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OFFICEMAX INC  
Form 425  
June 07, 2013

**Filed by Office Depot, Inc.**

**Commission File No. 1-10948**

**pursuant to Rule 425 under the Securities Act of 1933**

**and deemed filed pursuant to Rule 14a-12**

**under the Securities Exchange Act of 1934**

**Subject Company: OfficeMax Incorporated**

**Commission File No. 1-05057**

**Date: June 7, 2013**

13113 Office Depot Sells Stake in Office Depot de Mexico

NARRATOR VOICEOVER: Office Depot announced the sale of its 50% stake in Office Depot de Mexico to long time partner, Grupo Gigante.

Mike Newman, EVP & Chief Financial Officer

15:46:09 We're getting from that approximately \$690 million dollars of net proceeds from our share. (CUT TO) And we'll net after taxes about \$550 million.

Steve Schmidt, President, International

1:07 And basically, we're giving them the license rights to the Office Depot name in Mexico, Central America and South America. And then obviously going forward, this is a non-compete period with them from a branding standpoint for about 3-years.

NARRATOR VOICEOVER: However, following the merger with OfficeMax, the joint company will be able to compete under the OfficeMax brand in Mexico and after three years, throughout the rest of Central and South America. But sales in this region are beginning to see challenges.

Steve: 5:14 the same trends that we see here in the US we're starting to see in Mexico as PC sales drop dramatically. Sales are shifting to Tablets at about half the retail selling price. That margin squeeze is there.

Mike: 15:48:36 You've seen strong store growth. Its starting to become saturated so Mexico by itself is probably a growth rate in the mid-single digits.

NARRATOR VOICEOVER: And yet it's a business Gigante clearly believes it can grow in the region, giving Office Depot over eleven times the estimated Earnings Before Interest, Taxes, Depreciation & Amortization or EBITDA.

Steve: 2:20 That enables us to get rid of some of the bonds that we have coming due. We have an obligation as part of the merger agreement with OfficeMax, to buy out a portion of our BC Partners equity stake in Office Depot.

Mike: 15:52:26 and more importantly it leaves us with a very strong balance sheet to start our newco our post merger company.

NARRATOR VOICEOVER: And to invest in the future.

Mike: 15:58:28 And I think it shows we're looking at the right things. It shows that we're looking at the places that we think we can create growth and value.

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Steve: 3:50 And so this gives us the financial wherewithal to now go ahead and spend that money to reinvent Office Depot to make us a much stronger company going forward.

### NO OFFER OR SOLICITATION

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction in connection with the proposed merger of Office Depot, Inc. ( Office Depot ) with OfficeMax Incorporated ( OfficeMax ) or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

IMPORTANT INFORMATION HAS BEEN AND WILL BE FILED WITH THE SEC

Office Depot has filed with the SEC a registration statement on Form S-4 that includes a preliminary Joint Proxy Statement of Office Depot and OfficeMax that also constitutes a preliminary prospectus of Office Depot. The registration statement has not yet become effective. Office Depot and OfficeMax plan to mail the definitive Joint Proxy Statement/Prospectus to their respective shareholders in connection with the transaction. INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT OFFICE DEPOT, OFFICEMAX, THE TRANSACTION AND RELATED MATTERS. Investors and shareholders will be able to obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed with the SEC by Office Depot and OfficeMax through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and shareholders will be able to obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed by Office Depot with the SEC by contacting Office Depot Investor Relations at 6600 North Military Trail, Boca Raton, FL 33496 or by calling 561-438-7878, and will be able to obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed by OfficeMax by contacting OfficeMax Investor Relations at 263 Shuman Blvd., Naperville, Illinois 60563 or by calling 630-864-6800.

PARTICIPANTS IN THE SOLICITATION

Office Depot and OfficeMax and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the respective shareholders of Office Depot and OfficeMax in respect of the transaction described in the Joint Proxy Statement/Prospectus. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Office Depot and OfficeMax in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the definitive Joint Proxy Statement/Prospectus when it is filed with the SEC. Information regarding Office Depot's directors and executive officers is contained in Office Depot's Annual Report on Form 10-K for the year ended December 29, 2012 and Amendment No. 1 on Form 10-K/A, which are filed with the SEC. Information regarding OfficeMax's directors and executive officers is contained in OfficeMax's Annual Report on Form 10-K for the year ended December 29, 2012 and its Proxy Statement on Schedule 14A, dated March 19, 2013, which are filed with the SEC.

OFFICE DEPOT SAFE HARBOR STATEMENT

This communication may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning Office Depot, Office Depot's transaction to sell its 50% stake in Office Depot de Mexico to Grupo Gigante, the merger and other transactions contemplated by the merger agreement, Office Depot's long-term credit rating and its revenues and operating earnings. These statements or disclosures may discuss goals, intentions and expectations as to future trends, plans, events, results of operations or financial condition, or state other information relating to Office Depot, based on current beliefs of management as well as assumptions made by, and information currently available to, management. Forward-looking statements generally will be accompanied by words such as anticipate, believe, plan, could, estimate, expect, forecast, guidance, intend, may, possible, potential, predicted, similar words, phrases or expressions. These forward-looking statements are subject to various risks and uncertainties, many of which are outside of Office Depot's control. Therefore, investors and shareholders should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include adverse regulatory decisions; failure to satisfy other closing conditions with respect to the merger; the risks that the new businesses will not be integrated successfully or that Office Depot will not realize estimated cost savings and synergies; Office Depot's ability to maintain its current long-term credit rating; unanticipated changes in the markets for its business segments; unanticipated downturns in business relationships with customers or their purchases from Office Depot; competitive pressures on Office Depot's sales and pricing; increases in the cost of material, energy and other production costs, or unexpected costs that cannot be recouped in product pricing; the introduction of competing technologies; unexpected technical or marketing difficulties; unexpected claims, charges, litigation or dispute resolutions; new laws and governmental regulations. The foregoing list of factors is not exhaustive. Investors and shareholders should carefully consider the foregoing factors and the other risks and uncertainties that affect Office Depot's business described in its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time with the SEC. Office Depot does not assume any obligation to update these forward-looking statements.