richard A. Haas Senior Vice President and Chief Accounting Officer
Richard A. Haas (Principal Accounting Officer)

/s/ Joseph S. Vassalluzzo* Chairman of the Board
Joseph S. Vassalluzzo

/s/ Quincy L. Allen* Director
Quincy L. Allen

/s/ Kristin A. Campbell* Director
Kristin A. Campbell

/s/ Cynthia T. Jamison* Director
Cynthia T. Jamison

/s/ Francesca Ruiz de Luzuriaga* Director
Francesca Ruiz de Luzuriaga

/s/ Shashank Samant* Director
Shashank Samant

/s/ David M. Szymanski* Director
David M. Szymanski

*By: /s/N. David Bleisch
N. David Bleisch
(Attorney-in-Fact)

POWER OF ATTORNEY

Each person whose signature appears below hereby severally and individually constitutes and appoints N. David Bleisch and Lorna R. Simms, each of them severally, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments to Registration Statements on Form S-8 of Office Depot, Inc. relating to the deregistration of securities previously registered for issuance on Registration Statements on Form S-8 under Registration File Nos. 333-177496; 333-144936; 333-123527; 333-41060; 333-90305; 333-80123; 333-69831; 333-68081; 333-63507; 333-59603; 333-45591; 333-24521; 033-62801; 033-62781; 033-57511; 033-31743; and 033-26972; and to make such changes in and additions and amendments to such Registration Statements (including any further post-effective amendments), and to execute all instruments necessary or advisable in connection therewith and to file the same with the Securities and Exchange Commission, each of said attorneys and agents to have the power to act with or without the others and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents or each of them to any and all such amendments and instruments.

Dated: June 28, 2020

/s/ Joseph S. Vassalluzzo Chairman of the Board
Joseph S. Vassalluzzo

/s/ Quincy L. Allen Director
Quincy L. Allen

/s/ Kristin A. Campbell Director
Kristin A. Campbell

/s/ Cynthia T. Jamison Director
Cynthia T. Jamison

/s/ Francesca Ruiz de Luzuriaga Director
Francesca Ruiz de Luzuriaga

/s/ Shashank Samant Director
Shashank Samant

/s/ David M. Szymanski Director
David M. Szymanski