

OFFICE DEPOT INC
Form DEF 14A
March 24, 2014
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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 §240.14a-12

OFFICE DEPOT, INC.

(Exact Name of Registrant as Specified In Its Charter)

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

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OFFICE DEPOT, INC.

6600 North Military Trail

Boca Raton, Florida 33496

**NOTICE OF ANNUAL MEETING OF
SHAREHOLDERS**

DATE	April 24, 2014
TIME	10:00 a.m. Eastern Daylight Time
LOCATION 5150 Town Center Circle Boca Raton, FL 33486 (561) 392-4600	Boca Raton Marriott at Boca Center
ITEMS OF BUSINESS	<ol style="list-style-type: none">1. To elect eleven (11) members of the Board of Directors named in, and for the term, described in this proxy statement;2. To ratify our Audit Committee's appointment of Deloitte & Touche, LLP as our independent registered public accounting firm for the current year;3. To hold an advisory vote approving the company's executive compensation; and4. To transact any other business that may properly come before the meeting and any adjournment thereof.
RECORD DATE	You must have owned Office Depot voting securities of record as of the close of business on February 28, 2014, to attend and vote at our Annual Meeting of Shareholders and any adjournment thereof.
ANNUAL REPORT By order of the Board of Directors,	Our 2013 Annual Report on Form 10-K is enclosed with these proxy materials.

Elisa D. Garcia C.

Executive Vice President, Chief Legal Officer &

Corporate Secretary

Boca Raton, Florida

March 24, 2014

Please note that for security reasons, we will require that you present a picture identification if you attend our Annual Meeting. We reserve the right to exclude any person whose name does not appear on our official shareholder list as of our Record Date of February 28, 2014. If you hold shares in street name, you must bring a letter from your broker, or a current brokerage statement, to indicate that the broker is holding shares for your benefit. We also reserve the right to request any person to leave the Annual Meeting who is disruptive, refuses to follow the rules established for the meeting or for any other reason. Cameras, recording devices and other electronic devices, signs and placards will NOT be permitted at the meeting.

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PROXY STATEMENT
FOR THE
2014 ANNUAL MEETING OF SHAREHOLDERS
OF
OFFICE DEPOT, INC.
6600 North Military Trail
Boca Raton, Florida 33496

The Board of Directors of Office Depot, Inc. (Office Depot or the company or we or our) is soliciting proxies to be voted at our 2014 Annual Meeting of Shareholders to be held on April 24, 2014, (Annual Meeting), at 10:00 a.m. Eastern Daylight Time, at Boca Raton Marriott at Boca Center, 5150 Town Center Circle, Boca Raton, FL 33486, and at any postponement or adjournment of the Annual Meeting. We are providing this proxy statement to our shareholders on or about March 24, 2014. Our shareholders of record are invited to attend the Annual Meeting and are requested to vote on the proposals described in this proxy statement.

Purposes of the Meeting. Important matters outlined in the Notice of this Meeting will be considered at our Annual Meeting. We have provided these proxy materials to you in connection with the solicitation of proxies by our Board of Directors (Board of Directors or Board), or individually, each a Director). This proxy statement describes matters on which you, as a shareholder, are entitled to vote and provides you with information so that you can make an informed decision.

Voting Your Shares. You may vote your shares in one of the following ways: (1) in person at the Annual Meeting; (2) by voting electronically using a touch-tone telephone at 800-690-6903; or (3) by using the Internet to vote your shares at www.proxyvote.com. If your shares are held in street name with a broker or similar party, you have a right to direct that organization on how to vote the shares held in your account. You will need to contact your broker to determine whether you will be able to vote using one of these alternative methods. If you choose to use the Internet or telephone to vote, you must do so by 11:59 p.m. Eastern Daylight Time on April 23, 2014, the day before our Annual Meeting takes place.

Whether or not you plan to attend the Annual Meeting, we urge you to vote your shares by completing and returning the proxy card as promptly as possible, or by voting by telephone or via the Internet, prior to the Annual Meeting to ensure that your shares will be represented at the Annual Meeting if you are unable to attend.

OUR BOARD OF DIRECTORS RECOMMENDS:

that you vote **FOR** its nominees for Directors of the company as described in Item 1;

that you vote **FOR** the ratification of our Audit Committee's appointment of Deloitte & Touche LLP as our independent registered public accounting firm as described in Item 2; and

that you vote **FOR**, on an advisory basis, the approval of the company's executive compensation described in Item 3.

Shareholders Eligible to Vote at Our Annual Meeting; List of Shareholders Available. Owners of our voting securities as of the close of business on February 28, 2014 (the Record Date) will be entitled to vote at our Annual Meeting. Our official stock ownership records will conclusively determine whether you are a holder of record as of the Record Date. If your shares are registered directly in your name with our transfer agent, Computershare, you are a shareholder of record, and these proxy materials are being sent directly to you from the company. As the shareholder of record, you have the right to grant your voting proxy directly to the company or to vote in person at the Annual Meeting. If your shares are held in street name, meaning your shares are held in a brokerage account or by a bank or other nominee, you are the beneficial

owner of these shares and these proxy

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materials are being forwarded to you by your broker, bank or nominee, who is considered the shareholder of record with respect to such shares. As the beneficial owner, you have the right to direct your broker, bank or nominee on how to vote and you will receive instructions from your broker, bank or other nominee describing how to vote your shares; however, you may not vote these shares in person at the Annual Meeting unless you obtain a legal proxy from the shareholder of record (i.e., your broker, bank or nominee) giving you the right to vote such shares.

A list of shareholders entitled to vote at the meeting will be available at our Annual Meeting and for ten days prior to the meeting between the hours of 9:00 a.m. and 5:00 p.m. Eastern Daylight Time at our corporate headquarters in Boca Raton, Florida. As of February 28, 2014, there were 534,754,326 shares of common stock outstanding and owned by shareholders (i.e., excluding shares held in treasury by Office Depot). Each share of common stock is entitled to one vote on each matter considered at our Annual Meeting.

Proxies. Our Board of Directors has appointed certain persons (proxy holders) to vote proxy shares in accordance with the instructions of our shareholders. If you authorize the proxy holders to vote your shares with respect to any matter to be acted upon, the shares will be voted in accordance with your instructions. If you are a shareholder of record and you authorize the proxy holders to vote your shares but do NOT specify how your shares should be voted on one or more matters, the proxy holders will vote your shares on those matters as our Board of Directors recommends. If any other matter properly comes before the Annual Meeting, the proxy holders will vote on that matter in their discretion.

If you are a beneficial owner of shares held in street name and do not provide your broker or nominee instructions on how to vote your shares a broker non-vote occurs. Under the rules of the New York Stock Exchange (NYSE), the organization that holds your shares (i.e. your broker or nominee) may generally vote on routine matters at its discretion but cannot vote on non-routine matters. If you are a beneficial owner of shares held in street name and the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the Inspector of Election that it does not have the authority to vote on such matters with respect to your shares. Proposal No. 2 (ratification of appointment of the independent registered public accountant) is a matter the company believes will be designated routine. A broker or nominee may generally vote on routine matters. Proposal No. 1 (election of Directors) and Proposal No. 3 (advisory approval of the company s executive compensation) will be considered non-routine. A broker or other nominee cannot vote on non-routine matters without instruction. We strongly encourage you to provide voting instructions to your broker so that your vote will be counted on all matters.

Revocation of Proxies. You can change or revoke your proxy at any time prior to the voting at the Annual Meeting by the following methods:

if you voted by Internet or by telephone, by voting again via the Internet or by telephone;

by voting your shares by ballot in person at the Annual Meeting;

if you have instructed a broker, bank or other nominee to vote your shares, by following the directions received from your broker, bank or other nominee to change those instructions; or

mailing your request to our Corporate Secretary at our corporate headquarters, at 6600 North Military Trail, Boca Raton, FL 33496, so that it is received not later than 4:00 p.m. Eastern Daylight Time, on April 23, 2014.

Establishing a Quorum. In order for us to transact business at our Annual Meeting, the holders of the majority of the outstanding voting securities must be present, either in person or by proxy. Shareholders choosing to abstain from voting and broker non-votes will be treated as present and entitled to vote for purposes of determining whether a quorum is present.

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Effect of Abstentions and Broker Non-Votes. Brokers who hold shares for the accounts of their clients may vote such shares either as directed by their clients or in their own discretion as discussed above. When a broker votes a client's shares on some but not all of the proposals at a meeting, the missing votes are referred to as broker non-votes. Abstentions and broker non-votes will not be counted as votes cast for or against any matter. Broker non-votes will not be counted as shares entitled to vote.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON APRIL 24, 2014.

Solicitation of Proxies. In addition to soliciting proxies by mail, we also may solicit proxies in person, by telephone or over the Internet. Our employees do not receive additional compensation for their solicitation services. Certain banking institutions, brokerage firms, custodians, trustees, nominees and fiduciaries who hold shares for the benefit of another party (the beneficial owner) may solicit proxies for us. If so, they will mail proxy information to, or otherwise communicate with, the beneficial owners of shares of our common stock held by them. We will also reimburse brokerage firms and other custodians, nominees and fiduciaries for their expenses incurred in sending proxies and proxy materials to beneficial owners of our common stock.

Required Vote.

Election of Directors. In an uncontested election, each nominee must be elected by a majority of the votes cast. This means that the number of votes cast FOR a nominee must exceed the number of votes cast AGAINST the nominee. A properly executed proxy marked ABSTAIN with respect to the election of one or more Directors or shares held by a broker for which voting instructions have not been given will not be voted with respect to the Director or Directors indicated, although it will be counted for purposes of determining whether a quorum is present. In a contested election (an election in which the number of candidates exceeds the number of director positions to be filled), the number of Director nominees that equals the number of director positions to be filled receiving the greatest number of votes cast will be elected as Directors.

