
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

The ODP Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

85-1457062
(IRS Employer
Identification No.)

**6600 North Military Trail
Boca Raton, FL 33496**
(Address of Principal Executive Offices) (Zip Code)

**Office Depot, Inc. 2019 Long-Term Incentive Plan
Office Depot, Inc. 2017 Long-Term Incentive Plan
Office Depot, Inc. 2015 Long-Term Incentive Plan
2003 OfficeMax Incentive and Performance Plan
2003 Director Stock Compensation Plan
Director Stock Compensation Plan**
(Full Title of the Plans)

**N. David Bleisch
Executive Vice President, Chief Legal & Administrative Officer
The ODP Corporation
6600 North Military Trail
Boca Raton, FL 33496
(561) 438-4800**
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Explanatory Note

These Post-Effective Amendments No. 1 (the “Amendments”) are being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the “Securities Act”), to notify the Securities and Exchange Commission (the “SEC”) that effective as of June 30, 2020, Office Depot, Inc., a Delaware corporation (the “Predecessor Registrant”), merged (the “Merger”) with and into Office Depot, LLC, a Delaware limited liability company (“OD LLC”) and an indirect wholly-owned subsidiary of The ODP Corporation, a Delaware corporation (the “Successor Registrant”), pursuant to which the Predecessor Registrant became an indirect wholly-owned subsidiary of the Successor Registrant, in accordance with the Agreement and Plan of Merger, dated June 30, 2020 among the Predecessor Registrant, the Successor Registrant, OD LLC and ODP Investment, LLC, a Delaware limited liability company. For the purposes of these Amendments and the Registration Statements (as defined below), (i) as of any time prior to the effective time of the Merger, references to the “Company,” “we,” “us,” “our” and similar terms mean the Predecessor Registrant and references to “Common Stock” mean the Common Stock, par value \$0.01 per share, of the Predecessor Registrant and (ii) as of the effective time of the Merger and thereafter, references to the “Company,” “we,” “us,” “our” and similar terms mean the Successor Registrant and references to “Common Stock” mean the Common Stock, par value \$0.01 per share, of the Successor Registrant. These Amendments do not reflect any increase in the number of shares issuable pursuant to the Company’s equity compensation plans.

On June 30, 2020, prior to the effective time of the Merger, the Company implemented a reverse stock split of the outstanding shares of Common Stock at a reverse stock split ratio of 1-for-10 and a corresponding reduction in the number of authorized shares of Common Stock from 800,000,000 to 80,000,000 (the “Reverse Stock Split”). In connection with the Reverse Stock Split, the number of shares of Common Stock available for future grant under the Office Depot, Inc. 2019 Long-Term Incentive Plan, the Office Depot, Inc. 2017 Long-Term Incentive Plan, the Office Depot, Inc. 2015 Long-Term Incentive Plan, the 2003 OfficeMax Incentive and Performance Plan, the 2003 Director Stock Compensation Plan and the Director Stock Compensation Plan (collectively, the “Stock Incentive Plans”), the number of shares of Common Stock underlying each outstanding equity-based award agreement and/or similar agreement entered into pursuant to the Stock Incentive Plans and each outstanding award granted thereunder (collectively, the “Equity Awards”), the exercise price per share of Common Stock subject to Equity Awards that are stock options and other terms of outstanding Equity Awards were equitably adjusted at the effective time of the Reverse Stock Split to reflect the effects of the Reverse Stock Split. Accordingly, the number of shares of Common Stock covered by the Registration Statements as reflected below has been proportionately reduced.

