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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report: June 3, 2013
(date of earliest event reported)**

Commission File number 1-10948

OFFICE DEPOT, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**59-2663954** (I.R.S. Employer Identification No.)
6600 North Military Trail, Boca Raton, Florida (Address of principal executive offices)	**33496** (Zip Code)

(561) 438-4800
(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On June 3, 2013 Office Depot, Inc. (the "Company") together with its wholly-owned subsidiary Office Depot Delaware Overseas Finance No.1, LLC (the "ODP Sub") entered into a Stock Purchase and Transaction Agreement (the "Agreement") to sell the 50% joint venture interests (consisting of 2,500 Series A-I Shares, and 27,749,159 Series A-II Shares) of Office Depot de México, S.A. de C.V. ("ODM") owned by ODP Sub, to its joint venture partner, Grupo Gigante S.A.B. de C.V. ("Gigante"), and its subsidiary, Hospitalidad y Servicios Especializados Gigante, S.A. de C.V. ("Gigante Sub"), for an aggregate purchase price of Eight Billion Seven Hundred Seventy-Seven Million Three Hundred Sixty Thousand Mexican Pesos (MXN$8,777,360,000.00) (or approximately US$690 million) (the "Purchase Price").

The Agreement contains customary representations, warranties and covenants of each party. The Agreement also includes a covenant pursuant to which the Company and ODP Sub agree that for the period from the closing of the transaction contemplated by the Agreement (the "Closing") until (i) the closing of the previously announced merger of equals with OfficeMax Incorporated (the "OfficeMax Transaction"), or (ii) if the merger agreement related to the OfficeMax Transaction is terminated and the OfficeMax Transaction does not close, the three (3) year anniversary of the Closing, not to engage in the owning and operating of retail stores (which includes the development, design, manufacture sale or promotion for sale of any product currently developed, designed, manufactured, sold or promoted for sale by ODM in certain countries in Latin America ("the Restricted Countries")), as conducted by ODM as of the date hereof (the "Business") in the Restricted Countries. The Company further agrees that if the OfficeMax Transaction closes, for three (3) years after the Closing, not to engage or to cause the resulting combined company to engage in the Business in any Restricted Country in which OfficeMax Incorporated does not have operations as of the Closing.

Gigante has obtained debt financing commitments for the transactions contemplated by the Agreement (the "Debt Financing"), the aggregate proceeds of which will be sufficient for Gigante and Gigante Sub to pay the Purchase Price and all related fees and expenses. Each of Credit Suisse AG and BBVA Bancomer, S.A. and certain of their affiliates (collectively, the "Lenders") have committed to provide Debt Financing for the transaction, consisting of Mexican peso-denominated senior secured term loans and U.S.dollar denominated senior secured term loans, each on the terms and subject to the conditions set forth in a commitment letter dated as of May 31, 2013 (the "Debt Commitment Letter"). The obligations of the Lenders to provide Debt Financing under the Debt Commitment Letter are subject to a number of customary conditions, including, without limitation, the absence of a material adverse effect on the business of ODM and execution and delivery by the borrowers and the guarantors of definitive documentation consistent with the Debt Commitment Letter and the documentation standards specified therein. Gigante has also agreed that in the event the financing arrangements currently contemplated by the Debt Commitment Letter become unavailable, Gigante shall use its reasonable best efforts to obtain alternative financing arrangements on comparable terms available from major international financing institutions to borrowers with comparable credit ratings to Gigante (after giving pro forma effect to the acquisition of ODM) (the "Alternative Debt Financing").

The Agreement contains termination rights for each of the Company and Gigante, including the right of either party to terminate if the transactions contemplated by the Agreement have not been completed by September 1, 2013 (the "Outside Date"). The Agreement also provides that Gigante will pay ODP Sub a termination fee of Four Hundred Thirty-Eight Million Eight Hundred Sixty Eight Thousand Mexican Pesos ($438,868,000.00) (or approximately US$34 million) in cash (the "Termination Fee") as liquidated damages if the Agreement is terminated under certain circumstances because (i) Gigante fails to obtain the proceeds of its Debt Financing or Alternative Debt Financing by the Outside Date, (ii) Gigante fails to obtain shareholder approval either (x) within three (3) days of a duly called meeting of the shareholders of Gigante or (y) by July 18, 2013, (iii) Gigante fails to complete the transaction or (iv) Gigante or Gigante Sub otherwise breaches their representations, warranties or obligations under the Agreement such that conditions to the consummation of the transactions contemplated by the Agreement cannot be satisfied. The Agreement provides that ODP Sub will pay Gigante an amount equal to the Termination Fee if the Agreement is terminated under certain circumstances because (1) ODP Sub fails to complete the transaction or (2) the Company or ODP Sub otherwise breach their representations, warranties or obligations under the Agreement such that conditions to the consummation of the transactions contemplated by the Agreement cannot be satisfied. If a Termination Fee is paid, such payment will be the sole and exclusive remedy of the terminating party in relation to the Agreement and the transactions contemplated thereby.