Ratification of Independent Registered Public Accounting Firm. Pursuant to the company's Bylaws, for the approval of the appointment of the company's independent public accountant, the vote required for approval shall be a majority of the votes cast on the matter. Accordingly, abstentions and broker non-votes will NOT be counted as votes AGAINST the proposal.

Advisory Vote Approving the Company's Executive Compensation. We will consider this proposal to be approved, on an advisory basis, if a majority of the shares present in person or represented by proxy (as counted for purposes of determining the existence of a quorum) and entitled to vote at the meeting cast votes FOR the proposal. Accordingly, abstentions and broker non-votes will be counted as votes AGAINST the proposal.

Other Matters. Approval of any other proposal to be voted upon at the Annual Meeting requires a majority of the votes present in person or represented by proxy (as counted for purposes of determining the existence of a quorum) and entitled to vote at the Annual Meeting to be voted FOR the proposal. Accordingly, abstentions and broker non-votes will be counted as votes AGAINST the proposal.

Householding of Annual Disclosure Documents. Two or more shareholders sharing an address can request delivery of a single copy of our annual disclosure documents if they are receiving multiple copies by calling Broadridge at (800) 542-1061 or writing to them at Householding Department, 51 Mercedes Way, Edgewood, NY 11717. In the same way, two or more shareholders sharing an address and receiving only a single copy of the annual disclosure documents can request to each receive a separate copy of the disclosure documents. If a broker or other nominee holds your shares, please contact Broadridge and inform them of your request by contacting Broadridge at the telephone number and address above. You may also contact your broker or nominee to make such a request. Please be sure to include your name, the name of your brokerage firm, and your account number.

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MATTERS TO BE CONSIDERED BY OUR SHAREHOLDERS

ITEM 1: ELECTION OF DIRECTORS

Nominees for Directors of Office Depot

The Board of Directors has nominated the eleven (11) persons listed as nominees below for election as Directors at the 2014 Annual Meeting. The Directors elected at the Annual Meeting will serve until the next annual meeting, until their successors have been elected and qualified, or until their resignation or removal. All nominees are presently Directors of the company, who were either elected by shareholders or appointed in connection with the company's merger with OfficeMax Incorporated (sometimes referred to herein as OfficeMax) on November 5, 2013. The Board has determined that ten (10) nominees satisfy the definition of independent director (each, an Independent Director and collectively, the Independent Directors) under the listing standards of the NYSE. We do not know of any reason why any nominee would be unable to serve as a Director. If any nominee is unable to serve, the shares represented by all valid proxies will be voted for the election of such other person as the Board may nominate.

Pursuant to the requirement in the Bylaws of the company adopted at the effective time of the merger, should any of the nominees become unable to serve, our Continuing Office Depot Directors Committee and our Continuing OfficeMax Directors Committee, may propose a substitute nominee. If a substitute nominee is named, all proxies voting FOR the nominee who is unable to serve will be voted for the substitute nominee so named. If a substitute nominee is not named, all proxies will be voted for the election of the remaining nominees (or as directed on your proxy). In no event will more than eleven (11) Directors be elected at our 2014 Annual Meeting. Each person nominated for election has agreed to serve if elected and management has no reason to believe that any nominee will be unable to serve.

During the 2013 fiscal year, the company entered into a Settlement Agreement (the Settlement Agreement) with Starboard Value LP (together with its affiliates and related parties, Starboard) terminating the previously pending proxy contest relating to the election of directors to the Board of Directors of the company at the 2013 annual meeting of shareholders (the 2013 Annual Meeting). At the 2013 Annual Meeting, Mr. Michael Massey, a nominee of the company, was elected as a Director by our shareholders and Messrs. Neil R. Austrian, Justin Bateman, Thomas J. Colligan, Eugene V. Fife, W. Scott Hedrick, Raymond Svider and Nigel Travis and Mmes. Marsha J. Evans and Kathleen Mason were re-elected by our shareholders. Pursuant to the terms of the Settlement Agreement, Ms. Evans and Mr. Hedrick resigned as Directors of the company, effective as of August 22, 2013, and as authorized by Article III, Section 2 of the company's bylaws in effect at the time, the Board increased its size from ten (10) to eleven (11) Directors. To fill three vacancies and as part of the Settlement Agreement, the Board appointed Ms. Cynthia T. Jamison and Messrs. Jeffrey C. Smith and Joseph S. Vassalluzzo, each a nominee of Starboard, as Directors of the company.

On November 5, 2013, in connection with the closing of our merger transaction with OfficeMax, Ms. Mason and Messrs. Bateman, Colligan, Fife and Svider resigned from the company's Board of Directors. Immediately following the resignation of those Directors, each of Ms. Francesca Ruiz de Luzuriaga and Messrs. Warren F. Bryant, Rakesh Gangwal, V. James Marino, Ravichandra (Ravi) K. Saligram and David M. Szymanski, who were formerly directors of OfficeMax, were appointed to hold office until the 2014 Annual Meeting or until a successor was duly elected and qualified or until his or her earlier resignation or removal as provided in the company's Bylaws.

On November 12, 2013, Mr. Roland C. Smith was appointed Chairman and Chief Executive Officer of the company. Mr. R. Smith was appointed to hold office as Chairman until the 2014 Annual Meeting or until a successor was duly elected and qualified or until his earlier resignation or removal as provided in the company's Bylaws. In addition, as a result of Mr. R. Smith's appointment as Chairman and Chief Executive Officer, Messrs. Austrian and Saligram, formerly co-CEOs and Directors of the company, resigned from their positions with the company and from Board membership.

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BIOGRAPHICAL INFORMATION ON THE NOMINEES

ROLAND C. SMITH

AGE: 59

Roland C. Smith was appointed as our Chairman and Chief Executive Officer in November 2013. Prior to joining Office Depot, Mr. R. Smith served as the President and Chief Executive Officer of Delhaize America, LLC, the U.S. division of Delhaize Group, and Executive Vice President of Delhaize Group, an international food retailer, from October 2012 to September 2013. Mr. R. Smith was a Special Advisor to The Wendy's Company, a restaurant owner, operator and franchisor, from September 2011 to December 2011, served as President and Chief Executive Officer from July 2011 to September 2011, and has been a director of Wendy's since 2007. Mr. R. Smith served as President and Chief Executive Officer of Wendy's/Arby's Group, Inc. and Chief Executive Officer of Wendy's International, Inc. from September 2008 to July 2011. Mr. R. Smith also served as Chief Executive Officer of Triarc Companies, Inc., a restaurant owner, operator and franchisor from June 2007 to July 2011, and the Chief Executive Officer of Arby's Restaurant Group, Inc., a restaurant owner, operator and franchisor, from April 2006 to September 2008. Mr. R. Smith served as President and Chief Executive Officer of American Golf Corporation and National Golf Properties, an owner and operator of golf courses, from February 2003 to November 2005. He was President and Chief Executive Officer of AMF Bowling Worldwide, Inc., an owner and operator of bowling centers, from April 1999 until January 2003. Mr. R. Smith has been a member of Carmike Cinemas, Inc.'s (Carmike) board of directors since April 2002, and has served as Chairman of Carmike's board of directors since June 2009.

Mr. R. Smith has extensive leadership experience, having served as President and Chief Executive Officer of both public and private companies and as a public company director, including experience as chairman of the board. Mr. R. Smith's strong track record in increasing operating profit, managing complex integrations, directing corporate turnarounds and transforming companies for future success, led the Board to conclude that he should be nominated as a director.

WARREN F. BRYANT

AGE: 68

Warren Bryant joined our Board in November 2013. Previously, Mr. Bryant was a director of OfficeMax Incorporated from 2004 to November 2013. From 2002 to 2008, Mr. Bryant served as a director and the President and Chief Executive Officer of Longs Drug Stores Corporation, a retail drug store chain on the West Coast and in Hawaii. From 2003 to 2008, he served as the Chairman of the Board of Longs Drug Stores. Mr. Bryant served as Senior Vice President of The Kroger Co., a retail grocery chain, from 1999 to 2002. From 1996 to 1999, he served as President and Chief Executive Officer of Dillon Companies, Inc., a retail grocery chain and subsidiary of The Kroger Co. From 2010 to 2013, Mr. Bryant served as a director of George Weston Limited. Mr. Bryant has also served as a director of The National Association of Chain Drug Stores from 2003 to 2008, and as Chairman of the Association during 2008. Mr. Bryant has also served as a director of Pathmark Stores, Inc., from 2004 to 2005. Since 2009, Mr. Bryant has served as a director of Dollar General Corporation.

Mr. Bryant has an exceptional depth of experience in retail leadership, along with substantial experience in marketing, merchandising, operations and strategy. This extensive, relevant knowledge of the retail industry, together with his participation on the OfficeMax board of directors and his experience as a board member (including as a chairman and as lead director) for several other public company retailers, led the Board to conclude that he should again be nominated as a director.

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RAKESH GANGWAL

AGE: 60

Rakesh Gangwal joined our Board in November 2013. Previously, Mr. Gangwal was a director of OfficeMax Incorporated from 1998 to November 2013. From June 2003 to August 2007, Mr. Gangwal was the Chairman, President and Chief Executive Officer of Worldspan Technologies, Inc., a provider of travel technology and information services to the travel and transportation industry. From 2002 to 2003, Mr. Gangwal was involved in various personal business endeavors, including private equity projects and consulting projects. He was the President and Chief Executive Officer of US Airways Group, Inc., the parent corporation for US Airways' mainline jet and express divisions as well as several related companies, from 1998 until 2001. Mr. Gangwal was also the President and Chief Executive Officer of US Airways, Inc., the main operating arm of US Airways Group, from 1998. He was also the President and Chief Operating Officer of US Airways Group, Inc., and US Airways, Inc., from 1996 to 1998. Mr. Gangwal has been a director of PetSmart, Inc. since 2005 and a director of CarMax, Inc. since 2011.