These Amendments relate to the following Registration Statements of the Predecessor Registrant on Form S-8 (collectively, the “Registration Statements”) filed by the Predecessor Registrant with the SEC:

- [Registration Statement on Form S-8 \(File No. 333-231370\), filed with the SEC on May 10, 2019, registering 3,400,000 \(as adjusted to reflect the Reverse Stock Split\) shares of Common Stock issuable under the Office Depot, Inc. 2019 Long-Term Incentive Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-219380\), filed with the SEC on July 20, 2017, registering 3,600,000 \(as adjusted to reflect the Reverse Stock Split\) shares of Common Stock issuable under the Office Depot, Inc. 2017 Long-Term Incentive Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-205084\), filed with the SEC on June 19, 2015, registering 4,700,000 \(as adjusted to reflect the Reverse Stock Split\) shares of Common Stock issuable under the Office Depot, Inc. 2015 Long-Term Incentive Plan;](#) and
- [Registration Statement on Form S-8 \(File No. 333-192185\), filed with the SEC on November 8, 2013, registering 4,765,261 \(as adjusted to reflect the Reverse Stock Split\) shares of Common Stock issuable under the 2003 OfficeMax Incentive and Performance Plan, the 2003 Director Stock Compensation Plan and the Director Stock Compensation Plan.](#)

In accordance with paragraph (d) of Rule 414 under the Securities Act, the Successor Registrant hereby expressly adopts the Registration Statements as its own registration statements except as amended by these Amendments, for all purposes of the Securities Act and under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Items 1 and 2 of Part I of these Amendments is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I have been or will be delivered to the participants in the plans as required by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the SEC either as part of these Amendments or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the SEC by the Company are hereby incorporated herein by reference:

- (a) Annual Report on [Form 10-K](#) of the Company for the year ended December 28, 2019;
- (b) Quarterly Report on [Form 10-Q](#) of the Company for the quarter ended March 28, 2020;
- (c) Current Reports on Form 8-K of the Company filed on [January 10, 2020](#), [February 6, 2020](#) (as amended by the Form 8-K/A filed on [May 13, 2020](#)), [February 20, 2020](#), [March 4, 2020](#), [March 31, 2020](#), [April 20, 2020](#), [May 6, 2020](#), [May 13, 2020](#), [May 14, 2020](#), [June 18, 2020](#), [June 26, 2020](#) and [July 1, 2020](#); and
- (d) the description of the Company's securities registered under Section 12 of the Exchange Act contained in [Exhibit 99.3](#) to the Company's Current Report on Form 8-K filed on July 1, 2020, which updates the description of the Company's Common Stock contained in [Exhibit 4.2](#) to the Company's Annual Report on Form 10-K for the year ended December 28, 2019, the description of the Company's preferred share purchase rights contained in the Company's Registration Statement on [Form 8-A](#) filed with the SEC on May 6, 2020 and in the Company's Current Report on Form 8-K filed with the SEC on [May 6, 2020](#), and any amendment or any report subsequently filed for the purpose of updating such descriptions.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than information furnished pursuant to Item 2.02 or 7.01 of any Current Report on Form 8-K, unless expressly stated otherwise therein) after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

None.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company is a Delaware corporation subject to the applicable indemnification provisions of the General Corporation Law of the State of Delaware (the “DGCL”). Under Section 145 of the DGCL, each director and officer of the Company may be indemnified by the Company against all expenses and liabilities (including attorney’s fees, judgments, fines and amounts paid in settlement) actually or reasonably incurred in connection with the defense or settlement of any threatened, pending or completed legal proceedings in which he or she is involved by reason of the fact that he or she is or was a director or officer of the Company if such director or officer acted in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe that his or her conduct was unlawful. If the legal proceeding, however, is by or in the right of the Company, the director or officer may not be indemnified in respect of any claim, issue or matter as to which he or she shall have been adjudged to be liable to the Company unless a court determines otherwise.

The Company’s Amended and Restated Bylaws provide for indemnification of the Company’s directors and officers, to the fullest extent permitted by the DGCL, for all expenses, liability and loss (including amounts paid in settlement) incurred in defending actions brought against them arising out of the performance of their duties. In addition, the Company may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Company or is serving or has served in such capacity for another business organization or entity at the Company’s request, against any liability asserted against such person and incurred in such capacity, or arising out of such person’s status as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of Article VII of the Company’s Amended and Restated Bylaws.

