

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

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

**Date of Report (date of earliest event reported): March 6, 2012**

**Commission file number 1-10948**

---

**OFFICE DEPOT, INC.**

(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.)

**6600 North Military Trail, Boca Raton, Florida 33496**  
(Address of principal executive offices) (Zip Code)

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

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

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))
- 
-

**ITEM 7.01 Regulation FD Disclosure.**

On March 6, 2012, Office Depot, Inc. (the “Company”) announced its plan to conduct a private offering (the “Offering”), subject to market and other conditions, of \$250 million of senior secured notes due 2019 (the “New Notes”). The net proceeds from the sale of the New Notes, together with cash on hand and borrowings under the senior secured asset based revolving credit facility, will be used to fund (or replenish cash that has been used to fund) the tender offer (the “Tender Offer”) for the Company’s outstanding 6.25% Senior Notes due 2013 (the “Outstanding Notes”), to pay fees and expenses associated with the Offering and for general corporate purposes. The New Notes will be offered in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States only to non-U.S. investors pursuant to Regulation S under the Securities Act.

The foregoing is qualified by reference to the press release that is furnished as Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

**ITEM 8.01 Other Events.**

On March 6, 2012, the Company also announced that as of the Early Tender Date (which was 5:00 p.m., New York City time, on March 2, 2012), it received valid tenders from holders of approximately \$359,185,000 in aggregate principal amount of the Outstanding Notes under the Tender Offer. Holders who validly tendered their Outstanding Notes at or prior to the Early Tender Date will be eligible to receive the total consideration of \$1,050.00 per \$1,000 principal amount of Outstanding Notes, which includes the early tender payment of \$30.00 per \$1,000 principal amount of Outstanding Notes, for Outstanding Notes that are accepted for purchase pursuant to the Tender Offer. The Tender Offer will expire at 12:00 midnight, New York City time, on March 16, 2012, unless extended.

The aggregate amount of Outstanding Notes validly tendered and not withdrawn as of the Early Tender Date exceeds the Tender Cap (\$250,000,000 in aggregate principal amount of the Outstanding Notes). If the conditions to the Tender Offer (including the financing condition as described in the offer to purchase dated February 17, 2012 (the “Offer to Purchase”)) are satisfied or waived and the Tender Offer is not terminated, Office Depot will accept for purchase such Outstanding Notes validly tendered in the Tender Offer on a prorated basis as described in the Offer to Purchase. However, Office Depot reserves the right, in its sole discretion, to waive or increase the Tender Cap (as provided in the Offer to Purchase), in which case additional Outstanding Notes will be accepted.

The foregoing is qualified by reference to the press release that is attached as Exhibit 99.2 to this Current Report on Form 8-K, which is incorporated herein by reference.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, regarding offering of new notes, dated March 6, 2012
99.2	Press Release, regarding results as of early tender date, dated March 6, 2012

**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 hereto duly authorized

**OFFICE DEPOT, INC.**

Date: March 6, 2012

By: /s/ Elisa D. Garcia C.

Elisa D. Garcia C.  
Executive Vice President,  
General Counsel and Secretary

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, regarding offering of new notes, dated March 6, 2012
99.2	Press Release, regarding results as of early tender date, dated March 6, 2012

**CONTACT:**

Brian Turcotte  
Investor Relations  
Office Depot  
561-438-3657  
Brian.Turcotte@officedepot.com

Brian Levine  
Public Relations  
Office Depot  
561-438-2895  
Brian.Levine@officedepot.com

**OFFICE DEPOT ANNOUNCES \$250 MILLION SENIOR SECURED NOTES OFFERING**

**Boca Raton, Fla., March 6, 2012** — Office Depot (NYSE: ODP), a leading global provider of office supplies and services that helps customers save time, announced today that it plans to conduct a private offering (the “Offering”), subject to market and other conditions, of \$250 million of senior secured notes due 2019 (the “Notes”). The net proceeds from the sale of the Notes, together with cash on hand and borrowings under the senior secured asset based revolving credit facility, will be used to fund (or replenish cash that has been used to fund) the tender offer for Office Depot’s outstanding 6.25% Senior Notes due 2013, to pay fees and expenses associated with the Offering and for general corporate purposes.