Mr. Gangwal has an exceptional depth of experience in commerce between businesses in the United States and internationally, with substantial experience in operations, technology, strategy, and finance. In addition to his experience as the President and Chief Executive Officer of a public company, his participation on the OfficeMax board of directors and his role as a board member for other large or public companies, including two large, public retailers, led the Board to conclude that he should again be nominated as a director.

CYNTHIA T. JAMISON

AGE: 54

Cynthia Jamison has served as a Director on our Board since August 2013. Ms. Jamison was the Chief Financial Officer of AquaSpy, Inc. from 2009 to 2012. From 1999 to 2009, she was a partner with Tatum, LLC, an executive services firm focused exclusively on providing Chief Financial Officer support to public and private companies. Prior to joining Tatum, she served as Chief Financial Officer of Chart House Enterprises and previously held various financial positions at Allied Domecq Retailing USA, Kraft General Foods, and Arthur Andersen LLP. Ms. Jamison's experience also includes her service, since 2004, as a director of B&G Foods, Inc. Since 2002, Ms. Jamison has served as a member of the board of directors for Tractor Supply Company and currently serves as the Chairman of the board.

Ms. Jamison has extensive experience in financial and accounting matters, including public company reporting, as well as strategy and capitalization expertise, having served as Chief Financial Officer on the board of directors of many public and private companies. Ms. Jamison also brings key senior management, leadership, financial and strategic planning, corporate governance and public company executive compensation experience which led the Board to conclude that she should be nominated as a director.

V. JAMES MARINO

AGE: 63

James Marino joined our Board in November 2013. Previously, Mr. Marino was a director of OfficeMax Incorporated from 2011 to November 2013. From 2006 until his retirement in August 2011, Mr. Marino was President and Chief Executive Officer of Alberto-Culver Company, a personal care products company. Prior to holding that position, Mr. Marino served as President of Alberto-Culver Consumer Products Worldwide from 2004 to November 2006, and as President of Alberto Personal Care Worldwide, a division of Alberto-Culver Company, from 2002 to 2004. Mr. Marino has been a member of the board of directors of PVH Corp. since 2007. He was also a member of the board of directors of Alberto-Culver Company from 2006 to 2011.

Mr. Marino has substantial prior leadership experience in commerce between businesses, both in the United States and internationally. In addition to his experience as the President and Chief Executive Officer of a public company, his participation on the OfficeMax board of directors and his role as a board member for other consumer products public companies led the Board to conclude that he should be nominated as a director.

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MICHAEL J. MASSEY

AGE: 49

Michael Massey has served as a Director on our Board since August 2013. Previously, Mr. Massey served as Chief Executive Officer and President of Collective Brands, Inc., an international shoe manufacturer and retailer, from June 2011 to October 2012, as Senior Vice President from March 2003 to June 2011 and as General Counsel and Secretary from March 2003 to October 2012. He previously served in various executive roles at Collective Brands in corporate development and legal from 1996 to 2003, and served as President of Payless ShoeSource's international joint ventures, which included a total of over 200 stores. Prior to Collective Brands, Inc., he was counsel at The May Department Stores Company, a major American department store holding company, from 1990 to 1996.

As a former Chief Executive Officer of a retailer, Mr. Massey provides valuable retail experience and ability to provide meaningful insight to address issues affecting retailers. Additionally, Mr. Massey's international experience and global insights on issues affecting our overseas business as well as his strong governance experience gained as general counsel led the Board to conclude that he should be nominated as a director.

FRANCESCA RUIZ DE LUZURIAGA

AGE: 60

Francesca Luzuriaga joined our Board in November 2013. Previously she was a director of OfficeMax Incorporated from 1998 to November 2013. From 1999 to 2000, Ms. Luzuriaga served as the Chief Operating Officer of Mattel Interactive, a business unit of Mattel, Inc., one of the major toy manufacturers in the world. Prior to holding this position, she served Mattel as its Executive Vice President, Worldwide Business Planning and Resources, from 1997 to 1999, and as its Chief Financial Officer from 1995 to 1997. Since leaving Mattel in 2000, Ms. Luzuriaga has been working as an independent business development consultant. From 2002 until 2005, she was also a director of Providian Financial Corporation. Since January 2012, she has been a director of SCAN Health Plan, a not-for-profit Medicare Advantage health plan.

Ms. Luzuriaga has substantial prior leadership experience in the operations and strategy side of businesses, both in the United States and internationally. This experience, together with her financial expertise and experience in corporate finance, her participation on the OfficeMax board of directors and her experience as a board member for other public companies, led the Board to conclude that she should be nominated as a director.

JEFFREY C. SMITH

AGE: 41

Jeffrey Smith has served as a Director on our Board since August 2013. Mr. J. Smith is a Managing Member, Chief Executive Officer and Chief Investment Officer of Starboard Value LP, a privately owned investment management firm. In addition to co-founding Starboard Value LP, Mr. J. Smith has extensive public company board experience. Since 2013, Mr. J. Smith has served on the board of directors of Quantum Corporation. Previously, he has served on the board of directors of Regis Corporation from 2011 to 2013, SurModics Inc. from 2011 to 2012, Zoran Corporation during 2011, Actel Corporation from 2009 to 2010, Phoenix Technologies Ltd., where he served as Chairman of the Board, from 2009 to 2010, Kensey Nash Corp. from 2007 to 2009, and S1 Corporation from 2006 to 2008. Mr. J. Smith has no relation to Mr. R. Smith.

In addition to significant public board experience, Mr. J. Smith has extensive experience evaluating companies from a financial, operational, and strategic perspective to identify inefficiencies and the resulting opportunities for value creation. His ability to provide the Board with valuable financial and executive insights led the Board to conclude that he should be nominated as a director.

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DAVID M. SZYMANSKI

AGE: 57

David Szymanski joined our Board in November 2013. Previously, he was a director of OfficeMax Incorporated from 2004 to November 2013. Dr. Szymanski became the Dean of the University of Cincinnati Lindner College of Business in 2010. Prior to that, Dr. Szymanski was a Professor of Marketing at Texas A&M University, where he had served since 1987. Dr. Szymanski served as the Director of the Center for Retailing Studies at Texas A&M University from 2000 to 2006. From 2004 until 2010, Dr. Szymanski was a director of Zale Corporation.

Dr. Szymanski has held significant leadership positions in major universities. His great depth of knowledge regarding all aspects of the retail industry arising from his academic focus, as well as his participation on the OfficeMax board of directors and his experience as a board member for another public company, led the Board to conclude that he should be nominated as a director.

NIGEL TRAVIS

AGE: 64

Nigel Travis has served as a Director on our Board since March 2012 and is the Lead Director. Mr. Travis has been Chairman of the board of Dunkin' Brands Group Inc., a quick-service restaurant franchisor, since May 2013 and Chief Executive Officer since January 2009. Mr. Travis has also served as President of Dunkin' Donuts since October 2009. From 2005 through 2008, Mr. Travis served as President and Chief Executive Officer of Papa John's International, Inc., an international take-out and delivery pizza restaurant chain. From 1994 to 2004, he had executive roles in Europe, International and Retail divisions of Blockbuster, Inc., culminating with the role of President and Chief Operating Officer from 2001 to 2004. Mr. Travis also held human resources and international roles for Burger King Holdings, Inc. from 1989 to 1994, prior to which he worked for Grand Metropolitan PLC since 1985. Mr. Travis' previous board service includes Lorillard, Inc. from 2008 to 2012, Papa John's International, Inc. from 2005 to 2008, Bombay Company from 2000 to 2007, and Limelight Group from 1996 to 2000.

Mr. Travis brings significant international, retail, human resources and operations experience to our Board, and as a public company Chief Executive Officer, he provides perspectives on leadership and strategy. Mr. Travis' particular knowledge of and extensive experience in senior management of manufacturing and consumer product businesses led the Board to conclude that he should be nominated as a director.

JOSEPH VASSALLUZZO

AGE: 66

Joseph Vassalluzzo has served as a Director on our Board since August 2013. He currently serves as a director on public company boards, including, since 2002, the Federal Realty Investment Trust, where he is Chairman of the Board of Trustees, and LifeTime Fitness, since 2006, where he is the Lead Director. Mr. Vassalluzzo previously served on the board of directors of iParty Corp. from 2004 to 2013. He also operates a retail consulting business. Previously, among other roles, Mr. Vassalluzzo was employed by Staples, Inc. from 1989 until 2005, most recently as Vice Chairman. Additionally, his duties at Staples included world-wide responsibility for all of Staples' real estate activities, including, but not limited to: the development and management of all retail stores; distribution; office and warehouse centers; all engineering, construction and design activities; and facilities management.

Mr. Vassalluzzo's broad based experience in business, including his extensive experience in retail businesses, the office supplies business, and his service on the boards of a number of retailers, provides the Board and management with retail and retail real estate expertise that is essential to our core business. In addition, Mr. Vassalluzzo's executive and senior leadership positions at numerous retailers led the Board to conclude that he should be nominated as a director.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE NOMINEES NAMED IN ITEM 1 ON YOUR PROXY CARD.

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CORPORATE GOVERNANCE

Board of Directors

Our business is overseen by our Board of Directors pursuant to Delaware law and our Bylaws. Members of the Board of Directors are kept informed of the company's business through discussions with our Chairman and Chief Executive Officer (CEO) and with key members of management, by reviewing materials provided to them and by participating in Board and Committee meetings. Members of the Board of Directors are elected annually by the shareholders.

