

OFFICE DEPOT INC  
Form DEFA14A  
March 18, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

**OFFICE DEPOT, INC.**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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*OFFICE DEPOT, INC.*

Shareholder Meeting to be held on 04/22/09

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Materials**

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

*OFFICE DEPOT, INC.*

6600 NORTH MILITARY TRAIL  
BOCA RATON, FL 33496

**Proxy Materials Available**

Notice and Proxy Statement  
Form 10-K

**PROXY MATERIALS - VIEW OR RECEIVE**

You can choose to view the materials online or receive a paper or e-mail copy. There is **NO** charge for requesting a copy. Requests, instructions and other inquiries will **NOT** be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 04/08/09.

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number available and visit:  
[www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

*See the Reverse Side for Meeting Information and Instructions on How to Vote*

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**Meeting Information**

Meeting Type: Annual

Meeting Date: 04/22/09

Meeting Time: 8:30 A.M., EDT

For holders as of: 03/03/09

**Meeting Location:**

Boca Raton Marriott  
5150 Town Center Circle  
Boca Raton, FL 33486-1013

**Meeting Directions:**

For Meeting Directions Please Call: 561-620-3712

**How To Vote**

**Vote In Person**

You can gain entrance to the shareholder meeting by producing the attached Admission Ticket or a proxy or letter from the broker, trust, bank or other nominee confirming beneficial ownership of your shares.

During the Meeting you will need to request a ballot to vote this shares.

**Vote By Internet**

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM).

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 6:00 P.M. Eastern Time the day before the meeting date. Have your notice in hand when you access the website and follow the instructions.

**ADMISSION TICKET**

This is notice of your invitation to attend the annual meeting of shareholders of Office Depot to be held on Wednesday, April 22, 2009 at 8:30 a.m., EDT, at the Boca Raton Marriott, 5150 Town Center Circle, Boca Raton, FL 33486-1013.

In addition to reviewing the minutes of last year's annual meeting and receiving reports of officers, the purposes of the meeting are listed on the following page.

You should present this Admission Ticket in order to gain admittance to the meeting. This ticket admits only the shareholder listed on the reverse side and is not transferable. If the shares are held in the name of a broker, trust, bank or other nominee, you should bring with you a proxy or letter from the broker, trustee, bank or nominee confirming the beneficial ownership of the shares.

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**Voting items**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 1.**

1. To elect eleven (11) members of the Board of Directors for the term described in this Proxy Statement.

**Nominees:**

- 1a. Lee A. Ault III
- 1b. Neil R. Austrian
- 1c. David W. Bernauer
- 1d. Marsha J. Evans
- 1e. David I. Fuente
- 1f. Brenda J. Gaines
- 1g. Myra M. Hart
- 1h. W. Scott Hedrick
- 1i. Kathleen Mason
- 1j. Michael J. Myers

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 2.**

2. Ratification of appointment of Deloitte & Touche LLP as the Company's independent public accountants.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST PROPOSALS 3, 4 AND 5.**

- 3. To consider a Proposal from a Shareholder recommending that our Board of Directors amend the Bylaws of the Company (and each appropriate document) to give holders of 10% or more of the Company's outstanding common stock (or the lowest percentage allowed by law above 10%) the power to call a special shareholder meeting, in compliance with applicable law.
- 4. To consider a Proposal from a Shareholder recommending that our Board of Directors amend the Bylaws of the Company to reimburse a stockholder or group of stockholders for expenses incurred in connection with nominating one or more candidates in a contested election of Directors.
- 5. To consider a Proposal from a Shareholder recommending that our Board of Directors adopt a policy that the Chairman of our Board of Directors be an independent director who has not previously served as an executive officer of the Company.
- 6. To transact any other business that may properly come before the meeting.

1k. Steve Odland

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