In connection with the Agreement, the Company and ODM agreed to enter into a brand license agreement (the “License Agreement”), pursuant to which the Company will provide to ODM (i) an exclusive license, to use certain intellectual property of the Company, including the Office Depot trademark, royalty free and for no additional consideration, within Mexico and certain other countries in Latin America (the “Territory”) for an initial period of fifteen (15) years, renewing automatically for successive fifteen (15) year terms, unless earlier terminated (the “BrandMarks”) and (ii) an exclusive license to use certain other trademarks of the Company within the Territory for three (3) years, with such license becoming non-exclusive after expiration of the three (3) year period. ODM and its authorized sublicensees must comply with certain quality control requirements relating to the quality of the goods and services offered and the way in which the licensed marks are used.

The closing of the transaction, is conditioned on receiving Mexican regulatory approval and approval of the shareholders of Gigante, which the Company believes will be secured within 30 days. After the transaction closes, Gigante and Gigante Sub will own 100% of ODM.

Attached hereto as Exhibit 99.1 and incorporated by reference herein is the Company’s press release dated June 4, 2013.

Attached hereto as Exhibit 99.2 and incorporated by reference herein is the unaudited pro forma financial information reflecting the effect of the transactions contemplated by the Agreement.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

99.1	Press Release of Office Depot, dated June 4, 2013.
99.2	Unaudited Pro Forma Financial Information for the period ended March 31, 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OFFICE DEPOT, INC.

Date: June 7, 2013

By: /S/ ELISA D. GARCIA C.

Elisa D. Garcia C.
Executive Vice President, General Counsel
and Corporate Secretary

EXHIBIT INDEX

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Exhibit 99.1

Office DEPOT

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OFFICE DEPOT ANNOUNCES SALE OF JOINT VENTURE STAKE IN OFFICE DEPOT DE MEXICO TO GRUPO GIGANTE

Sale of its 50 Percent Stake for Approximately $690 Million
Represents Significant Value for Shareholders

Boca Raton, Fla., June 4, 2013 — Office Depot, Inc. (NYSE: ODP), a leading global provider of office supplies and services, today announced that it has reached a definitive agreement to sell its 50% stake in Latin American Joint Venture Office Depot de Mexico S.A. de C.V. to Grupo Gigante, S.A.B. de C.V. (GIGANTE.MX) for the Mexican Peso amount of 8,777.36 million in cash.

The deal is conditional on receiving Mexican regulatory approval and Grupo Gigante S.A.B. de C.V. shareholder approval which Office Depot believes will be secured within 30 days. After the transaction closes, Grupo Gigante, S.A.B. de C.V. and its affiliates will have 100% ownership of Office Depot de Mexico.

In accordance with the terms of its planned merger agreement with OfficeMax, announced on February 20, 2013, Office Depot obtained the required consent from OfficeMax to proceed with the sale.

“Grupo Gigante has been a wonderful partner in Mexico for almost 20 years,” said Steve Schmidt, President of International for Office Depot. “Over the past year, we have been actively exploring with them ways to illuminate the value of this business through a potential IPO. Through the process, they expressed a desire to own the business outright that culminated in the sale announced today.”

“We believe that this transaction represents a very attractive value for our shareholders,” said Mike Newman, Executive Vice President and Chief Financial Officer for Office Depot. “We expect to use the estimated $550 million in net after-tax proceeds from the sale to redeem 50% of the Company’s convertible preferred shares held by BC Partners, Inc. and its affiliates upon receiving shareholder approval of the planned merger with OfficeMax, as well as to redeem the $150 million of maturing 6.25% bonds due in August 2013. Importantly, this transaction will significantly enhance the liquidity position of the combined Company following the planned merger.”

Office Depot de Mexico, founded in 1994 as a joint partnership between Office Depot and Grupo Gigante, has more than 248 stores throughout Mexico and Central America and over $1.1 billion in annual sales. Office Depot accounts for its investment in Office Depot de Mexico using the equity method and the 50% share of Office Depot de Mexico's net income is presented in the Company's "Miscellaneous income, net" line in the Consolidated Statement of Operations. The acquired stores will maintain the Office Depot brand following the closing of the transaction.

