

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

OFFICE DEPOT, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

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

2200 OLD GERMANTOWN ROAD  
DELRAY BEACH, FLORIDA  
(Address of Principal Executive Offices)

33445  
(Zip Code)

OFFICE DEPOT, INC.  
LONG-TERM EQUITY INCENTIVE PLAN  
AND  
OFFICE DEPOT, INC.  
1999 EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the plans)

DAVID C. FANNIN  
SENIOR VICE PRESIDENT, GENERAL  
COUNSEL & CORPORATE SECRETARY  
2200 OLD GERMANTOWN ROAD  
DELRAY BEACH, FLORIDA  
(Name and address of agent for service)

(561) 438-4800  
(Telephone number,  
including area code,  
of agent for service)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED        | AMOUNT TO BE REGISTERED(1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2) | AMOUNT OF REGISTRATION FEE |
|---|----------------------------|--|--|----------------------------|
| Common Stock (par value \$.01 per share)(3) | 18,000,000 shares          | \$6.1875                                     | \$111,375,000                                | \$29,403                   |

- (1) An undetermined number of additional shares may be issued if the anti-dilution adjustment provisions of the plan become operative.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act of 1933 on the basis of the average of the high and low prices of the Common Stock as quoted on the New York Stock Exchange on June 30, 2000.
- (3) Including the related Preferred Share Purchase Rights.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The purpose of this Registration Statement is to reflect the registration of (i) 16,000,000 additional shares of Common Stock to be issued pursuant to the Office Depot, Inc. Long-Term Equity Incentive Plan and (ii) 2,000,000 additional shares of Common Stock to be issued pursuant to the Office Depot, Inc. Employee Stock Purchase Plan. The Registration Statements on Form S-8 filed by Office Depot, Inc. (the "Company") on February 4, 1998 (Reg. No. 333-45591) and June 7, 1999 (Reg. No. 333-80123) with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference.

The following documents heretofore filed by the Company with the Commission are incorporated herein by reference:

The Company's Annual Report on Form 10-K for the fiscal year ended December 25, 1999.

The Company's Quarterly Report on Form 10-Q for the quarterly period ended March 25, 2000.

The description of the Company's Common Stock and Preferred Share Purchase Rights contained in the Company's Form 8-A Registration Statements for such securities filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1934.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, 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 in this registration statement and to be part hereof from the date of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents").

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document 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 of this registration statement.

ITEM 8. EXHIBITS

| Exhibit<br>Number | Description of Exhibit  |
|-------------------|---|
| 4(a)              | Restated Certificate of Incorporation, as amended, of the Company (incorporated by reference to Exhibit 4.3 to the Registration's Quarterly Report on Form 10-Q for the quarterly period ended September 26, 1998).   |
| 4(b)              | By-Laws of the Company, as currently in effect (incorporated herein by reference to Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 29, 1996).   |
| 4(c)              | Rights Agreement dated as of September 4, 1996 between the Company and Chase Mellon Shareholders Services, L.L.C., as Rights Agent (incorporated herein by reference to the Company's Current Report on Form 8-K filed with the Commission on September 6, 1996). |
| 5                 | Opinion of McDermott, Will & Emery as to the legality of the securities being registered.   |
| 23(a)             | Consent of McDermott, Will & Emery (included in its opinion filed as Exhibit 5).  |
| 23(b)             | Consent of Deloitte & Touche LLP.   |
| 24                | Power of Attorney (included with the signature page to this registration statement).  |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned registrant 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Delray Beach, State of Florida, on the 30th day of June, 2000.

OFFICE DEPOT, INC.

By: /S/ DAVID I. FUENTE

-----  
David I. Fuente, Chairman and  
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Office Depot, Inc., hereby severally constitute David I. Fuente and David C. Fannin and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all amendments (including post-effective amendments) to said Registration Statement, and generally to do all such things in our name and behalf in the capacities indicated below to enable Office Depot, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 30th day of June, 2000.