The Notes will be offered and sold to qualified institutional buyers in the United States pursuant to Rule 144A and outside the United States pursuant to Regulation S under the Securities Act of 1933. The Notes will be fully and unconditionally guaranteed on a senior secured basis by each of Office Depot’s existing and future domestic subsidiaries that guarantee the senior secured asset based revolving credit facility.

The Notes have not been registered under the Securities Act of 1933 or any state securities laws and may not be offered or sold within the United States or to U.S. persons, except to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A and to certain persons in offshore transactions in reliance on Regulation S.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase the Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act of 1933.

---

## About Office Depot

Office Depot, dedicated to helping customers save time and money, provides office supplies and services through 1,677 worldwide retail stores, a dedicated sales force, top-rated catalogs and global e-commerce operations. Office Depot has annual sales of approximately \$11.5 billion, and employs about 39,000 associates in 60 countries around the world.

Office Depot's common stock is listed on the New York Stock Exchange under the symbol ODP. Additional press information can be found at: <http://mediarelations.officedepot.com> and <http://socialpress.officedepot.com/>.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS: The Private Securities Litigation Reform Act of 1995, as amended, (the "Act") provides protection from liability in private lawsuits for "forward-looking" statements made by public companies under certain circumstances, provided that the public company discloses with specificity the risk factors that may impact its future results. We want to take advantage of the "safe harbor" provisions of the Act. Certain statements made in this press release are forward-looking statements under the Act. Certain risks and uncertainties are detailed from time to time in our filings with the United States Securities and Exchange Commission ("SEC"). You are strongly urged to review all such filings for a more detailed discussion of such risks and uncertainties. The Company's SEC filings are readily obtainable at no charge at [www.sec.gov](http://www.sec.gov) and at [www.freeEDGAR.com](http://www.freeEDGAR.com), as well as on a number of other commercial web sites.**

# Office DEPOT.

---

**CONTACT:**

Brian Turcotte  
Investor Relations  
Office Depot  
561-438-3657  
Brian.Turcotte@officedepot.com

Brian Levine  
Public Relations  
Office Depot  
561-438-2895  
Brian.Levine@officedepot.com

## OFFICE DEPOT ANNOUNCES RESULTS AS OF EARLY TENDER DATE IN OFFER TO PURCHASE 6.25% SENIOR NOTES DUE 2013

**Boca Raton, Fla., March 6, 2012** — Office Depot (NYSE: ODP), a leading global provider of office supplies and services that helps customers save time, announced today the results as of the Early Tender Date (5:00 p.m., New York City time, on March 2, 2012) in respect of its previously announced cash tender offer (the “Offer”) to purchase up to \$250,000,000 aggregate principal amount of its outstanding 6.25% Senior Notes due 2013 (the “Notes”) pursuant to its offer to purchase dated February 17, 2012 (the “Offer to Purchase”). Capitalized terms used but not defined in this press release shall have the meaning ascribed to them in the Offer to Purchase.

As of the Early Tender Date, Office Depot received valid tenders from holders of approximately \$359,185,000 in aggregate principal amount of the Notes. This represents approximately 89.8% of the outstanding principal amount of the Notes. Holders who validly tendered their Notes at or prior to the Early Tender Date will be eligible to receive the Total Consideration of \$1,050.00 per \$1,000 principal amount of Notes, which includes the Early Tender Payment of \$30.00 per \$1,000 principal amount of Notes, for Notes that are accepted for purchase pursuant to the Offer. Except as required by applicable law, previously validly tendered Notes cannot be withdrawn after the Withdrawal Deadline, which also occurred at 5:00 p.m., New York City time, on March 2, 2012.