Office Depot's exclusive financial advisor for the transaction was BofA Merrill Lynch.

Grupo Gigante has a 50-year history of expanding its business through the acquisition of commercial chains and the creation of strategic alliances, the incorporation of different formats and even entering the fields of Central and South America. Aside from Office Depot stores, the company currently runs The Home Store, Panda Express, Gigante Grupo Inmobiliario, Restaurantes Toks, PetCo, Cup Stop and Align Pro in Mexico.

About Office Depot

Office Depot provides office supplies and services through 1,628 worldwide retail stores, a dedicated sales force, top-rated catalogs, and global e-commerce operations. Office Depot has annual sales of approximately $10.7 billion, employs about 38,000 associates, and serves customers in 60 countries around the world.

Office Depot's common stock is listed on the New York Stock Exchange under the symbol ODP. Additional press information can be found at: http://news.officedepot.com.

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. 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 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 Groupo 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," "predict," "project" or other 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.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial statements give effect to the proposed sale of Office Depot, Inc.'s ("Office Depot" or the "Company") interest in Office Depot de México S.A. de C.V. ("Office Depot de México") to Grupo Gigante, S.A.B. de C.V. and the resulting gain on sale and impairment of goodwill. The proposed sale of Office Depot de México is considered probable due to entry into a definitive agreement with respect to such sale and committed financing. However, the sale has not been consummated and amounts included in these unaudited pro forma financial statements may change.

The unaudited pro forma condensed consolidated balance sheet gives effect to the proposed sale as if it had occurred on March 30, 2013 while the unaudited pro forma condensed consolidated statements of operations for the quarter ended March 30, 2013 and the year ended December 29, 2012 are presented as if the sale had been consummated on January 1, 2012. All amounts of the proposed sale, including the estimated tax effects, are subject to change when the sale is completed and additional information becomes available. The unaudited pro forma condensed financial data should be read in conjunction with the historical consolidated financial statements and notes thereto of Office Depot.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
AS OF MARCH 30, 2013
(In thousands)

	Historical Office Depot	Pro Forma Adjustments		Pro Forma
Assets				
Current assets:				
Cash and cash equivalents	$ 549,263	$ 547,420	1(a)	$1,096,683
Receivables, net	763,200	—		763,200
Inventories	1,014,349	—		1,014,349
Prepaid expenses and other current assets	170,298	(8,804)	1(b)	161,494
Total current assets	2,497,110	538,616		3,035,726
Property and equipment, net	821,053	—		821,053
Goodwill	64,235	(44,804)	1(b)	19,431
Other intangible assets, net	15,982	—		15,982
Deferred income taxes	31,215	—		31,215
Other assets	362,052	(261,322)	1(b)	100,730
Total assets	$3,791,647	$ 232,490		$4,024,137
Liabilities and stockholders' equity				
Current liabilities:				
Trade accounts payable	$ 833,439	$ —		$ 833,439
Accrued expenses and other current liabilities	844,973	—		844,973
Income taxes payable	7,164	—		7,164
Short-term borrowings and current maturities of long-term debt	173,752	—		173,752
Total current liabilities	1,859,328	—		1,859,328
Deferred income taxes and other long-term liabilities	430,479	(15,999)	1(b)	414,480
Long-term debt, net of current maturities	479,820	—		479,820
Total liabilities	2,769,627	(15,999)		2,753,628
Commitments and contingencies				
Redeemable preferred stock, net	386,401	—		386,401
Stockholders' equity:				
Common stock	2,920	—		2,920
Additional paid-in capital	1,112,861	5,209	1(b)	1,118,070
Accumulated other comprehensive income	200,346	25,524	1(b)	225,870
Accumulated deficit	(622,890)	217,756	1(b)	(405,134)
Treasury stock, at cost	(57,733)	—		(57,733)
Total Office Depot, Inc. stockholders' equity	635,504	248,489		883,993
Noncontrolling interests	115	—		115
Total equity	635,619	248,489		884,108
Total liabilities and equity	$3,791,647	$ 232,490		$4,024,137

See accompanying notes to unaudited pro forma condensed consolidated financial information.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE QUARTER ENDED MARCH 30, 2013
(In thousands, except per share amounts)

