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

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 7)1

Office Depot, Inc. (Name of Issuer)

<u>Common Stock, par value \$0.01 per share</u>
(Title of Class of Securities)

676220106 (CUSIP Number)

JEFFREY C. SMITH STARBOARD VALUE LP 830 Third Avenue, 3rd Floor New York, New York 10022 (212) 845-7977

STEVE WOLOSKY, ESQ.
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

<u>June 12, 2013</u> (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \Box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

1	NAME OF REPORT	TING PERSON	
		LUE AND OPPORTUNITY MASTER FUND LTD	
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o
			(b) o
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
	WC		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
	2(d) OR 2(e)		
6	CITIZENSHIP OR P	PLACE OF ORGANIZATION	
	CAYMAN ISLAN		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		12,711,135	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH		-0-	
	9	SOLE DISPOSITIVE POWER	
		10.711.105	
	10	12,711,135 SHARED DISPOSITIVE POWER	
	10	SUAKED DISPOSITIVE FOWEK	
		-0-	
11	ACCRECATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGATE AMC	OULT DEVELORED OF EVER RELOKTING LEVOOL	
	12,711,135		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
14	CHECK DOX IF III	LE AGGREGATE AMOUNT IN ROW (11) EACEODES CERTAIN SHARES	U
13	DERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
15	I LICEIVI OI CLA	SO TELL RESERVED DI PRINCONTI IN NOTA (11)	
	4.4%		
14	TYPE OF REPORTI	NG PERSON	
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1	NAME OF DEDODT	UNIC DEDCOM		
1	NAME OF REPORT	ING PERSON		
	STARBOARD VA	LUE AND OPPORTUNITY S LLC		
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) o	
2	CHECK THE ALL K	OF MATE BOX IF A MEMBER OF A GROOT	(b) o	
3	SEC USE ONLY			
	SEC COL GIVEI			
4	SOURCE OF FUNDS			
	WC			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM		
	2(d) OR 2(e)			
6	CITIZENSHIP OR F	LACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES	,	SOLE VOTINGTOWER		
BENEFICIALLY		2,829,381		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING				
PERSON WITH		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		2,829,381		
	10	SHARED DISPOSITIVE POWER		
		-0-		
11	ACCRECATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	71GGREGITE AMC	TOTAL PERCEITEMENT OF THE DI ENGLISHED ON THE ON THE OWNER.		
	2,829,381			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
		· /		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	1.0%			
14	TYPE OF REPORTI	NG PERSON		
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	00			

1	NAME OF REPORT	'ING PERSON	
	STARBOARD VA		
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o
			(b) o
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
	00		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
	2(d) OR 2(e)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		42,100,000	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH		- 0 -	
	9	SOLE DISPOSITIVE POWER	
		42,100,000	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	42,100,000		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	14.7%		
14	TYPE OF REPORTI	NG PERSON	
	PN		

1	NAME OF REPORT	TING PERSON		
	STARBOARD VA	LUE GP LLC		
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o		
	(b) o			
3	SEC USE ONLY			
4	SOURCE OF FUND	S		
	00			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM		
	2(d) OR 2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	DEL ALVA DE			
NUMBER OF	DELAWARE	COLE MOMINO POLVED		
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		42,100,000		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING	0	SHARED VOTING POWER		
PERSON WITH		-0-		
1210011 ((1111	9	SOLE DISPOSITIVE POWER		
	3	SOLE DISTOSTIVE FOWER		
		42,100,000		
	10	SHARED DISPOSITIVE POWER		
	-			
		- 0 -		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	42,100,000			
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	1.4.70/			
14	14.7% TYPE OF REPORTI	NC DEDCOM		
14	I I PE OF KEPOKII	ING PERSON		
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1	NAME OF REPORT	'ING PERSON			
	STARBOARD PR				
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o		
		(b) o			
3	SEC USE ONLY				
4	SOURCE OF FUND	SOURCE OF FUNDS			
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5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM			
	2(d) OR 2(e)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
	DELAWARE				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		42,100,000			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING					
PERSON WITH		- 0 -			
	9	SOLE DISPOSITIVE POWER			
		42,100,000			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	42,100,000				
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	<u> </u>		
	14.7%				
14	TYPE OF REPORTI	NG PERSON			
	PN				