The aggregate amount of Notes validly tendered as of the Early Tender Date exceeds the Tender Cap (\$250,000,000 in aggregate principal amount of the Notes). If the conditions to the Offer (including the Financing Condition) are satisfied or waived and the Offer is not terminated, Office Depot will accept such Notes up to the Tender Cap. However, Office Depot reserves the right, in its sole discretion, to waive or increase the Tender Cap (as provided in the Offer to Purchase), in which case additional Notes will be accepted. The Offer will expire at 12:00 midnight, New York City time, on March 16, 2012, unless extended.

The terms and conditions of the Offer are described in the Offer to Purchase and in the related Letter of Transmittal. Office Depot has retained Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated to serve as dealer managers for the Offer. Questions regarding the Offer may be directed to Citigroup at (800) 558-3745 or collect at (212) 723-6106 or to BofA Merrill Lynch at (888) 292-0070 or collect at (646) 855-3401. Copies of the Offer to Purchase and Letter of Transmittal may be obtained from the depositary and information agent for the Offer, Global Bondholder Services Corporation, by phone at (866) 470-3900 or (212) 430-3774 or in writing at 65 Broadway, Suite 404, New York, New York 10006.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Notes or any other securities. The tender offer is made only by and pursuant to the terms of the Offer to Purchase and the related Letter of Transmittal and the information in this press release is qualified by reference to the Offer to Purchase and the related Letter of Transmittal. None of Office Depot, the dealer managers, or the depositary and information agent makes any recommendations as to whether holders should tender their Notes pursuant to the tender offer. Holders must make their own decisions as to whether to tender Notes, and, if so, the principal amount of Notes to tender.

### **About Office Depot**

Office Depot, dedicated to helping customers save time and money, provides office supplies and services through 1,677 worldwide retail stores, a dedicated sales force, top-rated catalogs and global e-commerce operations. Office Depot has annual sales of approximately \$11.5 billion, and employs about 39,000 associates in 60 countries around the world.

Office Depot's common stock is listed on the New York Stock Exchange under the symbol ODP. Additional press information can be found at: <http://mediarelations.officedepot.com> and <http://socialpress.officedepot.com/>.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS: The Private Securities Litigation Reform Act of 1995, as amended, (the "Act") provides protection from liability in private lawsuits for "forward-looking" statements made by public companies under certain circumstances, provided that the public company discloses with specificity the risk factors that may impact its future results. We want to take advantage of the "safe harbor" provisions of the Act. Certain statements made in this press release are forward-looking statements under the Act. Certain risks and uncertainties are detailed from time to time in our filings with the United States Securities and Exchange Commission ("SEC"). You are strongly urged to review all such filings for a more detailed discussion of such risks and uncertainties. The Company's SEC filings are readily obtainable at no charge at [www.sec.gov](http://www.sec.gov) and at [www.freeEDGAR.com](http://www.freeEDGAR.com), as well as on a number of other commercial web sites.**

Factors that could cause actual results to differ materially from those contemplated in Office Depot's forward-looking statements include, among others:

- adverse changes in economic conditions;
- the overall effects of competition in the office products market;
- the potential loss of business with government entities;



- 
- a significant number of our vendors demanding accelerated payments or requiring cash on delivery;
  - the tightening of the credit markets or a downgrade in our credit ratings;
  - a default under our credit facility;
  - the loss of key personnel or failure to effectively manage and motivate our workforce;
  - the disruption of global sourcing activities or our own brand quality concerns;
  - the effects of changes in tax laws in any of the multiple jurisdictions in which we operate;
  - unfavorable results of legal proceedings;
  - the failure to successfully manage domestic and international expansion;
  - the impact of foreign currency fluctuations, potential unfavorable foreign trade policies or unstable political and economic conditions;
  - the effects of federal and state regulations governing our industry;
  - increases in fuel prices;
  - disruptions of our computer systems or breaches of our information technology systems;
  - business disruptions due to weather related factors;
  - the potential unionization of a significant portion of our workforce; and
  - BC Partners, Inc.'s significant ownership interest diluting the interests of our common shareholders and potentially discouraging, delaying or preventing a change in control of our company.

In addition to these factors, actual future performance, outcomes and results may differ materially because of more general factors including, among others, general industry and market conditions and growth rates, economic conditions, and governmental and public policy changes.