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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): September 10, 2014

Commission file number 1-10948

OFFICE DEPOT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6600 North Military Trail, Boca Raton, FL
(Address of principal executive offices)

59-2663954
(I.R.S. Employer
Identification No.)

33496
(Zip Code)

(561) 438-4800
(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 10, 2014, Jeffrey C. Smith notified the Board of Directors (the “Board”) of Office Depot, Inc. (the “Company” or “Office Depot”) of his decision to resign as a director on the Board effective immediately. His decision to resign is not due to any disagreement with the Company. Until his resignation, he also served on the Board’s Compensation Committee and Finance and Integration Committee. Mr. Smith has served as a director on the Board since August 2013, prior to Office Depot’s merger with OfficeMax Incorporated (“OfficeMax”) on November 5, 2013 (the “Merger”).

Pursuant to Article VI, Section 2 of the Amended and Restated Bylaws of the Company (the “Bylaws”), until the fourth anniversary of the closing of the Merger, the directors designated by Office Depot in connection with the Merger (the “Continuing Office Depot Directors”) shall have all the power and may exercise all the authority of the Board to fill the vacancies on the Board created by the death, resignation, removal, disqualification or other cessation of service of a Continuing Office Depot Director. Similarly, vacancies created by the cessation of service of directors designated by OfficeMax (the “Continuing OfficeMax Directors”) would be filled by a committee comprised of the Continuing OfficeMax Directors.

Because Mr. Smith was a Continuing Office Depot Director, a committee comprised of the Continuing Office Depot Directors will have the exclusive authority under the Bylaws to fill the vacancy created by Mr. Smith’s resignation.

A copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release of Office Depot, Inc., dated September 10, 2014

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OFFICE DEPOT, INC.

Date: September 10, 2014

By: /s/ Elisa D. Garcia C.

Elisa D. Garcia C.

Executive Vice President, Chief Legal Officer and Corporate Secretary

EXHIBIT INDEX

Exhibit
Number

Description

99.1 Press Release of Office Depot, Inc., dated September 10, 2014

**CONTACTS:**

Karen Denning
Media Relations
630-864-6050

Karen.Denning@officedepot.com

Mike Steele
Investor Relations
561-438-3657
Michael.Steele@officedepot.com

**OFFICE DEPOT, INC. ANNOUNCES RESIGNATION OF JEFFREY SMITH
FROM ITS BOARD OF DIRECTORS**

Boca Raton, Fla., September 10, 2014 – Office Depot, Inc. (“Office Depot” or the “Company”) (NYSE: ODP), a leading global provider of office products, services and solutions formed by the merger of Office Depot and OfficeMax, today announced that Mr. Jeffrey Smith has resigned from Office Depot’s Board of Directors effective immediately. The nominating and governance committee will commence a search for a replacement.

“I joined the Office Depot Board of Directors in August 2013 to help the company hire a new CEO and to aid in the smooth transition and integration of the merger with OfficeMax, and I’m exceedingly pleased with our accomplishments and the strong foundation for continued success,” said Jeff Smith, Chief Executive Officer and Chief Investment Officer of Starboard Value LP. “We are fortunate to have selected and recruited a world-class leader in Roland Smith as CEO who, in turn, has quickly assembled an outstanding management team. The team has made excellent progress capturing synergies and efficiencies, as well as developing strategies for future growth. I am confident in management’s and the Board’s capabilities and because of this confidence, I have the ability to leave the company in capable hands while I spend my time on other projects. I intend to remain an Office Depot shareholder for the foreseeable future and expect the company will continue to build on its positive momentum.”

Roland Smith, Chairman and CEO of Office Depot, said, “On behalf of our management and Board of Directors, I want to thank Jeff for his significant contributions to Office Depot and its shareholders. Jeff has been an integral part of our accomplishments and provided important perspectives that helped to define strategies that position the company for long-term growth and profitability. I have appreciated our time working together and wish Jeff well in his existing and future projects.”

“The Board of Directors sincerely appreciates the constructive perspectives Jeff has brought to our group,” added Nigel Travis, Lead Director. “He has been a valuable contributor to the Board and provided a focus on the long-term best interests of the Company and its shareholders. We thank him for his service and wish him continued success.”

About Office Depot, Inc.

Formed by the merger of Office Depot and OfficeMax, Office Depot, Inc. is a leading global provider of products, services, and solutions for every workplace – whether your workplace is an office, home, school, or car.

Office Depot, Inc. is a resource and a catalyst to help customers work better. We are a single source for everything customers need to be more productive, including the latest technology, core office supplies, print and document services, business services, facilities products, furniture, and school essentials.

The company has combined pro forma annual sales of approximately \$17 billion, employs more than 60,000 associates, and serves consumers and businesses in 57 countries with more than 2,000 retail stores, award-winning e-commerce sites and a dedicated business-to-business sales organization – all delivered through a global network of wholly owned operations, joint ventures, franchisees, licensees and alliance partners. The company operates under several banner brands including Office Depot, OfficeMax, OfficeMax Grand & Toy, Reliable and Viking. The company's portfolio of exclusive product brands include TUL, Foray, DiVOGA, Ativa, WorkPRO, Realspace and HighMark.

Office Depot, Inc.'s common stock is listed on the New York Stock Exchange under the symbol ODP. Additional press information can be found at: <http://news.officedepot.com>.