

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

STAPLES, INC.

(Name of Issuer)

Common Stock, Par Value \$0.006 Per Share

(Title of Class of Securities)

855030102

(CUSIP Number)

Barry J. Goldstein
Secretary - - Office Depot, Inc.
2200 Old Germantown Road
Delray Beach, Florida 33445

Willard G. Fraumann, P.C.
Kirkland & Ellis
200 East Randolph Drive
Chicago, Illinois 60601

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 4, 1996

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with the statement [X]. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

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Exhibit Index is on Page 10

CUSIP No. 855030102

Page 2 of 10 Pages

1 NAME OF REPORTING PERSON

Office Depot, Inc.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 59-2663954

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, BK, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES 31,900,000 /1/

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER
31,900,000 /1/

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
31,900,000 /1/

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.6% /2/

14 TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

/1/ The shares of common stock of Staples, Inc. ("Staples") covered by this report are purchasable by Office Depot, Inc. ("Office Depot") upon exercise of an option granted to Office Depot pursuant to a Stock Option Agreement dated as of September 4, 1996, and described in Item 4 of this report. Prior to the exercise of the option, Office Depot is not entitled to any rights as a shareholder of Staples as to the shares covered by the option. The option may only be exercised upon the happening of certain events, none of which have occurred as of the date hereof. Office Depot expressly disclaims beneficial ownership of any of the shares of common stock of Staples which are purchasable by Office Depot upon exercise of the option.

The number of shares indicated represents 19.9% of the total outstanding shares of common stock of Staples as of August 3, 1996, excluding shares issuable upon exercise of the option.

/2/ Adjusted to reflect the issuance by Staples of 31,900,000 shares of common stock as described herein.

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D relates to the common stock, par value \$0.006 per share (the "Common Stock," an individual share of which is a "Share"), of Staples, Inc. (the "Issuer"), a Delaware corporation. The principal executive offices of the Issuer are located at One Research Drive, Westboro, Massachusetts 01581.

ITEM 2. IDENTITY AND BACKGROUND.

This Schedule 13D is filed by Office Depot, Inc. ("Office Depot"), a Delaware corporation. Office Depot's principal offices are located at 2200 Old Germantown Road, Delray Beach, Florida 33445.

Office Depot currently operates 539 office products stores in 37 U.S. states and the District of Columbia and 5 Canadian provinces under the names "Office Depot," "The Office Place," "Images" and "Furniture at Work." Office Depot also operates a delivery business, which provides delivery services of office products to small- and medium-size businesses, as well as a full service contract stationer service for medium- and large-size businesses, schools and other educational institutions and governmental agencies. In addition, Office Depot has entered into licensing arrangements for the operation of office supply stores in Colombia, Israel, Poland and Thailand and joint venture agreements to operate stores in France, Mexico and Japan.

During the last five years, to the best of Office Depot's knowledge, neither Office Depot nor any of its executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Herve Defforey, a director of Office Depot, is a citizen of France. All other executive officers and directors of Office Depot are citizens of the United States. The name, business address and present principal occupation (including the name and address of the corporation or organization in which such employment is conducted) of each executive officer and director is set forth in Schedule A to this Schedule 13D and is specifically incorporated herein by reference.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

This Statement relates to an option granted to Office Depot by the Issuer to purchase shares of Common Stock from the Issuer as described in Item 4 below (the "Stock Option"). The Stock Option entitles Office Depot to purchase up to 31,900,000 shares of Common Stock (the "Option Shares") under the circumstances specified in the Stock Option Agreement dated as of September 4, 1996 between Office Depot and the Issuer (the "Stock Option Agreement") and as described in Item 4 below, for a purchase price of \$18.5625 per Share (the "Purchase Price"). Reference is hereby made to the Stock Option Agreement, which is included as Exhibit 10.2 to the Office Depot Current Report on Form 8-K, dated as of September 6, 1996, File No. 1-10948 (the "Office Depot 8-K"), for the full text of its terms, including the conditions upon which it may be exercised.

