

OFFICEMAX INC  
Form 425  
February 20, 2013

Creating a Stronger, More Efficient  
Competitor Able to Meet Growing  
Challenges of a Rapidly Changing Industry  
February 20, 2013  
Filed by Office Depot, Inc.

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Commission File No. 1-10948  
pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934  
Subject Company: OfficeMax Incorporated  
Commission File No. 1-05057  
Date: February 20, 2013

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OFFICE DEPOT SAFE HARBOR STATEMENT

This document may contain forward-looking statements within the meaning of the Private Securities Litigation Reform

Act

of

1995

concerning  
Office  
Depot,  
the  
merger  
and  
other  
transactions  
contemplated  
by  
the  
merger

agreement, Office Depot's long-term credit rating and its revenues and operating earnings. These statements  
or  
disclosures  
may  
discuss  
goals,  
intentions  
and  
expectations

as  
to  
future  
trends,  
plans,  
events,  
results  
of

operations or financial condition, or state other information relating to Office Depot, based on current beliefs of  
management as well as assumptions made by, and information currently available to, management. Forward-  
looking

statements  
generally

will  
be  
accompanied  
by  
words  
such  
as

anticipate,  
believe,  
plan,  
could,  
estimate,  
expect,  
forecast,  
guidance,  
intend,

may,  
possible,  
potential,  
predict,  
project

or other

similar words, phrases or expressions. These forward-looking statements are subject to various risks and uncertainties, many of which are outside of Office Depot's control. Therefore, investors and shareholders should not place undue reliance on such statements. Factors that could cause actual results to differ materially from

those

in

the

forward-looking

statements

include

adverse

regulatory

decisions;

failure

to

satisfy

other

closing conditions with respect to the merger; the risks that the new businesses will not be integrated successfully or that Office Depot will not realize estimated cost savings and synergies; Office Depot's ability to maintain

its

current

long-term

credit

rating;

unanticipated

changes

in

the

markets

for

its

business

segments;

unanticipated

downturns

in

business

relationships

with

customers

or

their

purchases

from  
Office  
Depot;  
competitive pressures on Office Depot's sales and pricing; increases in the cost of material, energy and other  
production  
costs,  
or  
unexpected  
costs  
that  
cannot  
be  
recouped  
in  
product  
pricing;  
the  
introduction  
of  
competing  
technologies; unexpected technical or marketing difficulties; unexpected claims, charges, litigation or dispute  
resolutions; new laws and governmental regulations. The foregoing list of factors is not exhaustive. Investors  
and  
shareholders  
should  
carefully  
consider  
the  
foregoing  
factors  
and  
the  
other  
risks  
and  
uncertainties  
that  
affect Office Depot's business described in its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q,  
Current Reports on Form 8-K and other documents filed from time to time with the SEC. Office Depot does not  
assume any obligation to update these forward-looking statements.

Discussion of Forward-Looking Statements

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OFFICEMAX SAFE HARBOR STATEMENT

Certain statements made in this document and other written or oral statements made by or on behalf of OfficeMax constitute "forward-looking statements"

within  
the  
meaning  
of  
the  
federal  
securities

laws,  
including

statements regarding OfficeMax's future performance, as well as management's expectations, beliefs, intentions, plans, estimates or projections relating to the future. OfficeMax cannot guarantee that the macroeconomy will perform within the assumptions underlying its projected outlook; that its initiatives will be successfully executed and produce the results underlying its expectations, due to the uncertainties inherent in new initiatives, including customer acceptance, unexpected expenses or challenges, or slower-than-expected results from initiatives; or that its actual results will be consistent with the forward-looking statements and you should not place undue reliance on them. In addition, forward-looking statements could be affected by the following additional factors, among others, related to the business combination: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement or the failure to satisfy closing conditions; the ability to obtain regulatory approvals or third-party approvals for the transaction and

the  
timing  
and  
conditions

for  
such  
approvals;

the  
ability

to  
obtain  
approval

of  
the  
merger

by  
the

stockholders of OfficeMax and Office Depot; the risk that the synergies from the transaction may not be realized or

