

OFFICE DEPOT INC
Form SC 13D/A
February 21, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

OFFICE DEPOT, INC.

(Name of Subject Company (Issuer))

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

676220106

(CUSIP Number)

Matthew Elston

Director, CIE Management II Ltd

PO Box 225

Heritage Hall, Le Marchant Street

St. Peter Port, Guernsey,

GY1 4HY Channel Islands

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Tel: +44 (1481) 750304

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 20, 2013

(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 statement because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

* 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. 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).

SCHEDULE 13D

CUSIP No. 676220106

1. Name of Reporting Persons:

LMBO EUROPE SAS

2. Check the Appropriate Box if a Member of Group (See Instructions)

(a) (b)

3. SEC Use Only:

4. Source of Funds:

OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

France

Number of 7. Sole Voting Power:

Shares

Beneficially 0

Owned By 8. Shared Voting Power:

Each

Reporting Person 81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

9. Sole Dispositive Power:

With:

0
10. Shared Dispositive Power:

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81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock¹

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11):

22.2%¹

14. Type of Reporting Person:

OO²

¹ See Items 5 and 6 of Schedule 13D and the Certificate of Designations for the Series A Preferred Stock (the **Series A CoD**) and the Certificate of Designations for the Series B Preferred Stock (the **Series B CoD**) filed as Exhibit 7.4 and Exhibit 7.5, respectively, to Schedule 13D and incorporated herein by reference.

² LMBO Europe SAS is a société par actions simplifiée organized under the laws of France.

SCHEDULE 13D

CUSIP No. 676220106

1. Name of Reporting Persons:

CIE Management II Limited

2. Check the Appropriate Box if a Member of Group (See Instructions)

(a) (b)

3. SEC Use Only:

4. Source of Funds:

OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

Guernsey, Channel Islands

Number of 7. Sole Voting Power:

Shares

Beneficially 0

Owned By 8. Shared Voting Power:

Each

Reporting Person 81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

9. Sole Dispositive Power:

With:

0
10. Shared Dispositive Power:

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81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

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81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock¹

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11):

22.2%¹

14. Type of Reporting Person:

CO²

¹ See Items 5 and 6 of Schedule 13D and the Series A CoD and the Series B CoD filed as Exhibit 7.4 and Exhibit 7.5, respectively, to Schedule 13D and incorporated herein by reference.

² CIE Management II Limited is a limited corporation organized under the laws of Guernsey.

SCHEDULE 13D

CUSIP No. 676220106

1. Name of Reporting Persons:

BC European Capital VIII-1

2. Check the Appropriate Box if a Member of Group (See Instructions)

(a) (b)

3. SEC Use Only:

4. Source of Funds:

OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

United Kingdom

Number of 7. Sole Voting Power:

Shares

Beneficially 0

Owned By 8. Shared Voting Power:

Each

Reporting Person 81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

9. Sole Dispositive Power:

With:

0
10. Shared Dispositive Power:

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81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

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12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11):

22.2%¹

14. Type of Reporting Person:

PN²

¹ See Items 5 and 6 of Schedule 13D and the Series A CoD and the Series B CoD filed as Exhibit 7.4 and Exhibit 7.5, respectively, to Schedule 13D and incorporated herein by reference.

² BC European Capital VIII-1 is a United Kingdom limited partnership.

SCHEDULE 13D

CUSIP No. 676220106

1. Name of Reporting Persons:

BC European Capital VIII-2

2. Check the Appropriate Box if a Member of Group (See Instructions)

(a) (b)

3. SEC Use Only:

4. Source of Funds:

OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

United Kingdom

Number of 7. Sole Voting Power:

Shares

Beneficially 0

Owned By 8. Shared Voting Power:

Each

Reporting Person 81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

9. Sole Dispositive Power:

With:

0
10. Shared Dispositive Power:

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81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock¹

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11):

22.2%¹

14. Type of Reporting Person:

PN²

¹ See Items 5 and 6 of Schedule 13D and the Series A CoD and the Series B CoD filed as Exhibit 7.4 and Exhibit 7.5, respectively, to Schedule 13D and incorporated herein by reference.

² BC European Capital VIII-2 is a United Kingdom limited partnership.

SCHEDULE 13D

CUSIP No. 676220106

1. Name of Reporting Persons:

BC European Capital VIII-3

2. Check the Appropriate Box if a Member of Group (See Instructions)

(a) (b)

3. SEC Use Only:

4. Source of Funds:

OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

United Kingdom

Number of 7. Sole Voting Power:

Shares

Beneficially 0

Owned By 8. Shared Voting Power:

Each

Reporting Person 81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

9. Sole Dispositive Power:

With:

0
10. Shared Dispositive Power:

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81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock¹

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11):

22.2%¹

14. Type of Reporting Person:

PN²

¹ See Items 5 and 6 of Schedule 13D and the Series A CoD and the Series B CoD filed as Exhibit 7.4 and Exhibit 7.5, respectively, to Schedule 13D and incorporated herein by reference.

² BC European Capital VIII-3 is a United Kingdom limited partnership.

SCHEDULE 13D

CUSIP No. 676220106

1. Name of Reporting Persons:

BC European Capital VIII-4

2. Check the Appropriate Box if a Member of Group (See Instructions)

(a) (b)

3. SEC Use Only:

4. Source of Funds:

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

United Kingdom

Number of 7. Sole Voting Power:

Shares

Beneficially 0

Owned By 8. Shared Voting Power:

Each

Reporting Person 81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

9. Sole Dispositive Power:

With:

0

10. Shared Dispositive Power:

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81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11):

22.2%¹

14. Type of Reporting Person:

PN²

¹ See Items 5 and 6 of Schedule 13D and the Series A CoD and the Series B CoD filed as Exhibit 7.4 and Exhibit 7.5, respectively, to Schedule 13D and incorporated herein by reference.

² BC European Capital VIII-4 is a United Kingdom limited partnership.

SCHEDULE 13D

CUSIP No. 676220106

1. Name of Reporting Persons:

BC European Capital VIII-5

2. Check the Appropriate Box if a Member of Group (See Instructions)

(a) (b)

3. SEC Use Only:

4. Source of Funds:

OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

United Kingdom

Number of 7. Sole Voting Power:

Shares

Beneficially 0

Owned By 8. Shared Voting Power:

Each

Reporting Person 81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

9. Sole Dispositive Power:

With:

0
10. Shared Dispositive Power:

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81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

81,354,536 shares of Common Stock issuable upon conversion of 274,596 shares of Issuer's 10% Series A Redeemable Convertible Participating Perpetual Preferred Stock and 75,404 shares of Issuer's 10% Series B Redeemable Conditional Convertible Participating Perpetual Preferred Stock¹

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11):

22.2%¹

14. Type of Reporting Person:

PN²

¹ See Items 5 and 6 of Schedule 13D and the Series A CoD and the Series B CoD filed as Exhibit 7.4 and Exhibit 7.5, respectively, to Schedule 13D and incorporated herein by reference.

² BC European Capital VIII-5 is a United Kingdom limited partnership.

SCHEDULE 13D

CUSIP No. 676220106

1. Name of Reporting Persons:

BC European Capital VIII-6

2. Check the Appropriate Box if a Member of Group (See Instructions)

(a) (b)

3. SEC Use Only:

4. Source of Funds:

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

United Kingdom