1	NAME OF REPORT	TING PERSON			
		INCIPAL CO GP LLC			
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o			
	0=0.110=0.1111		(b) o		
3	SEC USE ONLY				
4	SOURCE OF FUND	2			
4	SOURCE OF FUND	5			
	00				
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM			
	2(d) OR 2(e)	·			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
NILLM DED OF	DELAWARE	COLE MOTING DOMES			
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		42,100,000			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING	o o	SIMILED VOIMOTOWER			
PERSON WITH		- 0 -			
	9	SOLE DISPOSITIVE POWER			
		42,100,000			
	10	SHARED DISPOSITIVE POWER			
		-0-			
11	ACCRECATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	11331LG/IIL/IIWIC	VOLUME DE L'ALTON DE L'ALON RELIGION DE L'ALON RELI			
	42,100,000				
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
	4.4.707				
1.4	14.7%	NC DEDCOM			
14	TYPE OF REPORTI	ING PERSOIN			
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1	NAME OF REPORT	TNG PERSON		
_	THE OT THE OTT	10.121.001.		
	JEFFREY C. SMI			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o			
3	SEC USE ONLY			
4	SOURCE OF FUND	S		
	00			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM		
	2(d) OR 2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY EACH	8	- 0 - SHARED VOTING POWER		
REPORTING	O	SHARED VOTING POWER		
PERSON WITH		42,100,000		
	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		42,100,000		
11	AGGREGATE AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	42,100,000			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0			
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	14.7%			
14	TYPE OF REPORTI	NG PERSON		
	IN			

	NAME OF BERORE	WALC DED COAL			
1	NAME OF REPORT	ING PERSON			
	MARKER				
	MARK R. MITCH				
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o		
		(b) o			
3	SEC USE ONLY				
4	SOURCE OF FUND	S			
	00				
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM			
	2(d) OR 2(e)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		- 0 -			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING					
PERSON WITH		42,100,000			
	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		42,100,000			
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	42,100,000				
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
	14.7%				
14	TYPE OF REPORTI	NG PERSON			
	IN				
	IN				

1	NAME OF REPORT	TING PERSON			
	TVIIVIE OF THE OTT	IN TEREST			
	PETER A. FELD				
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0			
2	(b) o				
3	SEC USE ONLY	SEC USE ONLY			
4	SOURCE OF FUND	SOURCE OF FUNDS			
	00				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM			
	2(d) OR 2(e)				
6	CITIZENSHIP OR F	LACE OF ORGANIZATION			
	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES BENEFICIALLY		-0-			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING	-				
PERSON WITH		42,100,000			
	9	SOLE DISPOSITIVE POWER			
		-0-			
	10	SHARED DISPOSITIVE POWER			
		42,100,000			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	42,100,000				
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	1.4.70/				
14	14.7% TYPE OF REPORTI	NG PERSON			
17	TITE OF REFORM	NO LEROON			
	IN				

1					
1	NAME OF REPORT	ING PERSON			
	T-S CAPITAL PAI		4.5		
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o		
	(b) o				
3	SEC USE ONLY				
4	COLIDCE OF FLIND	SOLID CE OF EVINDS			
4	SOURCE OF FUND	5			
	WC				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	П		
3	2(d) OR 2(e)	SCEOUGHE OF EBOME PROCEEDINGS IS REQUIRED FORGOMENT TO FEM.			
	- (a) 511 - (c)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
	CALIFORNIA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		100,000			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING PERSON WITH		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
	9	SOLE DISPOSITIVE POWER			
		100,000			
	10	SHARED DISPOSITIVE POWER			
	10	SIMILED BISTOSITIVE TOWER			
		- 0 -			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	100,000				
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
10	DED CENTE OF CT. 1	CORPORECENTED DAY AN OLYMENA DOLLA (44)			
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 1%				
14	TYPE OF REPORTI	NC PERSON			
14	TITE OF KEI OKII	TO I ERSON			
	00				

1	NAME OF REPORT	TING PERSON			
	DAVID SIEGEL				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o				
		(b) o			
3	SEC USE ONLY				
4	SOURCE OF FUND	S			
	OO, PF				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM			
	2(d) OR 2(e)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			