The Company’s Amended and Restated Certificate of Incorporation contains a provision that eliminates, to the fullest extent permitted by the DGCL, the liability of each director of the Company to the Company and its stockholders for monetary damages for breaches of fiduciary duty. This provision does not affect the director’s liability for monetary damages for breaches of the duty of loyalty, actions or omissions not in good faith, knowing violation of law or intentional misconduct, willful or negligent conduct in approving an unlawful dividend, stock repurchase or redemption or obtaining any impersonal benefit.

The foregoing indemnity and insurance provisions have the effect of reducing directors’ and officers’ exposure to personal liability for actions taken in connection with their respective positions.

The Company has obtained liability insurance policies under which the Company’s directors and officers are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of certain actions, suits or proceedings, and certain liabilities which might be imposed as a result of certain actions, suits or proceedings, arising out of the performance of their duties.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

The exhibits included as part of these Amendments are as follows:

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation of The ODP Corporation (Incorporated by reference from Exhibit 3.1 to The ODP Corporation's Current Report on Form 8-K filed with the SEC on July 1, 2020)</u>
4.2	<u>Amended and Restated Bylaws of The ODP Corporation (Incorporated by reference from Exhibit 3.2 to The ODP Corporation's Current Report on Form 8-K filed with the SEC on July 1, 2020)</u>
4.3	<u>Amended and Restated Rights Agreement, dated July 1, 2020, among The ODP Corporation, Computershare Inc., as Rights Agent, and solely with respect to Section 37 thereof, Office Depot, LLC (Incorporated by reference from Exhibit 4.1 to The ODP Corporation's Current Report on Form 8-K filed with the SEC on July 1, 2020)</u>
4.4	<u>Certificate of Designations of Series A Junior Participating Preferred Stock of The ODP Corporation (Incorporated by reference to Exhibit 3.3 to The ODP Corporation's Current Report on Form 8-K filed with the SEC on July 1, 2020)</u>
99.1	<u>Office Depot, Inc. 2019 Long-Term Incentive Plan (Incorporated by reference from Annex 1 of Office Depot, Inc.'s Definitive Proxy Statement on Schedule 14A, filed with the SEC on March 20, 2019)</u>
99.2	<u>Office Depot, Inc. 2017 Long-Term Incentive Plan (Incorporated by reference from Exhibit 99.1 of Office Depot, Inc.'s Registration Statement on Form S-8, filed with the SEC on July 20, 2017)</u>
99.3	<u>Office Depot, Inc. 2015 Long-Term Incentive Plan (Incorporated by reference from Exhibit 99.1 of Office Depot, Inc.'s Registration Statement on Form S-8, filed with the SEC on June 19, 2015)</u>
99.4	<u>2003 OfficeMax Incentive and Performance Plan (amended and restated effective as of April 29, 2013) (Incorporated by reference from Appendix A to the Definitive Proxy Statement of OfficeMax filed with the SEC on March 19, 2013)</u>
99.5	<u>Amendment to the 2003 OfficeMax Incentive and Performance Plan dated November 6, 2013 (Incorporated by reference from Exhibit 99.2 of Office Depot, Inc.'s Registration Statement on Form S-8, filed with the SEC on November 8, 2013)</u>
99.6	<u>2003 Director Stock Compensation Plan (Incorporated by reference from Exhibit 10.26 to the Annual Report on Form 10-K of OfficeMax for the year ended December 31, 2003 filed with the SEC on March 2, 2004)</u>
99.7	<u>Director Stock Compensation Plan (Incorporated by reference from Exhibit 10.17 to the Annual Report on Form 10-K of OfficeMax for the year ended December 31, 2003 filed with the SEC on March 2, 2004)</u>
99.8	<u>Amendment to the OfficeMax 2003 Director Stock Compensation Plan and the OfficeMax Director Stock Compensation Plan dated November 6, 2013 (Incorporated by reference from Exhibit 99.5 of Office Depot, Inc.'s Registration Statement on Form S-8, filed with the SEC on November 8, 2013)</u>
99.9	<u>Assignment and Assumption Agreement, dated as of June 30, 2020, by and between The ODP Corporation and Office Depot, LLC (Incorporated by reference to Exhibit 10.1 to The ODP Corporation's Current Report on Form 8-K filed with the SEC on July 1, 2020)</u>
5.1	<u>Opinion of Counsel to Registrant</u>
23.1	Consent of Counsel to Registrant (included in <u>Exhibit 5.1</u>)
23.2	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm</u>
24.1	<u>Power of Attorney</u>

ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on July 1, 2020.