SIGNATURES

TITLE

/S/ DAVID I. FUENTE

Chairman of the Board and Chief  
Executive Officer (Principal  
Executive Officer)

-----  
David I. Fuente

/S/ IRWIN HELFORD

Vice Chairman and Director

-----  
Irwin Helford

/S/ M. BRUCE NELSON

President - Office Depot International  
and Director

-----  
M. Bruce Nelson

## SIGNATURES

## TITLE

|   |  |
|---|--|
| /S/ BARRY J. GOLDSTEIN<br>-----<br>Barry J. Goldstein       | Executive Vice President - Finance,<br>Chief Financial Officer and<br>Treasurer (Principal Financial<br>Officer) |
| /S/ CHARLES E. BROWN<br>-----<br>Charles E. Brown           | Senior Vice President - Finance and<br>Controller (Principal Accounting<br>Officer)                              |
| /S/ LEE A. AULT, III<br>-----<br>Lee A. Ault, III           | Director   |
| /S/ NEIL A. AUSTRIAN<br>-----<br>Neil A. Austrian           | Director   |
| /S/ CYNTHIA R. COHEN<br>-----<br>Cynthia R. Cohen           | Director   |
| /S/ W. SCOTT HEDRICK<br>-----<br>W. Scott Hedrick           | Director   |
| /S/ JAMES L. HESKETT<br>-----<br>James L. Heskett           | Director   |
| /S/ MICHAEL J. MYERS<br>-----<br>Michael J. Myers           | Director   |
| /S/ FRANK P. SCRUGGS, JR.<br>-----<br>Frank P. Scruggs, Jr. | Director   |
| /S/ PETER J. SOLOMON<br>-----<br>Peter J. Solomon           | Director   |

EXHIBIT INDEX

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McDermott, Will & Emery  
227 W. Monroe Street  
Chicago, Illinois 60606-5096

July 7, 2000

Office Depot, Inc.  
2200 Old Germantown Road  
Delray Beach, Florida 33445

Ladies and Gentlemen:

We have acted as counsel for Office Depot, Inc. (the "Company") in connection with the preparation and filing of a Registration Statement on Form S-8 (the "Registration Statement") for the registration under the Securities Act of 1933, as amended, of an aggregate of 18,000,000 additional shares of the Company's Common Stock, \$.01 par value (the "Common Stock"), of which 16,000,000 additional shares may be issued pursuant to the Office Depot, Inc. Long-Term Equity Incentive Plan (the "Incentive Plan") and 2,000,000 additional shares may be issued pursuant to the Office Depot, Inc. Employee Stock Purchase Plan (the "ESPP").

We have examined or considered:

1. A copy of the Company's Restated Certificate of Incorporation, as amended;
2. A copy of the By-Laws of the Company, as currently in effect;
3. Copies of resolutions duly adopted by the Board of Directors of the Company relating to the additional shares of Common Stock which may be issued pursuant to the Incentive Plan and the ESPP, respectively; and
4. A copy of the Incentive Plan and the ESPP.

In addition to the examination outlined above, we have conferred with various officers of the Company and have ascertained or verified, to our satisfaction, such additional facts as we deemed necessary or appropriate for the purposes of this opinion.

We are of the opinion that the Common Stock, when issued pursuant to and in accordance with the terms of the Incentive Plan or the ESPP, as the case may be, and against payment of the purchase price therefor as provided for in the respective plans, will be legally issued, fully paid and nonassessable.

We hereby consent to the reference to our firm in the Registration Statement and to the filing of this opinion by the Company as an Exhibit to the Registration Statement.

Yours very truly,

/s/ McDermott, Will & Emery

SNG:ct

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Office Depot, Inc. on Form S-8 of our report dated February 10, 2000 (March 3, 2000 as to Note J) appearing in the Annual Report on Form 10-K of Office Depot, Inc. for the year ended December 25, 1999.

/S/ DELOITTE & TOUCHE LLP

Certified Public Accountants  
Miami, Florida  
July 5, 2000