MIN (DED OF	USA	COLE MOTING POLITIC			
NUMBER OF	7	SOLE VOTING POWER			
SHARES		1 250			
BENEFICIALLY OWNED BY EACH	8	1,250			
REPORTING	8	SHARED VOTING POWER			
PERSON WITH		100,000			
TERSON WITH	9	SOLE DISPOSITIVE POWER			
	9	SOLE DISPOSITIVE POWER			
		1,250			
	10	SHARED DISPOSITIVE POWER			
	10	SIMILED DISTOSITIVE FOWER			
		100,000			
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	101,250				
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	-		
	Less than 1%				
14	TYPE OF REPORTI	NG PERSON			
	IN				

1	NAME OF REPORT	TNG PERSON			
	THINE OF REFORE	IN TEREST			
	ROBERT TELLES	5			
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0			
2	CECTICE ONLY	(b) o			
3	SEC USE ONLY	SEC USE ONLY			
4	SOURCE OF FUND	OS .			
	00				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM			
	2(d) OR 2(e)				
6	CITIZENSHIP OR F	PLACE OF ORGANIZATION			
	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES BENEFICIALLY		- 0 -			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING	-				
PERSON WITH		100,000			
	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		100,000			
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	100,000				
12		IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	Loss than 10/				
14	Less than 1% TYPE OF REPORT	NG PERSON			
17	TILL OF REFORM	110 I Elloui			
	IN				

1	NAME OF REPORTING PERSON					
		JOSEPH S. VASSALLUZZO				
2	CHECK THE APPR	(a) o				
	(b) o					
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
	PF					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM					
3	2(d) OR 2(e)	SCEOSORE OF ELGRETROCEEDINGS IS REQUIRED FORSORIVE TO FIEM				
	= (a) 511 = (c)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
	USA					
NUMBER OF	7	SOLE VOTING POWER				
SHARES						
BENEFICIALLY		14,450				
OWNED BY EACH REPORTING	8	SHARED VOTING POWER				
PERSON WITH		-0-				
TERSON WITH	9 SOLE DISPOSITIVE POWER					
		14,450				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	14,450					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13	DEDCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)				
15	TERCENT OF CEASS REFRESENTED BY AMOUNT IN ROW (11)					
	Less than 1%					
14	TYPE OF REPORTING PERSON					
	IN					

	·				
1	NAME OF REPORT	NAME OF REPORTING PERSON			
	ROBERT L. NAR				
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o		
	(b				
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	PF				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM			
	2(d) OR 2(e)				
6	6 CITIZENSHIP OR PLACE OF ORGANIZATION				
	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		68,389			
OWNED BY EACH	8 SHARED VOTING POWER				
REPORTING PERSON WITH					
PERSON WITH					
	SOLE DISPOSITIVE POWER				
		CO 200			
	10	68,389 SHARED DISPOSITIVE POWER			
	10	SHARED DISPOSITIVE POWER			
		-0-			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	AGGREGATE AMOUNT DENEFTCIALLY OWNED DY EACH REPORTING PERSON				
	68,389				
12					
14	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
1.5	TERCENT OF GENES REFRESENTED DT AMOUNT IN NOW (II)				
	Less than 1%				
14	TYPE OF REPORTING PERSON				
17					
	IN				
1	1				

1	NAME OF REPORTING PERSON					
		JAMES P. FOGARTY				
2	CHECK THE APPR	(a) o				
	(b) o					
3	SEC USE ONLY					
4						
4	SOURCE OF FUNDS					
5	CHECK BOX IF DIS	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM □				
3	2(d) OR 2(e)	SCEOSORE OF ELGRETROCEEDINGS IS REQUIRED FORSORIVE TO FIEM				
	- (a) 311 - (c)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
	USA					
NUMBER OF	7	SOLE VOTING POWER				
SHARES						
BENEFICIALLY		- 0 -				
OWNED BY EACH	8 SHARED VOTING POWER					
REPORTING PERSON WITH		-0-				
FERSON WITH	9 SOLE DISPOSITIVE POWER					
	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	_					
	- 0 -					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13	DEDCENT OF CLAS	CC DEDDESENTED DV A MOLINT IN DOWN (11)				
15	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	- 0 -					
14	TYPE OF REPORTING PERSON					
	IN					

