## Edgar Filing: OFFICE DEPOT INC - Form 4

OFFICE DEPOT Form 4 July 12, 2013	Γ INC										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
	UNITED	STATES			AND EXCHA , D.C. 20549	NGE C	OMMISSIO	N OMB Number:	3235-028		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES 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									5		
(Print or Type Resp	onses)										
1. Name and Address of Reporting Person <u>*</u> BC European Capital VIII-3			2. Issuer Name <b>and</b> Ticker or Trading Symbol OFFICE DEPOT INC [ODP]			ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction					ck all applicable)			
HERITAGE HA	ALL, LE		(Month/Day/Year) 07/11/2013				Director 10% Owner Officer (give titleX Other (specify below) Mbr 13d grp owning mre thn 10%				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
ST. PETER PO	RT, Y7 GY1	4HY					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative Secur	rities Acq	uired, Disposed	of, or Beneficia	lly Owned		
	ransaction Date nth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5 (A)	r Se ) Be 5) O Fe Re	Amount of ecurities eneficially wned bllowing eported consoction(c)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (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 SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

Transaction(s)

(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 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
Series A Preferred Stock	\$ 5 <u>(1)</u>	07/11/2013	07/11/2013	J <u>(2)</u>	10,361.5	06/23/2009	(3)	Common Stock	$2,408,44$ $\underbrace{(1)}{(1)}$
Series A Preferred Stock	\$ 5 <u>(1)</u>	07/11/2013	07/11/2013	J <u>(2)</u>	137,298	06/23/2009	(3)	Common Stock	31,913,8 (1)
Series A Preferred Stock	\$ 5 <u>(1)</u>	07/11/2013	07/11/2013	J <u>(2)</u>	2,845	10/14/2009	(3)	Common Stock	661,297.
Series A Preferred Stock	\$ 5 <u>(1)</u>	07/11/2013	07/11/2013	J <u>(2)</u>	37,702	10/14/2009	(3)	Common Stock	8,763,52 (1)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BC European Capital VIII-3 HERITAGE HALL, LE MARCHANT STREE ST. PETER PORT, Y7 GY1 4HY	T			Mbr 13d grp owning mre thn 10%				
Signatures								
/s/ See signatures attached as Exhibit 99.1	07/12/2013							
<u>**</u> Signature of Reporting Person Date								
Explanation of Responses:								
* If the form is filed by more than one reporting per	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.