## Edgar Filing: OFFICE DEPOT INC - Form 4

| OFFICE DEPO<br>Form 4<br>July 12, 2013   | T INC   |  |   |  |   |  |  |  |   |   |  |
|--|---|--|---|--|---|--|--|--|---|---|--|
| FORM A   |   |  |   |  |   |  |  |  | OMB APPROVAL  |   |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549   |   |  |   |  |   |  |  | NOMB<br>Number:  | 3235-0287   | 7 |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>SECURITIES<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940<br>1(b). |   |  |   |  |   |  |  |  |   | 5 |  |
| (Print or Type Resp  | ponses)   |  |   |  |   |  |  |  |   |   |  |
| 1. Name and Address of Reporting Person <u>*</u><br>BC European Capital VIII-1   |   |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>OFFICE DEPOT INC [ODP] |  |   | -  | 5. Relationship of Reporting Person(s) to Issuer |  |   |   |  |
| (1 +)  | (Einst)   |  |   |  |   |  | (Check all applicable)                           |  |   |   |  |
|  | t) (First) (Middle) 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>AGE HALL, LE 07/11/2013<br>HANT STREET |  |   |  |   | Director 10% Owner<br>Officer (give titleX Other (specify<br>below) below)<br>Mbr 13d grp owning mre thn 10%                                     |  |  |   |   |  |
| (Street)<br>ST. PETER PORT, Y7 GY1 4HY   |   |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                            |  |   | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |  |   |   |  |
| (City)   | (State)   | (Zip)                                      |   |  |   |  | Person   |  |   |   |  |
| (City)   | (State)   | (21)                                       | Tab   | le I - Non-l                           | Derivative Sec  | urities A  | equired, Disposed o                              | of, or Beneficia   | lly Owned   |   |  |
|  | Transaction Date<br>onth/Day/Year)  | 2A. Deema<br>Execution<br>any<br>(Month/Da | Date, if  | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securities<br>nAcquired (A)<br>Disposed of (I<br>(Instr. 3, 4 and<br>(A) | D)<br>d 5)   | Securities<br>Beneficially<br>Owned              | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |  |

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

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

(Instr. 3 and 4)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underlying Securities  |
| Security    | or Exercise |                     | any                | Code      | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)       |

or

Code V Amount (D) Price

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| (Instr. 3)                     | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8)   | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |                     |                    |                 |                          |
|--------------------------------|------------------------------------|------------|------------------|--------------|---|---------------------|--------------------|-----------------|--------------------------|
|                                |                                    |            |                  | Code V       | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of S |
| Series A<br>Preferred<br>Stock | \$ 5 <u>(1)</u>                    | 07/11/2013 | 07/11/2013       | J <u>(2)</u> | 10,023  | 06/23/2009          | (3)                | Common<br>Stock | 2,329,76<br>(1)          |
| Series A<br>Preferred<br>Stock | \$ 5 <u>(1)</u>                    | 07/11/2013 | 07/11/2013       | J <u>(2)</u> | 137,298   | 06/23/2009          | (3)                | Common<br>Stock | 31,913,82<br>(1)         |
| Series A<br>Preferred<br>Stock | \$ 5 <u>(1)</u>                    | 07/11/2013 | 07/11/2013       | J <u>(2)</u> | 2,753   | 10/14/2009          | (3)                | Common<br>Stock | 639,912.8                |
| Series A<br>Preferred<br>Stock | \$ 5 <u>(1)</u>                    | 07/11/2013 | 07/11/2013       | J <u>(2)</u> | 37,702  | 10/14/2009          | <u>(3)</u>         | Common<br>Stock | 8,763,52<br>(1)          |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships            |               |         |                                |  |  |  |  |
|--|--------------------------|---------------|---------|--------------------------------|--|--|--|--|
|  | Director                 | 10% Owner     | Officer | Other                          |  |  |  |  |
| BC European Capital VIII-1<br>HERITAGE HALL, LE MARCHANT STREE<br>ST. PETER PORT, Y7 GY1 4HY | ΣT                       |               |         | Mbr 13d grp owning mre thn 10% |  |  |  |  |
| Signatures   |                          |               |         |                                |  |  |  |  |
| /s/ See signatures attached as Exhibit 99.1  | 07/12/2013               |               |         |                                |  |  |  |  |
| **Signature of Reporting Person  |                          |               |         |                                |  |  |  |  |
| Explanation of Responses:  |                          |               |         |                                |  |  |  |  |
| * If the form is filed by more than one reporting pe   | rson, <i>see</i> Instruc | tion 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

- (1) 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

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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% S

#### 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.