THE ODP CORPORATION
(Registrant)

By: /s/ N. David Bleisch
Name: N. David Bleisch
Title: EVP, Chief Legal & Administrative Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities indicated on July 1, 2020.

/s/ Gerry P. Smith Director and Chief Executive Officer
Gerry P. Smith (Principal Executive Officer and Principal Financial Officer)

/s/ Richard A. Haas Senior Vice President and Chief Accounting Officer
Richard A. Haas (Principal Accounting Officer)

/s/ Joseph S. Vassalluzzo* Chairman of the Board
Joseph S. Vassalluzzo

/s/ Quincy L. Allen* Director
Quincy L. Allen

/s/ Kristin A. Campbell* Director
Kristin A. Campbell

/s/ Cynthia T. Jamison* Director
Cynthia T. Jamison

/s/ Francesca Ruiz de Luzuriaga* Director
Francesca Ruiz de Luzuriaga

/s/ Shashank Samant* Director
Shashank Samant

/s/ David M. Szymanski* Director
David M. Szymanski

*By: /s/ N. David Bleisch
N. David Bleisch
(Attorney-in-Fact)

Suite 2800, 1100 Peachtree Street
Atlanta, GA 30309-4528

July 1, 2020

The ODP Corporation
6600 North Military Trail
Boca Raton, FL 33496**Re: Post-Effective Amendments to Registration Statements on Form S-8**

Ladies and Gentlemen:

We have reviewed Post-Effective Amendment No. 1 (the "Amendments") to each of the Registration Statements on Form S-8 filed by Office Depot, Inc., a Delaware corporation (the "Predecessor Issuer"), File Nos. 333-231370, 333-219380, 333-205084 and 333-192185 (collectively, the "Registration Statements"), to be filed by The ODP Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission").

In connection with a holding company reorganization, the Company has become the successor issuer to the Predecessor Issuer, has expressly assumed the employee benefits plans to which the Registration Statements relate (the "Plans") and is filing the Amendments pursuant to Rule 414 under the Securities Act of 1993, as amended (the "Securities Act"), to expressly adopt the Registration Statements.

The Registration Statements, as amended by the Amendments, relate to the registration of a total of 16,465,261 shares of the Common Stock, par value \$0.01 per share, of the Company (the "Shares") (giving effect to a one-for-ten reverse stock split effected by the Predecessor Issuer prior to the reorganization on June 30, 2020). Furthermore, attached to each Share that becomes outstanding is one right to purchase a fraction of a share of the Company's Series A Junior Participating Preferred Stock, par value \$0.01 per share (the "Rights"). The Rights were established pursuant to the Amended and Restated Rights Agreement, dated June 30, 2020, among the Company, Computershare Inc., as rights agent ("Rights Agent"), and, solely with respect to Section 37 thereof, the Predecessor Issuer (the "Rights Agreement"), and the Certificate of Designations of the Company's Series A Junior Participating Preferred Stock, par value \$0.01 per share (the "Certificate of Designations").

We have examined and relied upon such records, documents, certificates, agreements, filings and other instruments, and have made such investigation, as in our judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all original documents and the conformity to original documents of all copies of documents. We have also assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinions expressed below. Our opinion with respect to the Rights is further subject to the limitations, assumptions and qualifications set forth below. We further call your attention to the fact that, as a matter of customary practice, certain assumptions underlying opinions are understood to be implicit.