The Stock Option was granted by the Issuer as an inducement to Office Depot to enter into the Agreement and Plan of Merger, dated as of September 4, 1996, among Office Depot, Marlin Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of the Issuer (the "Subsidiary"), and the Issuer (the "Merger Agreement"). Pursuant to the Merger Agreement and subject to the conditions set forth therein (including approval by the stockholders of Office Depot

and the Issuer and various regulatory agencies), the Subsidiary will merge with and into Office Depot (the "Merger"), and each issued and outstanding share of common stock, par value \$.01 per share, of Office Depot will be converted into the right to receive 1.14 shares of Common Stock of the Issuer. No monetary consideration was paid by Office Depot to the Issuer for the Stock Option.

In the event the Stock Option becomes exercisable (which will occur in certain circumstances following the making of an Alternative Proposal (as defined in the Option Agreement) involving the Issuer) and Office Depot elects to exercise the Stock Option, Office Depot may either (a) pay the Purchase Price for the Option Shares in cash or (b) elect, in lieu of the payment of the Purchase Price and the receipt of the Option Shares, to receive a cash payment from the Issuer in the amount of the excess of (i) the higher of the price paid for the Common Stock of the Issuer in an Alternative Transaction (as defined in the Merger Agreement) or the market price of the Common Stock of the Issuer over (ii) the Purchase Price. In no event, however, may the Total Profit (as defined in the Stock Option Agreement to include realized profits from the Stock Option and amounts received upon certain terminations of the Merger Agreement) received by Office Depot exceed \$150 million. If Office Depot elects to pay the Purchase Price for the Option Shares, it currently anticipates that some of the funds therefor will be generated by a combination of available working capital, bank borrowings and/or funds raised from an offering of its equity securities.

ITEM 4. PURPOSE OF TRANSACTION.

As stated above, the Stock Option was granted to Office Depot in connection with the execution of the Merger Agreement. A copy of the Merger Agreement is included as Exhibit 2.1 to the Office Depot 8-K and is incorporated herein by reference in its entirety. If the Merger is consummated, the size of the Issuer's Board of Directors shall be increased to 15 and 6 members of Office Depot's present Board of Directors shall become members of the Issuer's Board of Directors.

Upon exercise by Office Depot of the Stock Option, in whole or in part, for at least 16,100,000 Option Shares (such number representing approximately 10% of the number of outstanding shares of Common Stock on the date of the Stock Option Agreement), Office Depot shall be entitled to designate one person to be appointed to the Board of Directors of the Issuer. In the event that the designee of Office Depot shall cease to serve as a director for any reason, the vacancy resulting thereby shall be filled by a designee of Office Depot. Notwithstanding the foregoing, the Issuer shall not be required to nominate the designee of Office Depot, and shall be entitled to request and receive the resignation of any designee of Office Depot then serving on the Board of Directors of the Issuer, at any time that Office Depot then beneficially owns less than 16,100,000 shares of Common Stock.

The Issuer has retained certain rights of first refusal and repurchase rights with respect to any shares of Common Stock acquired by Office Depot upon exercise of the Stock Option, as provided in the Stock Option Agreement. In addition, Office Depot has the right to cause the Issuer to repurchase the shares of Common Stock acquired upon exercise of the Stock Option, as provided in the Stock Option Agreement.

Other than as described above, Office Depot has no plans or proposals which relate to, or may result in, any of the matters listed in paragraphs (a) through (j) of Item 4 of Schedule 13D (although Office Depot reserves the right to develop such plans).

The descriptions herein of the Stock Option Agreement and the Merger Agreement are qualified in their entirety by reference to such agreements, copies of which are attached hereto as Exhibits 1 and 2, respectively.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

As a result of the Stock Option, Office Depot may be deemed to be the beneficial owner of 31,900,000 shares of Common Stock of the Issuer, which would represent approximately 16.6% of the shares of Common Stock outstanding after exercise of the Stock Option (based on the number of shares of Common Stock outstanding on August 3, 1996, as set forth in the Merger Agreement). Office Depot will have sole voting and dispositive power with respect to such shares.