On November 5, 2013, the effective date of the company's merger with OfficeMax, the company amended and restated its Bylaws (as amended and restated, the Bylaws). The Bylaws contain certain provisions relating to the governance of the company following the completion of the merger. Upon the appointment of Mr. Roland C. Smith as Chairman and CEO of the company on November 12, 2013, the Board has been comprised of eleven members, of which ten are Independent Directors.

The Office Depot Board held thirty-one (31) meetings during 2013. Our Independent Directors met in ten (10) executive sessions in 2013. In 2013, each of our current Directors attended at least 75% of the meetings of the Board and standing Committees on which the member served during the period the member was on the Board or committee. Pursuant to the terms of our Corporate Governance Guidelines, it is the Board's policy that each Director should attend the Annual Meeting. Five (5) out of ten (10) Directors who were Directors at the 2013 Annual Meeting attended the 2013 Annual Meeting.

Corporate Governance Guidelines

Strong corporate governance practices and the independence of our Board of Directors are a long standing priority at Office Depot. These practices provide a framework within which the Board of Directors and management can pursue our strategic objectives and ensure long-term growth for the benefit of our shareholders. Our Corporate Governance Guidelines may be viewed at our Corporate website, investor.officedepot.com under the headings Corporate Governance/Governance Documents. In addition, a printed copy of our Corporate Governance Guidelines will be provided to any shareholder upon written request to our Corporate Secretary. The Corporate Governance and Nominating Committee reviews the guidelines annually and any changes are recommended to the Board of Directors for approval.

Board Leadership Structure

Office Depot's Board of Directors annually elects one of its own members as the Chairman of the Board of Directors. Office Depot's Bylaws provide that the Chairman of the Board may also be the CEO. Office Depot believes that there are a wide array of leadership structures that could apply to many different business models and, therefore, that Office Depot should have the opportunity to determine the ideal structure for its Board leadership, which leadership structure may change over time.

The Board of Directors has chosen the current leadership structure of a combined role of CEO and Chairman because it provides the company with unified leadership and direction. As CEO, Mr. Roland C. Smith is involved in the day-to-day operations of the company, which enables him to identify developing trends and formulate and lead strategic initiatives. Given Mr. R. Smith's experience as a director of The Wendy's Company and as Chairman of the board of directors for Carmike Cinemas, Inc., where he is also Chairman of the Compensation and Nominating Committee, as well as his prior experience as CEO and President of Delhaize America, LLC; President and CEO of The Wendy's Company; President and CEO of Wendy's/Arby's Group, Inc.; and CEO of Wendy's International, Inc., Mr. R. Smith has extensive leadership experience and is aware of the issues of critical business importance that require elevation to the company's Board of the Directors.

The Board of Directors believes that the company's current governance structure, which provides for a combined CEO and Chairman role and an independent Lead Director who is charged with certain responsibilities

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indicated in Office Depot's Corporate Governance Guidelines, ensures both independent oversight of the Board of Directors and meaningful coordination between company management and the independent Board members. Office Depot's combined CEO and Chairman role, together with the assistance of its independent Lead Director, effectively serves the best interests of Office Depot and its shareholders because it provides our company with strong, balanced, and consistent leadership.

Mr. Nigel Travis serves as our Lead Director and has the following duties:

To preside over all meetings of the Board of Directors at which the Chairman of the Board is not present;

To preside over all executive sessions of the Independent Directors;

To call meetings of the Independent Directors, as needed;

To meet regularly with the CEO;

To serve as a liaison between the CEO and the Independent Directors;

To develop the agendas for meetings of the Independent Directors;

To approve Board of Directors meeting agendas and schedules;

To review information sent to the Board of Directors; and

To meet with shareholders, as appropriate.

Director Independence

The Board of Directors believes in the importance of experienced and independent Directors. The Board of Directors evaluates the independence of each nominee for election as a Director of our company in accordance with the Corporate Governance Guidelines, which incorporate the applicable listing standards of the NYSE. The Corporate Governance Guidelines require that a majority of our Board of Directors must be Independent within the meaning of the NYSE's listing standards, and all Directors who sit on our Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee, must also be Independent Directors.

All members of our Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee have been determined by our Board of Directors to be Independent Directors. Our Board of Directors has reviewed the various relationships between members of our Board of Directors and the company and has affirmatively determined that none of our Directors has a material relationship with the company that would impair independence from management, other than Mr. R. Smith, who serves as our Chairman and CEO. Our Board of Directors has concluded that although certain of our Directors were appointed by a large shareholder of the company, a relationship with a shareholder of the company in and of itself does not impair such Directors of independent judgment in connection with their duties and responsibilities as Directors of the company.

None of our Directors serves as an executive officer of a charitable organization to which we made contributions during 2013.

Board of Directors Role in Risk Oversight

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Our Board of Directors has an active role in overseeing management of the company's risks, directly and through its Committees. The Board oversees a formal enterprise-wide approach to risk management, designed to support the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance and enhance shareholder value. A fundamental part of risk management is not only understanding the risks a company faces and what steps management is taking to manage those risks, but also understanding what level of risk is appropriate for the company. The involvement of the full Board of Directors in setting the company's business strategy is a key part of its assessment of management's appetite for risk and also a determination of what constitutes an appropriate level of risk for the company.

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The full Board of Directors participates in an annual enterprise risk management assessment, which is led by the company's Internal Audit Executive. In the company's continuing risk assessment process, risk is assessed quarterly by a Steering Committee (the Steering Committee), comprised of members of management representing our business units and corporate staff. This Steering Committee focuses on identifying and evaluating company-wide risks in four primary areas: financial risk, legal/compliance risk, operational/strategic risk and compensation risk. This company-wide risk portfolio is then to be presented to and evaluated by the company's executive officers. The findings are then presented to the Board of Directors. In addition to the presentation made to the full Board, at least once a year the Audit Committee receives quarterly updates on certain risk areas the Board has identified for focus, and the Independent Directors periodically discuss risk management during executive sessions without management present.

While the Board of Directors has the ultimate oversight responsibility for the risk management process, various Committees of the Board of Directors also have responsibility for risk management. In particular, the Audit Committee focuses on assessing and mitigating financial risk, including internal controls, and receives an annual risk assessment report from the company's internal auditors. As part of its annual executive compensation review in setting executive compensation, the Compensation Committee reviews the company's management of executive compensation and retention risks and strives to create incentives that encourage a level of risk-taking behavior consistent with the company's business strategy. The Audit and Compensation Committees annually have a joint meeting to review incentive compensation plans for a risk assessment. The Corporate Governance and Nominating Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with Board organization, membership and structure, CEO succession planning, and corporate governance.

How Nominees to Our Board of Directors are Selected

Prior to the closing of the merger, candidates for election to our Board of Directors were nominated by our Corporate Governance and Nominating Committee and ratified by our Board of Directors for nomination to the shareholders. Pursuant to the Corporate Governance Guidelines, the company seeks to have a Board of Directors that represents diversity as to skills, experiences, age, race, gender and ethnicity and, while the company does not have a formal diversity policy, the Corporate Governance and Nominating Committee seeks diverse Board candidates. The Corporate Governance and Nominating Committee operates under a Charter, which is available on our Corporate website at investor.officedepot.com under the headings Corporate Governance/Committee Charters.

The Bylaws of the company adopted at the effective time of the merger provide that, for a specified post-merger period of four years after the closing of the merger, the company's Board of Directors will be comprised of an equal number of continuing Office Depot directors and continuing OfficeMax directors. The Bylaws also establish a Continuing Office Depot Directors Committee and a Continuing OfficeMax Directors Committee which shall each have the exclusive right, during this specified post-merger period, to (i) fill the vacancies on the Board of Directors created by the death, resignation, removal, disqualification or other cessation of service of a Continuing Office Depot Director or of a Continuing OfficeMax Director, respectively, and (ii) nominate, on behalf of Office Depot's Board of Directors, directors for election at each annual meeting, or at any special meeting at which directors are to be elected, to fill each seat previously held by a Continuing Office Depot Director or a Continuing OfficeMax Director, respectively. For further information concerning the Continuing Office Depot Directors Committee and the Continuing OfficeMax Directors Committee please see Committees of our Board of Directors later in this proxy statement.

Candidates Recommended by Shareholders. Subject to the limitations set forth in our Bylaws during the post-merger period, our Corporate Governance and Nominating Committee will give due consideration to candidates recommended by shareholders. Shareholders may recommend candidates for the consideration of the Corporate Governance and Nominating Committee by submitting such recommendation directly to the Committee by mail, as described under the heading Corporate Governance; Communicating with our Board of Directors later in this proxy statement. In making recommendations, shareholders should be mindful of the discussion of minimum qualifications set forth in the following paragraph.

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Qualifications for Nomination. Prior to the closing of the merger, our Corporate Governance and Nominating Committee determined that a Director should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of our shareholders. He or she must have an inquisitive and objective perspective, practical wisdom and mature judgment. We endeavor to have a Board representing a range of experiences in business and in areas that are relevant to the company's business and operations. We believe that Directors with experience in significant leadership positions over an extended period, especially CEO positions, provide the company with special insights.

We continuously seek to strengthen our business and to grow by identifying and developing new markets for our products and strategic expertise, both on a domestic and international level. As such, in identifying Board nominees we seek candidates for Directors:

With experience as executives, directors or in other leadership positions in our industry or with other retailers;

With an understanding of finance and financial reporting processes;

Who qualify as Audit Committee financial experts (although we expect all of our Directors to be financially knowledgeable);

With a strong corporate governance background; and

With a global business perspective.