	Historical Office Depot	Pro Forma Adjustments		Pro Forma
Sales	$2,718,260	$ —		$2,718,260
Cost of goods sold and occupancy costs	2,058,563	—		2,058,563
Gross profit	659,697	—		659,697
Operating and selling expenses	470,717	—		470,717
Asset impairments	5,244	—		5,244
General and administrative expenses	158,907	—		158,907
Merger and other expenses	15,184	—		15,184
Operating income	9,645	—		9,645
Other income (expense):				
Interest income	410	—		410
Interest expense	(16,395)	—		(16,395)
Miscellaneous income, net	6,357	(6,625)	1(c)	(268)
Earnings (loss) before income taxes	17	(6,625)		(6,608)
Income tax expense	6,660	(2,980)	1(c)	3,680
Net earnings (loss)	(6,643)	(3,645)		(10,288)
Less: Net earnings (loss) attributable to noncontrolling interests	12	—		12
Net earnings (loss) attributable to Office Depot, Inc.	(6,655)	(3,645)		(10,300)
Preferred stock dividends	10,169	—		10,169
Net earnings (loss) attributable to common stockholders	$ (16,824)	$ (3,645)		$ (20,469)
Earnings (loss) per share:				
Basic	$ (0.06)			$ (0.07)
Diluted	$ (0.06)			$ (0.07)

See accompanying notes to unaudited pro forma condensed consolidated financial information.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 29, 2012
(In thousands, except per share amounts)

	Historical Office Depot	Pro Forma Adjustments		Pro Forma
Sales	$10,695,652	$ —		$10,695,652
Cost of goods sold and occupancy costs	8,159,614	—		8,159,614
Gross profit	2,536,038	—		2,536,038
Operating and selling expenses	1,823,826	—		1,823,826
Recovery of purchase price	(68,314)	—		(68,314)
Asset impairments	138,540	—		138,540
General and administrative expenses	672,827	—		672,827
Operating income (loss)	(30,841)	—		(30,841)
Other income (expense):				
Interest income	2,240	—		2.240
Interest expense	(68,937)	—		(68,937)
Loss on extinguishment of debt	(12,110)	—		(12,110)
Miscellaneous income, net	34,225	(32,160)	1(c)	2,065
Earnings (loss) before income taxes	(75,423)	(32,160)		(107,583)
Income tax expense (benefit)	1,697	4,700	1(c)	6,397
Net earnings (loss)	(77,120)	(36,860)		(113,980)
Less: Net loss attributable to noncontrolling interests	(9)	—		(9)
Net earnings (loss) attributable to Office Depot, Inc.	(77,111)	(36,860)		(113,971)
Preferred stock dividends	32,934	—		32,934
Net earnings (loss) attributable to common stockholders	$ (110,045)	$ (36,860)		$ (146,905)
Net earnings (loss) per share:				
Basic	$ (0.39)			$ (0.53)
Diluted	$ (0.39)			$ (0.53)

See accompanying notes to unaudited pro forma condensed consolidated financial information.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. Adjustment for the Proposed Sale of Interest in Office Depot de México

(a) Reflects the receipt of an estimated $547 million in net after tax cash proceeds from the proposed sale of the Office Depot equity interest in Office Depot de México.

(b) Reflects the proposed sale of Office Depot's equity interest in Office Depot de México. The proposed sale is considered probable due to entry into a definitive agreement with respect to such sale and committed financing. The balance sheet impact assumes proceeds of $693 million, removal of the investment in Office Depot de Mexico ($261.3 million), removal of related foreign currency translation adjustments ($25.5 million), deferred tax effects ($7.2 million, net), tax-related equity impact ($5.2 million), settlement of transaction fees ($6 million), anticipated cash tax consequences of the sale ($139.6 million) and repatriation of proceeds to the U.S. parent company ($547.4 million). Further, following the proposed sale of Office Depot's equity interest in Office Depot de México and remitting by dividend the net after tax cash proceeds to the U.S. parent company, the related reporting unit is expected to have a residual fair value, determined using a combination of discounted cash flow and market based information, below its carrying value such that goodwill remaining in the reporting unit ($44.8 million) will be fully impaired. The credit to accumulated deficit includes the net book gain of $262.6 million, partially offset by the goodwill impairment. All amounts of the probable sale, including the estimated tax effects, are subject to change when the transaction is completed and additional information becomes available.

(c) Reflects the elimination of the proportionate share of Office Depot de México's net income recognized by Office Depot, and the tax provision recorded for the period. During 2012, Office Depot changed its assumption of permanent reinvestment of Office Depot de México earnings, resulting in a tax benefit in 2012 and tax expense in the first quarter of 2013.