may  
take  
longer

to  
realize  
than

expected;  
disruption  
from

the  
transaction

making  
it  
more  
difficult  
to  
maintain  
relationships with customers, employees or suppliers; the ability to successfully integrate the businesses,  
unexpected costs or unexpected liabilities that may arise from the transaction, whether or not consummated;  
the inability to retain key personnel; future regulatory or legislative actions that could adversely affect OfficeMax  
and Office Depot; and business plans of the customers and suppliers of OfficeMax and Office Depot. The  
forward-looking  
statements  
made  
herein  
are  
based  
on  
current  
expectations  
and  
speak  
only  
as  
of  
the  
date  
they  
are  
made.  
OfficeMax  
undertakes  
no  
obligation  
to  
publicly  
update  
or  
revise  
any  
forward-looking  
statement,  
whether  
as  
a  
result  
of  
future  
events,  
new  
information

or  
otherwise.

Important  
factors  
regarding  
OfficeMax

that  
may  
cause  
results

to  
differ  
from  
expectations

are  
included

in  
OfficeMax's

Annual  
Report

on  
Form

10-K  
for

the  
year ended December 31, 2011, under 1A "Risk Factors", and in OfficeMax's other filings with the SEC.  
Discussion of Forward-Looking Statements

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NO OFFER OR SOLICITATION  
This  
communication  
is  
not  
intended

to  
and  
does  
not  
constitute  
an  
offer  
to  
sell  
or  
the  
solicitation

of  
an  
offer  
to  
subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction in connection with the transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made

except  
by  
means  
of  
a  
prospectus  
meeting  
the  
requirements  
of  
Section  
10  
of  
the  
Securities  
Act  
of  
1933,  
as amended.

**IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC**

Office Depot will file with the SEC a registration statement on Form S-4 that will include the Joint Proxy Statement of Office Depot and OfficeMax that also constitutes a prospectus of Office Depot. Office Depot and OfficeMax plan to mail the Joint Proxy Statement/Prospectus to their respective shareholders in connection with the transaction. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS**

**AND  
OTHER  
RELEVANT  
DOCUMENTS  
FILED**

OR  
TO  
BE  
FILED  
WITH  
THE

SEC CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT OFFICE DEPOT, OFFICEMAX, THE TRANSACTION AND RELATED MATTERS.

Investors  
and  
shareholders  
will  
be  
able  
to  
obtain  
free  
copies  
of  
the  
Joint  
Proxy  
Statement/Prospectus  
and  
other

documents filed with the SEC by Office Depot and OfficeMax through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and shareholders will be able to obtain free copies of the Joint Proxy Statement/Prospectus and other documents filed by Office Depot with the SEC by contacting Office Depot Investor Relations at 6600 North Military Trail, Boca Raton, FL 33496 or by calling 561-438-3657, and will be able to obtain free copies of the Joint Proxy Statement/Prospectus and other documents filed by OfficeMax by contacting OfficeMax Investor Relations at 263 Shuman Blvd., Naperville, Illinois, 60563 or by calling 630-864-6800.

Additional Information

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**PARTICIPANTS IN THE SOLICITATION**

Office Depot and OfficeMax and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the respective shareholders of Office Depot and OfficeMax in respect of the transaction described the Joint Proxy Statement/Prospectus. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Office Depot and OfficeMax in connection with the proposed transaction, including a description of their

direct  
or  
indirect  
interests,  
by  
security  
holdings  
or  
otherwise,  
will  
be  
set  
forth  
in  
the  
Joint  
Proxy  
Statement/Prospectus  
when  
it  
is  
filed  
with  
the  
SEC.  
Information  
regarding  
Office  
Depot's  
directors  
and

executive officers is contained in Office Depot's Annual Report on Form 10-K for the year ended December 29, 2012 and its Proxy Statement on Schedule 14A, dated March 15, 2012, which are filed with the SEC.

Information regarding OfficeMax's directors and executive officers is contained in OfficeMax's Annual Report on Form 10-K for the year ended December 31, 2011 and its Proxy Statement on Schedule 14A, dated March 20, 2012, which are filed with the SEC.