In addition, a candidate for Director should possess:

An exemplary reputation and record for honesty in his or her personal dealings and business or professional activity;

Qualities of independence in thought and action;

Strong collaboration skills, with the potential to influence management; and

The ability to dedicate significant time to service on our Board while being committed first and foremost to the interests of all our shareholders.

Our evaluation of Director nominees also considers the diversity of skills, experiences, age, race, gender and ethnicity as factors when recommending Directors. Persons who represent a particular special interest, ideology, narrow perspective or point of view would not, therefore, generally be considered good candidates for election to our Board.

Methods of Finding Qualified Nominees. Prior to the closing of the merger, our Corporate Governance and Nominating Committee identified nominees in a number of ways. One method was the recommendation of sitting members of the Board of Directors, who personally know and have an understanding of the qualifications of a proposed nominee. A second method was an awareness of persons who are successful in business, the non-profit sector or a profession, whether personally known to a member of the Board of Directors or not. Such persons are contacted from time to time to ask whether they would be willing to serve. If they are willing, then the Committee conducts significant amounts of due diligence to ensure that a nominee possesses the qualifications, qualities and skills outlined above. The Corporate Governance and Nominating Committee also from time to time has engaged search firms to assist the Committee in identifying potential nominees to our Board of Directors. These firms conduct searches on behalf of the Corporate Governance and Nominating Committee and provide the Committee with names of potential Director candidates. We have paid these firms a fee for such services. As mentioned above, our Corporate Governance and Nominating Committee is also open to receiving recommendations from shareholders as to potential candidates it might consider.

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In November 2013, in connection with the merger, Messrs. Raymond Svider, Eugene Fife and Justin Bateman resigned from the company's Board. Messrs. Raymond Svider, Eugene Fife and Justin Bateman were

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previously appointed as Directors pursuant to the terms of the Investor Rights Agreement, dated as of June 23, 2009 (the "Investor Rights Agreement"), among the company, BC Partners, Inc. and certain funds advised by BC Partners, Inc. (the "Investors"). Pursuant to the terms of this Investor Rights Agreement, the Investors were entitled to nominate three Directors to the Board and the company had agreed to use all reasonable efforts to cause the persons nominated by the Investors pursuant to the terms of the Investor Rights Agreement to be elected to the Board. In November 2013, in connection with the merger, the company fully redeemed the shares of Office Depot preferred stock that were held by BC Partners and all of the agreements related to the Investors' investment in the company, including the Investor Rights Agreement pursuant to which we were required to have BC Partners representatives on our Board of Directors, were terminated. As such, there are no BC Partners representatives on our Board of Directors.

In August 2013, the company entered into a Settlement Agreement with Starboard terminating Starboard's proxy contest relating to the election of directors to the company's Board of Directors at the 2013 Annual Meeting. Pursuant to the terms of the Settlement Agreement, the Board agreed to appoint three Starboard nominees, Ms. Cynthia T. Jamison and Messrs. Jeffrey C. Smith and Joseph S. Vassaluzzo, as Directors of the company, and to cause Messrs. J. Smith and Vassaluzzo to be designated to the Board of the ongoing company in the event the merger with OfficeMax was consummated. Upon the closing of the merger, Ms. Jamison was also designated to serve on the Board of the ongoing company.

Communicating with our Board of Directors

Our shareholders and any other parties interested in communicating with our Board of Directors may contact any member (or all members) of our Board of Directors, or the Independent Directors as a group, any Committee of our Board of Directors or any Chair of any such Committee by mail. The Office Depot Legal Department reviews all communications sent to the Board related to the duties and responsibilities of the Board and its Committees and regularly provides the communications to Committee Chairs, the Lead Director or the full Board as needed. To communicate with our Directors by mail, correspondence may be addressed to any individual Director by name, to the Independent Directors as a group, to any Committee of our Board of Directors by name or to any Committee Chair either by name or by title. All such mailings are to be sent c/o Corporate Secretary to our Corporate headquarters located at 6600 North Military Trail, Boca Raton, FL 33496.

In addition, any person who desires to communicate any matter specifically and confidentially to our Audit Committee may contact the Audit Committee by addressing a letter to the Chair of the Audit Committee, c/o Corporate Secretary, at our Corporate headquarters address. Mark on the outside of the envelope that the communication inside is Confidential. Such communications to our Audit Committee may be submitted anonymously to the Audit Committee Chair, in which event the envelope will not be opened for any purpose, other than appropriate security inspections. Such mailing will be directed to the Chair of our Audit Committee for his or her review and follow-up action as he or she deems appropriate.

Majority Voting Policy

Subject to our Corporate Governance Guidelines and Article II, Section 9 of the company's Bylaws, Directors will be elected by majority vote. In an uncontested election, each Director nominee must be elected by a majority of the votes cast. This means that the number of votes cast FOR a Director nominee must exceed the number of votes cast AGAINST the nominee. Pursuant to the company's Bylaws, abstentions are not considered to be votes cast therefore an abstention will have no effect on the election of Directors. In a contested election (an election in which the number of candidates exceeds the number of Director positions to be filled), the number of Director nominees that equals the number of Director positions to be filled receiving the greatest number of votes cast will be elected as Directors. All of our Directors form a single class of Directors and stand for election each year. Information about the nominees, their business experience and other relevant biographical information is set forth in the section entitled, Biographical Information on the Nominees.

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Pursuant to Article II, Section 9 of our Bylaws, in any uncontested election of Directors, any Director who is an incumbent Director who does not receive a greater number of votes cast FOR his or her election than votes cast AGAINST or WITHHELD from his or her election must immediately tender his or her resignation to the Board of Directors. After the Director tenders his or her resignation, the Board of Directors must then decide within 90 days of the date the Director submitted his or her resignation, through a process managed by the Corporate Governance and Nominating Committee (and excluding the Director in question from all Board of Directors and Committee deliberations), whether to accept the Director's resignation. Absent a compelling reason, as determined by the Board of Directors, for the Director to remain on the Board, the Board of Directors shall accept the Director's resignation. If the Board of Directors determines that there is a compelling reason for the Director to remain on the Board and does not accept the Director's resignation, the Board must publicly disclose its decision either in a Current Report on Form 8-K filed with the SEC or in a press release.

If the Board of Directors accepts an incumbent Director's resignation, that Director will immediately cease to be a member of the Board of Directors. If the Board of Directors does not accept an incumbent Director's resignation, that Director will continue to serve until the next annual meeting of shareholders, or until the earlier of his or her subsequent resignation or removal. If a Director nominee who was not already serving as an incumbent Director is not elected at the annual meeting, under Delaware law and our Bylaws, that Director nominee would not become a director and would not serve on the Board of Directors as a holdover director.

Related Person Transactions Policy

Our Related Person Transactions Policy (the Policy) sets forth the procedures governing the review and approval or ratification of transactions between the company, on the one hand, and (i) an executive officer; (ii) director; (iii) an immediate family member of an executive officer or director; (iv) any security holder who is known by the company to own of record or beneficially more than five percent of any class of the company's voting securities at the time of the transaction; or (v) an immediate family member of such five percent security holder, on the other hand. Persons in the categories described above are collectively referred to as related persons.

This Policy applies to all related person transactions, and under the Policy a related person transaction is any transaction:

In which the company was or is to be a participant;

In which the amount exceeds \$120,000; and

In which any related person has, or will have, a direct or indirect material interest.

No related person transaction shall be approved or ratified if such transaction is contrary to the best interests of the company. Unless different terms are specifically approved or ratified by the Corporate Governance and Nominating Committee, any approved or ratified transaction must be on terms that are no less favorable to the company than would be obtained in a similar transaction with an unaffiliated third party under the same or similar circumstances. All related person transactions or series of similar transactions must be presented to the Corporate Governance and Nominating Committee for review and pre-approval or ratification. A copy of the Policy is available for review on the Corporate website at investor.officedepot.com under the headings Corporate Governance/Governance Documents.

On an annual basis, each Director and Executive Officer is required to complete a questionnaire which requires disclosure of any related person transaction. The Corporate Governance and Nominating Committee reviews any transaction disclosed.

During 2013, all transactions that were potentially subject to the Policy were reviewed and approved or ratified by the Corporate Governance and Nominating Committee. From time to time the company may have

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engaged in purchase and sale transactions for office products with BC Partners or its portfolio companies and Starboard and its portfolio companies. These transactions were conducted on an arm's length basis and are not material to BC partners or Starboard.

In connection with the Settlement Agreement with Starboard, the Board authorized the reimbursement to Starboard of the reasonable and documented out-of-pocket expenses (including legal expenses) incurred in connection with the filing of the complaint in the Delaware Court of Chancery, pursuant to Section 211 of the Delaware General Corporation Law, to compel the company to hold the 2013 Annual Meeting and in connection with the Starboard proxy contest, including the negotiation and execution of the Settlement Agreement. The company paid Starboard and its portfolio companies \$800,000 for reimbursement of such fees.

Succession Planning

At least annually, the Board of Directors formally discusses CEO and senior management succession with the CEO and also in executive session with only non-management Directors present. The process includes an evaluation of the requirements for the CEO and each senior management position and the regular review of potential permanent and interim candidates for CEO and senior management positions.

Code of Business Conduct (Code of Ethical Behavior)

Our Board of Directors has adopted a Code of Ethical Behavior for all of our employees. This Code also applies to our Directors. A copy of this Code may be viewed at our Corporate website, *investor.officedepot.com* under the headings Corporate Governance/Governance Documents. In addition, a printed copy of our Code of Ethical Behavior will be provided to any shareholder upon written request to our Corporate Secretary at the address for our Corporate headquarters listed elsewhere in this proxy statement.