**ANCHORAGE ATLANTA AUGUSTA BEIJING CHARLOTTE DALLAS DENVER HOUSTON LOS ANGELES NEW YORK RALEIGH
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI SILICON VALLEY STOCKHOLM TOKYO WALNUT CREEK WASHINGTON
WINSTON-SALEM**

Based upon the foregoing and the further limitations, qualifications and assumptions set forth below, we are of the opinion that:

- (1) The Shares issuable under the Plans are duly authorized and, when issued by the Company and paid for in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.
- (2) When issued in accordance with the Rights Agreement and the Certificate of Designations, the Rights will constitute valid and binding obligations of the Company, enforceable in accordance with their terms.

With respect to our opinion no. 2 above, we have assumed that the board of directors of the Company acted in a manner consistent with its fiduciary duties in adopting the Rights Agreement, and that the Rights Agreement has been duly authorized, executed and delivered by the Rights Agent and constitutes a valid and binding obligation of the Rights Agent. Furthermore, our opinion no. 2 does not address whether a court might hold that the board of directors would be required to redeem or terminate, or take other action with respect to, the Rights at some future time based on the facts and circumstances existing at that time. In addition, our opinion no. 2 addresses the Rights, the Rights Agreement and the Certificate of Designations in their entirety, and is subject to the qualification that certain provisions of the Rights and Rights Agreement may be unenforceable. Our opinion no. 2 does not address whether the invalidity of any particular provision of the Rights Agreement or the Rights issued thereunder would result in invalidating the Rights in their entirety.

Our opinion no. 2 is also subject to bankruptcy, insolvency, reorganization, arrangement, moratorium and other similar laws of general applicability relating to or affecting creditors' rights, and general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing, regardless of whether considered in a proceeding in equity or at law.

The opinions set forth herein are limited to the Delaware General Corporation Law, and no opinion is expressed herein as to the laws of any other jurisdiction. The opinions expressed herein do not extend to compliance with federal and state securities laws relating to the sale of the Shares or the issuance of the Rights.

This opinion letter is rendered pursuant to Item 8 of Form S-8 and Item 601(b)(5) of the Commission's Regulation S-K. We hereby consent to the filing of this opinion letter as an exhibit to the Amendments. In giving this consent, we do not thereby admit that we are "experts" within the meaning of the Securities Act, or other rules and regulations of the Commission promulgated thereunder.

Sincerely,

/s/ KILPATRICK TOWNSEND & STOCKTON LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 (Nos. 333-231370, No. 333-219380, No. 333-205084, No. 333-192185) of our reports dated February 26, 2020, relating to the consolidated financial statements of Office Depot, Inc. and subsidiaries (the “Company”) and the effectiveness of the Company’s internal control over financial reporting appearing in the Annual Report on Form 10-K of the Company for the fiscal year ended December 28, 2019.

/s/ DELOITTE & TOUCHE LLP
Boca Raton, Florida
June 30, 2020

POWER OF ATTORNEY

Each person whose signature appears below hereby severally and individually constitutes and appoints N. David Bleisch and Lorna R. Simms, each of them severally, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments to Registration Statements on Form S-8 of The ODP Corporation (as successor registrant to Office Depot, Inc. pursuant to Rule 414 under the Securities Act of 1933, as amended) under Registration File Nos. 333-231370; 333-219380; 333-205084; and 333-192185; and to make such changes in and additions and amendments to such Registration Statements (including any further post-effective amendments), and to execute all instruments necessary or advisable in connection therewith and to file the same with the Securities and Exchange Commission, each of said attorneys and agents to have the power to act with or without the others and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents or each of them to any and all such amendments and instruments.

Dated: June 28, 2020

<u>/s/ Joseph S. Vassalluzzo</u> Joseph S. Vassalluzzo	Chairman of the Board
<u>/s/ Quincy L. Allen</u> Quincy L. Allen	Director
<u>/s/ Kristin A. Campbell</u> Kristin A. Campbell	Director
<u>/s/ Cynthia T. Jamison</u> Cynthia T. Jamison	Director
<u>/s/ Francesca Ruiz de Luzuriaga</u> Francesca Ruiz de Luzuriaga	Director
<u>/s/ Shashank Samant</u> Shashank Samant	Director
<u>/s/ David M. Szymanski</u> David M. Szymanski	Director