	YNG PERSON			
NAME OF REPORT	NAME OF REPORTING PERSON			
CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o		
(b) o				
SEC USE ONLY				
SOURCE OF FUNDS				
2(d) OR 2(e)				
6 CITIZENSHIP OR PLACE OF ORGANIZATION				
7	SOLE VOTING POWER			
8 SHARED VOTING POWER				
	0			
9 SOLE DISPOSITIVE POWER				
	0			
10				
10	SHARED DISPOSITIVE POWER			
	0			
AGGREGATE AMOUNT DENEFICIALLY OWNED DI EACH REPURTING PERSUN				
- 0 -				
CILCR DOX IF THE AGGREGATE AMOUNT IN KOW (11) EACLODES CERTAIN SHARES 0				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN POW (11)				
TEROENT OF GENOURE REPORTED BY THROUNT IN ROW (11)				
- 0 -				
	CYNTHIA T. JAM CHECK THE APPRO SEC USE ONLY SOURCE OF FUND CHECK BOX IF DIS 2(d) OR 2(e) CITIZENSHIP OR P USA 7 8 9 10 AGGREGATE AMC - 0 - CHECK BOX IF TH	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION USA 7 SOLE VOTING POWER -0- 8 SHARED VOTING POWER -0- 9 SOLE DISPOSITIVE POWER -0- 10 SHARED DISPOSITIVE POWER -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0- CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		

The following constitutes Amendment No. 7 to the Schedule 13D filed by the undersigned (the "Amendment No. 7"). This Amendment No. 7 amends the Schedule 13D as specifically set forth herein.

Item 4. <u>Purpose of the Transaction.</u>

Item 4 is hereby amended to add the following:

On June 12, 2013, Starboard Value and Opportunity Master Fund Ltd ("Starboard") filed a complaint pursuant to Section 211 of the Delaware General Corporation Law ("Delaware Law") requesting the Court of Chancery of the State of Delaware (the "Court of Chancery") to compel the Issuer to promptly hold its 2013 annual meeting of stockholders (the "Annual Meeting") for the election of directors. The Issuer has not held such an annual meeting of the stockholders since April 26, 2012, or for more than thirteen (13) months. Historically, the Issuer has held its annual meeting during the latter half of April for at least the past six years. Consistent with Delaware Law, if no date has been designated by a corporation for a period of thirteen (13) months after its last annual meeting or the last action by written consent to elect directors in lieu of an annual meeting, the Court of Chancery may summarily order a meeting to be held upon the application of any stockholder.

The Issuer has announced its plans to merge with OfficeMax Inc. ("OfficeMax") and has scheduled a special meeting of the stockholders for July 10, 2013, for the sole purpose of voting on the proposed merger (the "OfficeMax Merger"). The Issuer has stated that provided stockholder approval is obtained it only expects to complete the OfficeMax Merger by the end of calendar year 2013. The OfficeMax Merger does not provide a valid reason for the Issuer to deprive stockholders of their right to meet annually to elect directors. Notably, OfficeMax held its annual meeting on April 29, 2013, consistent with its previous years' annual meeting dates.

While Starboard continues to be in favor of the OfficeMax Merger, it still feels it is critically important to substantially improve the Board as soon as possible to ensure that the Issuer is fully prepared to succeed as a stand-alone entity should the OfficeMax Merger not close for any reason and be a stronger merger partner for the combined company should the OfficeMax Merger be consummated. Starboard has filed preliminary proxy materials in connection with a proposed consent solicitation seeking to remove certain incumbent directors and elect to the Board a number of individuals with significant retail operating experience and is continuing to pursue this course of action while it seeks to compel the Annual Meeting.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 14, 2013

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP, its investment manager

STARBOARD VALUE AND OPPORTUNITY S LLC

By: Starboard Value LP, its manager

STARBOARD VALUE LP By: Starboard Value GP LLC,

its general partner

STARBOARD VALUE GP LLC By: Starboard Principal Co LP,

its member

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,

its general partner

STARBOARD PRINCIPAL CO GP LLC

By: /s/ Jeffrey C. Smith

Name: Jeffrey C. Smith Title: Authorized Signatory

/s/ Jeffrey C. Smith

JEFFREY C. SMITH

Individually and as attorney-in-fact for Mark R. Mitchell, Peter A. Feld, T-S Capital Partners, LLC, David Siegel, Robert Telles, Joseph S. Vassalluzzo, Robert L. Nardelli, James P. Fogarty, and Cynthia T. Jamison