Additional Information

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Transaction Highlights

OfficeMax and Office Depot merger of equals to create \$18 billion

1  
office

solutions  
company

Two leading companies to combine to build a stronger, more efficient competitor able to meet the growing challenges of a rapidly changing industry

Customers will benefit from unique, innovative products, services and solutions available through a global, multichannel network

Combined company positioned for sustainable long-term value creation, including anticipated annual synergies of \$400-\$600 million and improved cash flows

Combined company's newly constituted Board of Directors to include equal representation from each of the two companies

1

Pro forma combined revenue for the 12 months ended December 29, 2012

Transaction Highlights

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Anticipated Close

Calendar year 2013

Transaction

Consideration

Pro Forma

Ownership

Governance

&

Management

Other Provisions

Approval Process

Tax-free stock-for-stock merger

2.69 Office Depot common shares per OfficeMax common share

If BC Partners is redeemed in full: 54% Office Depot, 46% OfficeMax

If BC Partners converts half of their preferred shares into common shares:

51% Office Depot, 44% OfficeMax, 5% BC Partners

New Board of Directors with equal representation from each company

Neil Austrian, the Chairman and CEO of Office Depot, and Ravi

Saligram, the President and CEO of OfficeMax will remain in their

current

positions

through

the

completion

of

the

new

CEO

search

process

Both incumbent CEOs, as well as external candidates, will be considered in the new CEO search process

The combined company's management team will draw upon experienced group of leaders from both companies

OfficeMax has the ability to declare a special dividend of up to \$131mm / \$1.50 per common share, which would not affect exchange ratio

Stockholder approval by both companies required

BC Partners has already agreed to vote in favor of the deal

Transaction is subject to regulatory approval

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Key Strategic Benefits of the Merger of Equals  
Transaction

Enhanced financial performance

Increased scale and competitiveness

Global footprint

Improved customer experience

Accelerated innovation

Combined company will leverage talented associates and  
Combined company will leverage talented associates and  
managers with deep industry knowledge  
managers with deep industry knowledge

Office Depot and OfficeMax are a compelling strategic fit

Office Depot and OfficeMax are a compelling strategic fit

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Enhanced Financial Performance

Pro forma combined North American cost base of  
approximately \$14 billion

\$400-\$600 million of total annual synergies mutually

identified

Driven by purchasing efficiencies, supply chain, advertising, headcount reduction & other G&A

Expect \$350-\$450 million of one-time costs to achieve and transaction expenses and expect capital investment of approximately \$200 million

International operations are complementary and are not expected to deliver significant synergies

Increased Scale and Competitiveness

Well positioned to optimize shared multichannel sales platform and distribution network, primarily in North America

Size and scale allow for expanded multichannel capabilities to better serve customers

Combined company better able to compete against larger players (e.g., Wal-Mart, Amazon, Costco, Target)

Better able to make the necessary investments to grow e-commerce platform and enhance systems to provide a seamless customer experience across channels

Global reach strengthens portfolio of products, services and solutions to customers worldwide

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Global Footprint

Strong position in multiple geographies

Strong position in multiple geographies

Improved Customer Experience

Continued focus on a high level of service

Improved omnichannel capabilities to better serve our  
valued customers

Products, services and solutions that enable customers to work more efficiently and productively

Accelerate change in the office solutions business, bringing to customers innovative solutions for today's workplace

Provide customers with a seamless experience across retail stores, direct sales, telesales and digital environments

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Build lasting brand loyalty

Build lasting brand loyalty

#### Accelerated Innovation

Sharing customer insights and learnings from innovative pilot programs underway to better identify and fulfill evolving customer needs

Improved and expanded e-commerce offerings

Complementary capabilities will provide customers  
with better solutions faster and more efficiently  
13

14

Conclusion

Two leading companies combine to build a stronger, more efficient competitor

Customers to benefit from innovative products, services and

solutions available through a global, multichannel network

Long-term value creation, including anticipated annual synergies of \$400-\$600 million

Significant cash generation and liquidity to fund internal and external opportunities

Creates

\$18

billion

1

global

office

solutions

company

to

meet growing challenges of a rapidly changing industry

1

Pro forma combined revenue for the 12 months ended December 29, 2012

15  
Q & A

Creating a Stronger, More Efficient  
Competitor Able to Meet Growing  
Challenges of a Rapidly Changing Industry