OFFICE DEPOT INC Form 4 July 12, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* BC European Capital VIII-7

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OFFICE DEPOT INC [ODP]

(Check all applicable)

HERITAGE HALL, LE

3. Date of Earliest Transaction

Director Officer (give title

below)

10% Owner \_\_X\_\_ Other (specify

MARCHANT STREET

4. If Amendment, Date Original

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

below)

Filed(Month/Day/Year)

(Month/Day/Year)

07/11/2013

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

(Instr. 4)

Person

ST. PETER PORT, Y7 GY1 4HY

(City) (State) (Zip)

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)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

SEC 1474 (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 <u>(1)</u>	07/11/2013	07/11/2013	J(2)	13,191	06/23/2009	<u>(3)</u>	Common Stock	3,066,14 (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	31,913,82 (1)
Series B Preferred Stock	\$ 5 <u>(1)</u>	07/11/2013	07/11/2013	J <u>(2)</u>	3,622	10/14/2009	(3)	Common Stock	841,904.9
Series B Preferred Stock	\$ 5 (1)	07/11/2013	07/11/2013	J(2)	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-7 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

Date

\*\*Signature of Reporting Person

## **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

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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.