The company has established the confidential Office Depot Hotline (the Hotline) to assist our employees in complying with their ethical and legal obligations and reporting suspected violations of applicable laws, our policies or established procedures. The Hotline enables our Associates, vendors and the public to express their concerns about possible violations of law or our policies without fear of retribution or retaliation of any kind. It is our express policy that no retaliatory action be taken against any Associate for using the Hotline procedure. The Hotline is operated by an independent third party, not by company personnel. The Hotline can be accessed by either calling the following toll-free number or visiting the following website:

1-866-634-6854

www.odhotline.com

Table of Contents**COMMITTEES OF OUR BOARD OF DIRECTORS**

The Board of Directors has established four (4) standing committees (i) Audit, (ii) Compensation, (iii) Corporate Governance and Nominating, and (iv) Finance and Integration.

Effective as of the merger and in accordance with the Bylaws, the Board reconstituted the membership of its Audit Committee, Compensation Committee, Corporate Governance and Nominating Committee, and Finance and Integration Committee. The table below shows the membership for each of the Board of Directors' standing committees, as reconstituted upon the completion of the merger.

		Corporate Governance &	Finance and Integration
Audit Committee	Compensation Committee	Nominating Committee	Committee
Francesca Ruiz de Luzuriaga (Chair)	David M. Szymanski (Chair)	Nigel Travis (Chair)	Joseph Vassalluzzo (Chair)
Cynthia T. Jamison	V. James Marino	Rakesh Gangwal	Warren F. Bryant
David M. Szymanski	Michael J. Massey	Cynthia T. Jamison	Rakesh Gangwal
Joseph Vassalluzzo	Jeffrey C. Smith	V. James Marino	Michael J. Massey
			Francesca Ruiz de Luzuriaga
			Jeffrey C. Smith

Each of the four Committees of our Board of Directors has a written Charter that is reviewed and approved annually by our Board of Directors, is available for review on our Corporate website, *investor.officedepot.com* under the headings Corporate Governance/Governance Documents and is available in hard copy upon written request to our Corporate Secretary.

In addition, for a specified post-merger period of four years after the closing of the merger, our Bylaws provide for two (2) additional committees of our Board of Directors, which include a Continuing Office Depot Directors Committee, comprised of continuing Office Depot directors, and a Continuing OfficeMax Directors Committee, comprised of continuing OfficeMax directors. The members of the Continuing Office Depot Directors Committee are Cynthia T. Jamison, Michael J. Massey, Jeffrey C. Smith, Nigel Travis and Joseph S. Vassaluzzo. The members of the Continuing OfficeMax Directors Committee are Warren F. Bryant, Rakesh Gangwal, V. James Marino, Francesca Ruiz de Luzuriaga and David M. Szymanski. The Continuing Office Depot Directors Committee and the Continuing OfficeMax Directors Committee are not governed by a charter, but the authority of their members, which includes the authority to nominate, on behalf of Office Depot's Board of Directors, directors for election at each annual meeting, or at any special meeting at which directors are to be elected, and to fill each seat previously held by a Continuing Office Depot Director or a Continuing OfficeMax Director, respectively, is set forth in our Bylaws.

Audit Committee

During the 2013 fiscal year, the Audit Committee had three (3) members prior to the merger and four (4) members after the merger. The Audit Committee met nine (9) times. Ms. Francesca Ruiz de Luzuriaga is the chair of our Audit Committee. Ms. Cynthia T. Jamison and Messrs. David M. Szymanski and Joseph Vassalluzzo are the other members of our Audit Committee.

In July 2013, Ms. Brenda J. Gaines, a member of the Audit Committee, notified the Board that she would not stand for re-election to the Board at the company's 2013 Annual Meeting. On November 5, 2013, in connection with the merger, Mr. Thomas J. Colligan, the then-chair of the Audit Committee, and Ms. Kathleen Mason, a member of the Audit Committee, resigned from their board memberships.

Our Board of Directors has reviewed and made the determinations required by the listing standards of the NYSE and regulations of the SEC regarding the independence and financial literacy of the members of our Audit Committee. All members of the Audit Committee have been determined by the Board of Directors to be Independent Directors and financially literate. In addition, our Board of Directors has determined that the following members of our Audit Committee qualify as Audit Committee financial experts within the meaning of the applicable regulations of the SEC: Ms. Francesca Ruiz de Luzuriaga and Ms. Cynthia T. Jamison.

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The Audit Committee is responsible for the performance of our internal audit function as well as ensuring our compliance with legal and regulatory requirements, assessing and mitigating financial risks to the company and insuring the integrity of our financial reporting process. The Audit Committee's responsibilities, discussed in detail in its Charter, include, among other duties, the duty to:

Oversee the financial reporting process;

Meet with internal and external auditors regarding audit results;

Engage and ensure the independence of our independent registered public accounting firm;

Review the effectiveness of our internal controls; and

Oversee compliance with our Code of Ethical Behavior.

Corporate Governance and Nominating Committee

During the 2013 fiscal year, the Corporate Governance and Nominating Committee had four (4) members and met ten (10) times. Mr. Nigel Travis is the chair of our Corporate Governance and Nominating Committee and the Lead Director of the Board. Messrs. Rakesh Gangwal, David M. Szymanski and Joseph Vassalluzzo are the other members of our Corporate Governance and Nominating Committee. All members of the Committee have been determined by our Board of Directors to be Independent Directors.

In July 2013, Ms. Brenda J. Gaines, a member of the Corporate Governance and Nominating Committee notified the Board that she would not stand for re-election to the Board at the company's 2013 Annual Meeting. On August 20, 2013, Mr. W. Scott Hedrick, the then-chair of the Corporate Governance and Nominating Committee and Ms. Marsha J. Evans, a member of the Corporate Governance and Nominating Committee resigned from their board memberships pursuant to the terms of the Settlement Agreement between the company and Starboard. On November 5, 2013, in connection with the merger, Mr. Eugene V. Fife, a member of the Corporate Governance and Nominating Committee, also resigned from the company's Board.

Our Corporate Governance and Nominating Committee is responsible for establishing and monitoring the effectiveness of the overall corporate governance philosophy and the Director nomination process. The Corporate Governance and Nominating Committee's responsibilities include, among other duties, the duty to:

Subject to the limitations set forth in our Bylaws during the post-merger period, review and make recommendations to the Board of Directors concerning the size and composition of our Board of Directors and its Committees and the recruitment and selection of Directors;

Plan for succession of CEO;

Subject to the limitations set forth in our Bylaws during the post-merger period, nominate Director candidates for election at annual meetings; and

Review and make recommendations to the Board of Directors concerning our corporate governance policies and practices.

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In addition, the Corporate Governance and Nominating Committee is also responsible for reviewing and approving any transactions between the company and any related person. See Corporate Governance; Related Person Transactions Policy.

Finance and Integration Committee

During the 2013 fiscal year, the Finance and Integration Committee (previously named the Finance Committee prior to the merger) had three (3) members prior to the merger and six (6) members after the merger. The Finance and Integration Committee met four (4) times. Mr. Joseph Vassalluzzo is the chair of the Finance

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and Integration Committee. Ms. Francesca Ruiz de Luzuriaga and Messrs. Warren F. Bryant, Rakesh Gangwal, Michael J. Massey and Jeffrey C. Smith are the other members of the Finance and Integration Committee.

On November 5, 2013, in connection with the merger, Mr. Raymond Svider, the then-chair of the Finance Committee and Ms. Kathleen Mason and Mr. Justin Bateman, the other members of the Finance Committee resigned from their board memberships.

Our Finance and Integration Committee is responsible for overseeing the capital structure, financial policies and business and financial plans of our combined company. The Finance and Integration Committee's responsibilities, discussed in detail in its Charter, include, among other duties, the duty to:

Review our financial policies and procedures;

Review annual capital budgets and major spending requests from management;

Monitor our financial standing and financial ratings; and

Provide oversight and advice to management regarding our capital allocation, spending and structure.

In addition, the Finance and Integration Committee will monitor the integration of OfficeMax and the company following the merger by carrying out synergy management responsibilities, such as:

Monitor initiatives, processes and strategies related to post-merger integration, including synergy realization results and value creation opportunities;

Review capital structure, including significant share repurchases, dividend payments and changes to equity and debt structure; and

Review the long range financial objectives of the company.

Compensation Committee

During the 2013 fiscal year, the Compensation Committee met twenty-two (22) times. Prior to the 2013 Annual Meeting, the Compensation Committee was chaired by Ms. Marsha J. Evans and included Messrs. W. Scott Hedrick, Raymond Svider and Nigel Travis. On August 20, 2013, Ms. Evans and Mr. Hedrick resigned from the Board of Directors pursuant to the terms of the Settlement Agreement between the company and Starboard. On September 9, 2013, Mr. Michael Massey was appointed to the Compensation Committee and named the Chair.

Upon the completion of the merger, Mr. Svider resigned from the Board and Mr. Travis left the Compensation Committee. At that time, Mr. David Szymanski became Chair of the Committee. Mr. V. James Marino and Mr. Jeffrey C. Smith were appointed to the Compensation Committee to serve along with Mr. Massey. Messrs. Szymanski, Marino, J. Smith and Massey are the current members of the Committee (the post-merger Compensation Committee). Throughout 2013, the Compensation Committee was comprised at all times of Independent Directors.

