

**UNITED STATES  
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**

**The ODP Corporation**  
(Name of Subject Company (Issuer))

**USR Parent, Inc.  
Staples, Inc.**  
(Names of Filing Persons (Offerors))

**Common Stock, \$0.01 par value**  
(Title of Class of Securities)

**88337F105**  
(CUSIP Number of Class of Securities)

**USR Parent, Inc.  
500 Staples Drive  
Framingham, MA 01702**

**Sean D. Rodgers, P.C.  
David B. Feirstein, P.C.  
Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, NY 10022  
212-446-4600**

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

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee*
Not Applicable	Not Applicable

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable  
Form or Registration No.: Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

- 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)

The pre-commencement communication filed under cover of this Schedule TO relates to a planned tender offer by USR Parent, Inc. a Delaware corporation (the "Offeror"), and Staples, Inc. ("Staples"), a Delaware corporation, for all of the issued and outstanding shares of common stock, \$0.01 par value per share.

The tender offer for the purchase of the issued and outstanding shares of The ODP Corporation ("ODP") common stock described in this document has not yet commenced, and this document is neither an offer to purchase nor a solicitation of an offer to sell securities. At the time the tender offer is commenced, the Offeror will file a tender offer statement on Schedule TO (including the offer to purchase, letter of transmittal and other tender offer materials) with the U.S. Securities and Exchange Commission ("SEC") and ODP will be required to file with the SEC a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Prior to making any decision regarding the tender offer, ODP stockholders are strongly advised to read the tender offer statement (including the offer to purchase, letter of transmittal and other tender offer materials) when they become available as they will contain important information. Once filed, ODP stockholders will be able to obtain the tender offer statement (including the offer to purchase, letter of transmittal and other tender offer materials) and the related solicitation/recommendation statement at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, the tender offer statement (including the offer to purchase, letter of transmittal and other tender offer materials) and the related solicitation/recommendation statement (when available) may be obtained free of charge from the information agent named in the tender offer materials.

#### EXHIBIT INDEX

**EXHIBIT  
NO.**

99.1 Press Release of USR Parent, Inc. dated March 31, 2021

**STAPLES WILL EVALUATE ALL ALTERNATIVES IN ITS PURSUIT OF THE ODP CORPORATION**

FRAMINGHAM, MA— March 31, 2021 —USR Parent, Inc. (“Staples”) today announced that, in light of the March 15, 2021 public announcement made by the Board of Directors of The ODP Corporation (NASDAQ: ODP) indicating that ODP would be open to the potential sale of certain of ODP’s assets, Staples will evaluate all alternatives in its pursuit of ODP, including, but not limited to, all of ODP or certain select assets, which may include ODP’s retail and consumer facing business, its business operations in Canada and certain other assets. Accordingly, Staples has decided to defer the March 2021 launch of a tender offer for ODP’s common shares. Staples reserves the right to commence a tender offer for ODP’s common shares in the future.

Staples has previously filed Hart-Scott-Rodino and Canadian Competition Bureau notifications with respect to proposed Staples/ ODP business combination, and is continuing to work diligently with both the Federal Trade Commission and the Canadian Competition Bureau to obtain clearance for the proposed transaction as expeditiously as possible.

This communication does not constitute an offer to buy or solicitation of an offer to buy any securities. This communication relates to a proposal that Staples has made for a business combination transaction with The ODP Corporation. In furtherance of this proposal and subject to future developments, Staples may file one or more proxy statements, tender offer statements or other documents with the Securities and Exchange Commission.

This communication is not a substitute for any proxy statement, tender offer statement or other document Staples may file with the SEC in connection with the proposed transaction. This document shall not constitute the solicitation of an offer to buy any securities of ODP.

**Contacts**

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