

CORPORATE EXPRESS N.V.  
Form CB/A  
June 05, 2008

## UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM CB

**Amendment No. 2**

### TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

|   |                                  |
|---|----------------------------------|
| Securities Act Rule 801 (Rights Offering)                                 | <input type="radio"/>            |
| Securities Act Rule 802 (Exchange Offer)                                  | <input type="radio"/>            |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)                       | <input type="radio"/>            |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer)                     | <input checked="" type="radio"/> |
| Exchange Act Rule 14e-2(d) (Subject Company Response)                     | <input type="radio"/>            |
| Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) | <input type="radio"/>            |

## Corporate Express N.V.

(Name of Subject Company)

**Not Applicable**

(Translation of Subject Company's Name into English (if applicable))

**The Netherlands**

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(Jurisdiction of Subject Company's Incorporation or Organization)

**Staples Acquisition B.V.**

**Staples, Inc.**

(Name of Person(s) Furnishing Form)

**Ordinary Shares**

**American Depositary Shares**

**Preference Shares A**

**2% Subordinated Convertible Bonds Due 2010 Convertible Into Ordinary Shares**

(Title of Class of Subject Securities)

**Not Applicable**

(CUSIP Number of Class of Securities (if applicable))

**Not Applicable**

(Name, Address (including zip code) and Telephone Number (including area code) of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

**May 19, 2008**

(Date Tender Offer/Rights Offering Commenced)

**PART I. INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents.**

The following document is attached as an exhibit to this Form:

| <b>Exhibit number</b> | <b>Description</b>                   |
|-----------------------|--------------------------------------|
| 1*                    | Offer Memorandum, dated May 19, 2008 |

**Item 2. Informational Legends.**

Not applicable.

**PART II. INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

The following documents are attached as exhibits to this Form:

| <b>Exhibit number</b> | <b>Description</b>  |
|-----------------------|---|
| 2**                   | Press release, dated June 3, 2008, Staples Increases Its Offer for Corporate Express to EUR 9.15 per Share and Secures Commitments from Shareholders to Tender Their Shares |
| 3                     | Press released, dated June 4, 2008, Staples Purchased 12.3 percent of Corporate Express Ordinary Shares   |

**PART III. CONSENT TO SERVICE OF PROCESS AND UNDERTAKING**

On May 20, 2008, Staples Acquisition B.V. filed with the Commission a written irrevocable consent and power of attorney on Form F-X.

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\* Previously furnished as Exhibit 1 to Form CB filed with the U.S. Securities and Exchange Commission by Staples Acquisition B.V. and Staples, Inc. on May 20, 2008.

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\*\* Previously furnished as Exhibit 2 to Form CB Amendment No. 1 filed with the U.S. Securities and Exchange Commission by Staples Acquisition B.V. and Staples, Inc. on June 3, 2008.

**PART IV. SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**STAPLES ACQUISITION B.V.**

/s/ CHRISTINE T. KOMOLA  
(Signature)

Christine T. Komola, Director  
(Name and Title)

June 5, 2008  
(Date)

**STAPLES, INC.**

/s/ KRISTIN A. CAMPBELL  
(Signature)

Kristin A. Campbell, Senior Vice President,  
General Counsel  
(Name and Title)

June 5, 2008  
(Date)