OFFICE DEPOT INC

Form 4

November 05, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

See Instruction

may continue. 30(h) of the Investment Company Act of 1940 1(b).

(Middle)

(Print or Type Responses)

(Last)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * BC European Capital VIII-12

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

OFFICE DEPOT INC [ODP]

3. Date of Earliest Transaction (Month/Day/Year) 11/05/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

HERITAGE HALL, LE MARCHANT STREET

Filed(Month/Day/Year)

Director 10% Owner Officer (give title __X_ Other (specify below) below)

Mbr 13d grp owning mre thn 10%

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

ST. PETER PORT, Y7 GY1 4HY

(City) (State) (Zip)

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

2. Transaction Date 2A. Deemed 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 (I) Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 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 **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (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>	11/05/2013	11/05/2013	J(2)	2,101	06/23/2009	<u>(3)</u>	Common Stock	488,359.6
Series A Preferred Stock	\$ 5 <u>(1)</u>	11/05/2013	11/05/2013	J(2)	137,298	06/23/2009	(3)	Common Stock	31,913,75 (1)
Series B Preferred Stock	\$ 5 <u>(1)</u>	11/05/2013	11/05/2013	J(2)	577	10/14/2009	<u>(3)</u>	Common Stock	134,118
Series B Preferred Stock	\$ 5 (1)	11/05/2013	11/05/2013	<u>J(2)</u>	37,702	10/14/2009	<u>(3)</u>	Common Stock	8,763,51 (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BC European Capital VIII-12 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

11/05/2013

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 was 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.
- (2) The Issuer redeemed the shares of Preferred Stock set forth in column 5 on the Redemption Date. Each share of Preferred Stock was redeemed for \$1,243.77.
- (3) Not Applicable.
- Each of the Reporting Persons may have been 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. Each Reporting Person, however, disclaims beneficial ownership with respect to the shares owned of record by each of the Investors.

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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 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.