The shares of Common Stock described herein are subject to the Stock Option, which is not currently exercisable. Nothing herein shall be deemed to be an admission by Office Depot as to the beneficial ownership of any shares of Common Stock, and Office Depot disclaims beneficial ownership of all shares of Common Stock of the Issuer issuable upon exercise of the Stock Option.

Except as described herein, neither Office Depot nor any other person referred to in Schedule A attached hereto beneficially owns or has acquired or disposed of any shares of Common Stock of the Issuer during the past 60 days.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except for the Merger Agreement and the Stock Option Agreement, none of the persons named in Item 2 has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including, but not limited to, transfers or voting of any securities, finders fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

EXHIBIT NO. -----	DESCRIPTION -----
1	Stock Option Agreement, dated as of September 4, 1996, between Office Depot, Inc. and Staples, Inc. (incorporated by reference from Exhibit 10.2 to the Office Depot 8-K).
2	Agreement and Plan of Merger, dated as of September 4, 1996, among Staples, Inc., Marlin Acquisition Corp. and Office Depot, Inc. (incorporated by reference from Exhibit 2.1 to the Office Depot 8-K).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D is true, complete and correct.

September 13, 1996

Office Depot, Inc.

By:/s/ Barry J. Goldstein

Barry J. Goldstein,
Executive Vice President - Finance,
Chief Financial Officer and Secretary

SCHEDULE A

Names of Directors and Officers -----	Principal Occupation or Employment -----	Name and Address of Organization -----
David I. Fuente Director and Officer	Chairman and Chief Executive Officer	Office Depot, Inc. 2200 Old Germantown Road Delray Beach, FL 33445
Mark D. Begelman Director	President and Chief Executive Officer	Ace Music, Inc. 5900 Powerline Road, Suite 209 Ft. Lauderdale, FL 33309
Herve Defforey Director	Director of General Finance and Administration	Carrefour Direction Generale 6, Avenue Raymond Poincare B.P. 419-16 75769 Paris Cedex 16 France
W. Scott Hedrick Director	General Partner	Interwest Partners 3000 Sand Hill Road Bldg. 3, Suite 255 Menlo Park, CA 94025
James L. Heskett Director	Faculty Member	Harvard Business School Soldiers Field Road Baker Library 474 Boston, MA 02163
John B. Mumford Director	President	Crosspoint Venture Partners One First Street, Suite 2 Los Altos, CA 34022
Michael J. Myers Director	President	First Century Partners One Palmer Square, Suite 425 Princeton, NJ 08542
Peter J. Solomon Director	Chairman and Chief Executive Officer	Peter J. Solomon Company 350 Park Avenue New York, NY 10033
Cynthia Cohen Turk Director	President	Marketplace 2000 1001 S. Bayshore Drive, Suite 1806 Miami, FL 33131
Alan L. Wurtzel Director	Vice Chairman of the Board	Circuit City Stores, Inc. 2134 R Street NW Washington, DC 20008
Barry J. Goldstein Officer	Executive Vice President - Finance, Chief Financial Officer and Secretary	Office Depot, Inc. 2200 Old Germantown Road Delray Beach, FL 33445

Names of Directors and Officers -----	Principal Occupation or Employment -----	Name and Address of Organization -----
F. Terry Bean Officer	Executive Vice President - Human Resources	Office Depot, Inc. 2200 Old Germantown Road Delray Beach, FL 33445
Richard M. Bennington Officer	Executive Vice President - Operations and Sales	Office Depot, Inc. 2200 Old Germantown Road Delray Beach, FL 33445
Harry S. Brown Officer	Executive Vice President - Merchandising	Office Depot, Inc. 2200 Old Germantown Road Delray Beach, FL 33445
William P. Seltzer Officer	Executive Vice President - Systems and Distribution	Office Depot, Inc. 2200 Old Germantown Road Delray Beach, FL 33445

INDEX TO EXHIBITS

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