OFFICE DEPOT INC Form 4 July 12, 2013

Check this box

if no longer

subject to

Section 16.

Form 4 or

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BC European Capital VIII-2

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

OFFICE DEPOT INC [ODP]

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner __X__ Other (specify Officer (give title

below)

(Check all applicable)

HERITAGE HALL, LE MARCHANT STREET

4. If Amendment, Date Original

Mbr 13d grp owning mre thn 10% 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

07/11/2013

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ST. PETER PORT, Y7 GY1 4HY

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(A)

Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Series A Preferred Stock	\$ 5 (1)	07/11/2013	07/11/2013	J <u>(2)</u>	10,093	06/23/2009	(3)	Common Stock	2,346,03 (1)
Series A Preferred Stock	\$ 5 (1)	07/11/2013	07/11/2013	J <u>(2)</u>	137,298	06/23/2009	(3)	Common Stock	31,913,82 (1)
Series B Preferred Stock	\$ 5 (1)	07/11/2013	07/11/2013	J(2)	2,771.5	10/14/2009	(3)	Common Stock	644,213
Series B Preferred Stock	\$ 5 (1)	07/11/2013	07/11/2013	J(2)	37,702	10/14/2009	<u>(3)</u>	Common Stock	8,763,52 (1)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BC European Capital VIII-2 HERITAGE HALL, LE MARCHANT STREET ST. PETER PORT, Y7 GY1 4HY

Mbr 13d grp owning mre thn 10%

Signatures

/s/ See signatures attached as Exhibit 99.1

07/12/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Each share of Preferred Stock is convertible into that amount of shares of Common Stock equal to (i) the quotient of (x) the

- outstanding liquidation preference of such share of Preferred Stock plus all accrued and unpaid dividends not previously added to the liquidation preference of such share of Preferred Stock and (y) 1000 multiplied by (ii) 200. As of the Redemption Date, each share of Preferred Stock was convertible into 232.442 shares of Common Stock, which represents a conversion price of \$5.00. The conversion rate is subject to change.
- (2) The Issuer redeemed the shares of Preferred Stock set forth in column 5 on the Redemption Date.
- (3) Not applicable.
- (4) Each share of Preferred Stock was redeemed for \$1,235.17.
- (5) Each of the Reporting Persons may be deemed to have shared voting and investment power with respect to the Common Stock issuable upon the conversion of the Series A Preferred Stock or Series B Preferred Stock owned by each of the Investors. As such, based upon the conversion rate as of the Redemption Date, each of the Reporting Persons may be deemed to have shared beneficial ownership of 40,677,350 shares of the Issuer's Common Stock issuable upon the conversion of 137,298 shares of the Series A Preferred Stock and

Reporting Owners 2

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37,702 shares of the Series B Preferred Stock held by the Investors. Each Reporting Person, however, disclaims beneficial ownership with respect to the shares owned of record by each of the Investors.

Remarks:

This Form 4 report is being filed in conjunction with 39 other Form 4 reports. These Form 4 reports are being filed by (i) BC I

As used in this Form 4, (i) "Issuer" shall mean Office Depot, Inc., (ii) "Series A Preferred Stock" shall mean the Issuer's 10% states a preferred Stock of the Issuer's 10% states are shall mean to the Issuer's 10% states are shall mean to

Exhibit Index

99.1 Signature Page

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.