Compensation Committee Responsibilities and Authority

Our Compensation Committee is responsible for establishing and monitoring the effectiveness of the overall compensation philosophy and policies of our company. As set forth in its Charter, the Compensation Committee's responsibilities include, among other duties, the duty to:

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review the performance and approve the compensation of each of our Executive Officers except for our CEO, whose performance and compensation will be reviewed and established by the independent members of the full Board of Directors taking into consideration the recommendations of the Compensation Committee;

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plan for succession of our Executive Officers except for our CEO, whose succession plan is a responsibility of all independent members of the full Board; and

provide oversight of all cash compensation, equity compensation, benefits and perquisites for our Executive Officers and Directors. During the course of the year, the Compensation Committee: reviews and approves any new employment arrangements for our executive officers, other than the CEO (for whom it makes recommendations to the Board), including establishing the performance goals under the company's incentive plans; reviews, approves or recommends changes in the perquisites and benefits provided to our executive officers; reviews the composition of the peer group used for benchmarking purposes and the company's executive compensation programs and policies; reviews the company's executive compensation disclosures; approves new executive compensation plans and material amendments to existing executive compensation plans; engages and directly monitors independent compensation consultant(s) to study and make recommendations regarding Director or executive compensation matters; and reviews management's assessment of the risks related to the company's incentive compensation practices and programs.

In connection with its review of performance of our Executive Officers, the Compensation Committee also reviews the financial results of the company for the purposes of determining compensation program levels and if performance goals were attained. The Compensation Committee obtains the data regarding the company's financial results for the year from management and discusses the financial results with its compensation consultant and others as it may deem necessary, and then reports the results to the Board of Directors. The Compensation Committee reviews the individual performance ratings for the named executive officers (NEOs), other than the CEO.

The Chair of the Compensation Committee works with the Executive Vice President, Chief People Officer, members of our Human Resources department and with the Executive Vice President and Chief Legal Officer to set individual meeting agendas for the Compensation Committee that are consistent with an annual calendar of regular activities that has been approved by the Compensation Committee and reported to the Board of Directors. As needed, telephonic Compensation Committee meetings are held which are not part of the pre-established annual calendar.

Compensation Committee Charter

The Compensation Committee Charter is reviewed annually to ensure that the Compensation Committee is fulfilling its duties in aligning our executive compensation program with shareholder value creation, ensuring that we attract and retain talented executives and officers and are being responsive to the legitimate needs of our shareholders. The Charter is posted on our Corporate website, investor.officedepot.com.

Delegation of Authority; Subcommittees

The Compensation Committee has delegated authority to the company's internal Compensation and Benefits Committee (which consists of the Executive Vice President, Chief People Officer, Executive Vice President and Chief Legal Officer and Vice President, Global Compensation and Benefits), the power to administer and make certain non-material amendments to our qualified 401(k) plan and our health and welfare plans that are subject to the Employee Retirement Income Security Act of 1974 and our non-qualified deferred compensation plans. The Compensation Committee has also been delegated the power to administer and make amendments and grants under our long-term equity plans, but only to the extent that such amendment does not affect the rights or obligations of any participant in the long-term equity plans.

Involvement of Compensation Consultants and Executive Management in Compensation Decisions

In 2013 prior to the merger transaction, the Compensation Committee engaged the Hay Group, a human resources and compensation consulting firm, as its independent advisor with respect to executive compensation.

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The Hay Group worked from time to time with members of the Compensation Committee, particularly in executive sessions of the Compensation Committee; and at the request of the Compensation Committee, with management to develop an understanding of the company's pay policies and practices and to facilitate the development of the company's executive compensation strategies and determination of appropriate compensation levels. In 2013, the Hay Group provided the following services to the Compensation Committee: advice on setting annual compensation for executives based on company performance and peer group benchmarking; response to shareholder concerns related to the Say-on-Pay vote; advice on the design of the annual awards under the short and long-term incentive plans; review of our executive compensation disclosure and discussion of best practices for such disclosure; development of compensation policies and practices, such as the negotiation of certain executive compensation arrangements; review of our 2013 peer group; review of our 2013 compensation philosophy; attendance at all Compensation Committee meetings prior to the completion of the merger; providing advice on compensation issues raised; and assistance to the Chair with preparation for meetings.

Following the merger transaction with OfficeMax, the Compensation Committee engaged Frederic W. Cook & Co., Inc. (F.W. Cook) as its independent compensation consultant. During 2013, F.W. Cook provided the Compensation Committee with information and advice on benchmarking for, and the development and negotiation of, the compensation package for Mr. R. Smith, the CEO after the merger. In 2014, F.W. Cook has assisted the Compensation Committee in developing the company's compensation philosophy and reviewing the compensation discussion and analysis, provided recommendations on short-term incentive and long-term incentive programs, assisted the Compensation Committee in setting short-term incentive and long-term incentive performance goals for the CEO and Chief Financial Officer (CFO), and assisted with peer group development. F.W. Cook is assisting with numerous aspects of compensation integration as a result of the merger transaction, including the development of employment agreement policy, development of a new change in control protection policy, and the establishment of both the annual incentive and long-term incentive programs.

Both the pre-merger and post-merger Compensation Committees considered the independence of the Hay Group and F.W. Cook under applicable SEC and NYSE rules, and concluded that there was no conflict of interest.

The Compensation Committee believes that even the best advice of a compensation consultant or other outside advisors must be combined with the input from management and the Compensation Committee's own individual experiences and judgment to arrive at the proper alignment of compensation philosophy, programs, and practices. Prior to the merger, the CEO, CFO, the Executive Vice President, Human Resources and the Executive Vice President and General Counsel interacted closely with the Compensation Committee. These individuals worked with the Compensation Committee to provide perspectives on reward strategies and how to align those strategies with the company's business and management retention goals. They provided feedback and insights into the effectiveness of the company's compensation programs and practices. The Compensation Committee looked to the Legal and Human Resources Departments for advice in the design and implementation of compensation plans, programs, and practices. In addition, the CEO, the Executive Vice President, Human Resources, the Executive Vice President and General Counsel, and certain other members of the Human Resources and Legal Departments often attended portions of Compensation Committee meetings to participate in the presentation of materials and to discuss management's point of view regarding compensation issues. The Compensation Committee required management's input to properly assess the internal impact of regulatory changes and potential program changes. Management is asked to provide advantages and disadvantages of decision items so that the Compensation Committee had a full range of information from both internal and external sources upon which to make its decisions. There is no predetermined weight given to management's input in making compensation program decisions. During 2013, the company's management engaged Towers Watson & Co. (Towers Watson) as management's own consultant to assist management in its executive compensation recommendations. Specifically, Towers Watson assisted management with its recommendation to the Compensation Committee on certain integration planning exercises in anticipation of the closing of the merger with OfficeMax.

After the completion of the merger, the CEO, CFO, Executive Vice President, Chief People Officer and Executive Vice President and Chief Legal Officer has continued to work with the Compensation Committee to

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design a 2014 executive compensation program that harmonizes the executive compensation programs of Office Depot and OfficeMax so that the new executive management team participates in a single, consistent approach to compensation.

Executive Session

At each meeting, the Compensation Committee meets in executive session without members of management present for the purpose of discussing matters independently from management.

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AUDIT COMMITTEE REPORT

The following Audit Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the company specifically incorporates this Report by reference therein.

The Audit Committee of the Board of Directors currently is comprised of four Independent Directors. The responsibilities of the Audit Committee are set forth in its written charter (the Charter), which has been adopted by the Board. A copy of the Charter may be obtained from our Corporate website, investor.officedepot.com.

The duties of the Audit Committee include oversight of the company's financial reporting process through periodic meetings with the company's independent accountants, internal auditors and management to review accounting, auditing, internal controls and financial reporting matters. Pursuant to the Sarbanes-Oxley Act of 2002 (SOX), the Committee has certain other duties, which include the engagement of the company's independent registered public accounting firm, Deloitte & Touche LLP (Deloitte), pre-approval of non-audit work in advance of Deloitte's commencement of such work, and other obligations as imposed by SOX. Pursuant to applicable provisions of SOX, the Committee has delegated to the Chair the authority to pre-approve engagements of Deloitte for services with expected fees up to \$250,000 between meetings of our Audit Committee, and the Chair reports to the Committee at each meeting on pre-approvals since the date of the last Audit Committee meeting. The Board has determined that the following members of the Audit Committee are audit committee financial experts under the regulations of the SEC promulgated pursuant to authority granted to it under SOX: Ms. Luzuriaga and Ms. Jamison. These persons' qualifications are detailed in their biographical information set forth earlier in this proxy statement. In addition, in accordance with listing standards of the NYSE, the Board of Directors has determined that each member of our Audit Committee is financially literate as required by such listing standards.

During fiscal year 2013, the Audit Committee met nine (9) times, which included meetings to discuss quarterly or annual earnings press releases in advance of release by the company and quarterly or annual financial statements for inclusion in the company's quarterly or annual filings with the SEC. After the company's 2013 Annual Meeting in August 2013, but prior to the closing of the company's merger transaction with OfficeMax, the members of the Audit Committee were, Mr. Colligan, Ms. Jamison, and Ms. Mason, with Mr. Bateman serving as an observer. Prior to the 2013 Annual Meeting, the members of the Audit Committee were, Mr. Colligan, Ms. Gaines and Ms. Mason, with Mr. Bateman serving as an observer.

The company's management is responsible for the preparation and integrity of the financial reporting information and related systems of internal control. The Audit Committee, in carrying out its role, relies on our senior management team, including particularly its senior financial management team, to prepare financial statements with integrity and objectivity and in accordance with generally accepted accounting principles. Furthermore, we rely upon our independent accountants to review or audit, as applicable, such financial statements in accordance with the standards of the Public Company Accounting Oversight Board. As such, the company's senior financial management team and internal auditors were in attendance at each regularly scheduled Audit Committee meeting. In addition, at each regularly scheduled Committee meeting, the Committee conducted a private session with our Internal Audit executive as well as Deloitte, without the presence of other management. The Audit Committee also conducted private sessions at various meetings during 2013 with the Chief Executive Officer, Chief Financial Officer, Controller and General Counsel. The Committee also received periodic reports from the company's Disclosure Committee which reviews the company's disclosures and ensures that effective controls and procedures are in place related to the company's disclosures.

The Audit Committee has reviewed and discussed with senior management the company's audited financial statements for the fiscal year ended December 28, 2013, included in the company's 2013 Annual Report on Form 10-K (the 2013 Form 10-K). It has also discussed with management and Deloitte the critical accounting

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policies applied by the company in the preparation of its financial statements. Management has confirmed to the Audit Committee that such financial statements (i) have been prepared with integrity and objectivity, and are the responsibility of management, and (ii) have been prepared in conformity with generally accepted accounting principles.

In discharging the Audit Committee's oversight responsibility as to the audit process, the Committee has reviewed and discussed with management and Deloitte the company's audited consolidated financial statements and the company's internal control over financial reporting. The Committee has also discussed with Deloitte the matters required to be discussed by the Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16, *Communications with Audit Committees*, including the auditors' judgment about the quality of the company's accounting principles as applied in its financial reporting.

The Audit Committee has obtained the written disclosures required by PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*, with respect to any relationship between Deloitte and the company that in its professional judgment may reasonably be thought to bear on independence. Deloitte has discussed its independence with the Audit Committee, and has confirmed in its letter to the Audit Committee that, in its professional judgment, it is independent of the company within the meaning of the United States securities laws.

Based on the reviews and discussions outlined above, the Audit Committee recommended to the Board that the audited financial statements be included in the company's 2013 Form 10K for filing with the SEC. The Audit Committee also has retained Deloitte as the company's independent accounting firm for 2014, and the Audit Committee and the Board of Directors have recommended that shareholders ratify Deloitte's appointment.

The Audit Committee as of Fiscal Year Ended 2013:

Francesca Ruiz de Luzuriaga (Chair)

Cynthia Jamison

David Szymanski

Joseph Vassalluzzo

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**ITEM 2: RATIFYING OUR AUDIT COMMITTEE S APPOINTMENT OF
DELOITTE & TOUCHE LLP
AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Information About Our Independent Registered Public Accounting Firm

As indicated in the Audit Committee Report section, and in accordance with the provisions of SOX, the Audit Committee of our Board of Directors appointed Deloitte as our independent registered public accounting firm to audit our consolidated financial statements and our internal control over financial reporting for the fiscal year ended December 28, 2013. Deloitte has audited our consolidated financial statements each year since 1990. Representatives of Deloitte will be present at our Annual Meeting with the opportunity to make a statement if they desire to do so, and they will be available to respond to appropriate questions from shareholders. Our Audit Committee also has appointed Deloitte as our independent registered public accounting firm for 2014.

Although our Audit Committee already has appointed Deloitte as our independent registered public accounting firm for 2014 and the vote of our shareholders is not required for this action under Delaware law or SOX, as a matter of good corporate governance, we are submitting this item for shareholder approval. In the event that we do not receive the required vote, the Audit Committee will consider such vote when appointing our independent registered public accounting firm for 2015.

Audit & Other Fees

The fees for our independent registered public accounting firm for professional services rendered in connection with (i) the audit of our annual financial statements as set forth in our Annual Report on Form 10-K for the fiscal years ended December 29, 2012 and December 28, 2013, (ii) the review of our quarterly financial statements as set forth in our Quarterly Reports on Form 10-Q for each of our fiscal quarters during 2012 and 2013, and (iii) the audit of our internal control over financial reporting with the objective of obtaining reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects, as well as fees paid to our independent registered public accounting firm for audit-related work, tax compliance, tax planning and other consulting services are set forth below. The audit committee approved 100% of the fees related to the services discussed below.

Audit & Other Fees Paid to

Deloitte & Touche LLP	Fiscal 2012	Fiscal 2013
Audit Fees	\$7,096,517	\$11,152,716
Audit Related Fees (as defined under the Sarbanes-Oxley Act of 2002)	\$151,673	\$111,000
Tax Fees	\$616,764	\$206,456
All Other Fees	\$2,375	\$0
Total Fees	\$7,867,329	\$11,470,172

Audit Fees Consists of fees for professional services rendered in connection with: (i) the audits of our consolidated financial statements and the effectiveness of our internal control over financial reporting for the fiscal years ended December 29, 2012 and December 28, 2013; (ii) the reviews of the consolidated financial statements included in each of our Quarterly Reports on Form 10-Q during those fiscal years; (iii) consultations on accounting matters; (iv) statutory audit filings; and (v) SEC registration statements.

Audit Related Fees Consists of fees in 2013 for review of an SEC comment letter and review of independent registered accounting firm s work papers in connection with the merger with OfficeMax, and primarily in 2012 for consultations associated with international business restructuring.

Tax Fees Consists of fees for tax compliance.

All Other Fees Consists primarily of fees for tax training.

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Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has established policies and procedures under which all audit and non-audit services performed by the company's independent registered public accounting firm must be separately approved in advance by the Audit Committee. The policy also provides that the Audit Committee has delegated pre-approval authority to the Chair of the Audit Committee for non-audit services provided that the pre-approval of each service permitted by the Chair is limited to a pre-established threshold and reported to the full Audit Committee at its next meeting. All audit and non-audit services provided in the fiscal years 2012 and 2013 have been pre-approved by the Audit Committee in accordance with these policies and procedures.

YOUR AUDIT COMMITTEE OF THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ITEM 2 ON YOUR PROXY CARD.

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EXECUTIVE AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis (CD&A) describes our executive compensation programs for fiscal year 2013, and explains how the Compensation Committee (sometimes referred to herein as the Committee) made its compensation decisions for our named executive officers (also referred to in this CD&A as NEOs) for that fiscal year.

2013 Company Highlights

The company experienced an extraordinary year in 2013, primarily due to the completion of our merger with OfficeMax on November 5, 2013. The newly combined company has combined pro-forma annual sales of approximately \$17 billion, a combined market cap of approximately \$2.3 billion, and employs approximately 64,000 associates worldwide. We serve consumers and businesses in 57 countries with more than 2,200 retail stores and award-winning e-commerce sites, and we have a dedicated business-to-business sales organization. The merger was an important step in positioning our company to compete in an increasingly competitive retail industry as a provider of office products, services and solutions, with the goal of generating long-term returns for our shareholders. We estimate that as a result of the merger, the combined company will capture over \$600 million in cost synergies by the end of 2016.

After the closing of the merger, Mr. Neil Austrian, our former Chairman and Chief Executive Officer, and Mr. Ravi Saligram, OfficeMax's former President and Chief Executive Officer, served as co-Chief Executive Officers of our combined company. In addition, Mr. Michael Newman, our former Executive Vice President and Chief Financial Officer and Ms. Deborah (Deb) O Connor, OfficeMax's former Senior Vice President, Chief Accounting Officer and interim Chief Financial Officer, were appointed as co-Chief Financial Officers for the combined company. At that time, Ms. O Connor was also appointed the co-Chief Accounting Officer for the combined company.

In the weeks following the closing of our merger, we appointed a new Chief Executive Officer and a new Chief Financial Officer to lead the combined company. We also consolidated the two management teams by integrating talented executives from both Office Depot and OfficeMax into the combined management team of the company by mid-December under the direction of our new Chief Executive Officer.

The following are some highlights of the changes that took place within our executive management team following the announcement of the merger:

On November 12, 2013, Mr. Roland C. Smith was appointed as the new Chairman and Chief Executive Officer for our combined company;

On December 2, 2013, Mr. Stephen E. Hare was appointed as the Executive Vice President Chief Financial Officer for our combined company. Upon Mr. Hare's appointment as CFO, Mr. Newman retired from the company and Ms. O Connor remained our co-Chief Accounting Officer;

On December 18, 2013, Mr. R. Smith announced that the following officers would serve on his executive committee:

Mr. Steve Schmidt, as President, International;

Mr. Steve Hare, as Executive Vice President and Chief Financial Officer;

Mr. Michael Allison, as Executive Vice President and Chief People Officer; and

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Ms. Elisa Garcia, as Executive Vice President, Chief Legal Officer and Secretary.

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Mr. R. Smith also announced that a search for a President, North America and an Executive Vice President, Chief Strategy Officer was underway;

On December 18, 2013, Ms. O'Connor assumed the new role of Senior Vice President of Integration and ceased functioning in the role of co-Chief Accounting Officer; and

On December 27, 2013, Mr. Robert Moore, the company's Executive Vice President, Marketing and Merchandising separated from the company.

The SEC's rules require that all individuals who had served as CEO or CFO during the past fiscal year be included as named executive officers with respect to the company's disclosures in the proxy statement for the year. The three most highly compensated executive officers other than the CEO and CFO are also included as NEOs, as well as up to two additional individuals who would have been among the three most highly compensated executive officers, but for the fact that such individuals were not serving as executive officers on the last day of our fiscal year. Therefore, each of the individuals named above is considered to be an NEO for this proxy statement. For the NEOs who came from OfficeMax, the disclosure pertains to compensation earned by such NEOs subsequent to the merger.

Prior to the company's 2013 Annual Meeting, the Compensation Committee was chaired by Ms. Marsha J. Evans and included Messrs. W. Scott Hedrick, Raymond Svider and Nigel Travis. On August 20, 2013, Ms. Evans and Mr. Hedrick resigned from the Board pursuant to the terms of the Settlement Agreement between the company and Starboard. On September 9, 2013, Mr. Michael Massey was appointed to the Compensation Committee and served as Chair, and Mr. J. Smith was also appointed to the Committee. As such, as of September 9, 2013, the members of the Compensation Committee were Messrs. Massey, Travis, Smith and Svider. For the purposes of this CD&A, the defined term "pre-merger Compensation Committee" refers to decisions made by the Compensation Committee comprised by the members of the Committee prior to November 5, 2013, the date of the completion of the merger.