OFFICE DEPOT, INC.
2200 OLD GERMANTOWN ROAD
DELRAY BEACH, FLORIDA 33445

Registration No. 33-53579
SEC Rule 424(b) (3) and (c)

August 15, 1994

THIS SUPPLEMENT TO THE PROSPECTUS DATED MAY 19, 1994 (THE "PROSPECTUS") OF OFFICE DEPOT, INC. ("OFFICE DEPOT") IS BEING PROVIDED TO PERSONS OR ENTITIES WHO HAVE RECEIVED OR WILL RECEIVE OFFICE DEPOT COMMON STOCK IN CONNECTION WITH ACQUISITIONS OF OTHER BUSINESSES, PROPERTIES OR SECURITIES IN BUSINESS COMBINATION TRANSACTIONS AS DESCRIBED IN THE PROSPECTUS.

Ladies and Gentlemen:

Attached hereto as Exhibit A please find a copy of a Form 10-Q filed by Office Depot with the Securities and Exchange Commission on August 5, 1994 reporting financial and operational data for the quarter ended June 25, 1994.

Very truly yours,

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

THIS LETTER AND THE ATTACHED FORM 10-Q SUPPLEMENT THE OFFICE DEPOT PROSPECTUS DATED MAY 19, 1994 RELATING TO THE ACQUISITIONS OF OTHER BUSINESSES, PROPERTIES OR SECURITIES IN BUSINESS COMBINATION TRANSACTIONS AS DESCRIBED THEREIN. A COPY OF THIS LETTER AND THE ATTACHED FORM 10-Q SHOULD BE ATTACHED TO EACH COPY OF THE PROSPECTUS.

EXHIBIT A

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-Q

(Mark One)

[x] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 25, 1994

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to ______

Commission file number 1-10948

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

Delaware	59-2663954
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2200 Old Germantown Road, Delray Beach, Florida	33445
(Address of principal executive offices)	(Zip Code)

(407) 278-4800
(Registrant's telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirement for the past 90 days.

Yes X No

The registrant had 146,643,110 shares of common stock outstanding as of August 4, 1994.

OFFICE DEPOT, INC.

INDEX

OFFICE DEPOT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(In thousands, except per share amounts)
(Unaudited)

	13 Weeks Ended June 25, 1994	13 Weeks Ended June 26, 1993	26 Weeks Ended June 25, 1994	26 Weeks Ended June 26, 1993
Sales	$ 905,177	$570,012	$1,924,548	$1,195,371
Cost of goods sold and occupancy costs	695,948	441,102	1,483,703	925,722
Gross profit	209,229	128,910	440,845	269,649
Store and warehouse operating and selling expenses	137,939	87,311	295,164	182,244
Pre-opening expenses	1,972	1,955	3,231	3,560
General and administrative expenses	30,230	19,670	58,431	38,396
Amortization of goodwill	1,266	127	2,540	147
	171,407	109,063	359,366	224,347
Operating profit	37,822	19,847	81,479	45,302
Interest expense, net	3,632	935	6,880	1,686
Earnings before income taxes	34,190	18,912	74,599	43,616
Income taxes	14,164	7,278	30,720	16,891
Net earnings	$ 20,026	$ 11,634	$ 43,879	$ 26,725
Earnings per common and common equivalent share	$ 0.13	$ 0.08	$ 0.29	$ 0.19
Average common and common equivalent shares	150,464	143,919	150,463	143,474

OFFICE DEPOT, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)
(Unaudited)

	June 25, 1994	December 25, 1993
ASSETS		
Current Assets		
Cash and cash equivalents	$ 79,960	$ 140,709
Receivables, net of allowances	186,716	188,241
Merchandise inventories	682,034	654,374
Deferred income taxes	30,486	26,166
Prepaid expenses and refundable income taxes	4,707	5,047
Total current assets	983,903	1,014,537
Property and Equipment	420,837	350,573
Less accumulated depreciation and amortization	103,253	84,524
	317,584	266,049
Goodwill, net of amortization	197,933	200,535
Other Assets	28,222	23,844
	$1,527,642	$1,504,965
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 384,277	$ 404,643
Accrued expenses	125,893	130,941
Income Taxes	7,545	13,233
Current maturities of long-term debt	2,664	4,622
Total current liabilities	520,379	553,439
Long-Term Debt, less current maturities	15,289	16,989
Deferred Taxes and Other Credits	2,360	5,478
Zero Coupon, Convertible, Subordinated Notes	358,085	350,298
Common Stockholders' Equity		
Common stock - authorized 200,000,000 shares of $.01 par value; issued 148,154,044 in 1994 and 147,198,056 in 1993	1,482	1,472
Additional paid-in capital	437,061	426,965
Foreign currency translation adjustment	634	383
Retained earnings	194,102	151,691
Less: 2,163,447 shares of treasury stock	(1,750)	(1,750)
	631,529	578,761
	$1,527,642	$1,504,965

OFFICE DEPOT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Increase (Decrease) in Cash and Cash Equivalents
(In thousands)
(Unaudited)

	26 Weeks Ended June 25, 1994	26 Weeks Ended June 26, 1993
Cash flows from operating activities		
Cash received from customers	$ 1,903,143	$ 1,201,329
Cash paid for inventory	(1,514,289)	(895,702)
Cash paid for store and warehouse operating, selling and general administrative expenses	(342,151)	(240,964)
Interest received	2,184	2,631
Interest paid	(1,321)	(542)
Taxes paid	(40,096)	(10,372)
Net cash provided by operating activities	7,470	56,380
Cash flows from investing activities		
Capital expenditures-net	(70,264)	(34,983)
Cash acquired	-	155
Net cash used in investing activities	(70,264)	(34,828)
Cash flows from financing activities		
Proceeds from exercise of stock options	6,920	5,252
Foreign currency translation adjustment	251	76
Payments on long- and short-term debt	(3,658)	(11,375)
Pre-acquisition S-Corporation distributions to stockholders	(1,468)	(328)
Net cash provided by (used) financing activities	2,045	(6,375)
Net increase (decrease) in cash and cash equivalents	(60,749)	15,177
Cash and equivalents at beginning of period	140,709	131,578
Cash and equivalents at end of period	$ 79,960	$ 146,755
Reconciliation of net earnings to net cash provided (used) by operating activities		
Net earnings	$ 43,879	$ 26,725
Adjustments to reconcile net earnings to net cash provided (used) by operating activities		
Depreciation and amortization	22,561	13,548
Changes in assets and liabilities		
Decrease in accounts receivable	1,525	32,607
(Increase) in inventory	(27,660)	(13,701)
Decrease (increase) in prepaid expenses and other assets	(9,588)	1,521
(Decrease) in accounts payable and other liabilities	(23,247)	(4,320)
Total adjustments	(36,409)	29,655
Net cash provided by operating activities	$ 7,470	$ 56,380

OFFICE DEPOT, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. The interim financial statements as of June 25, 1994 and for the 13 and 26 week periods ended June 25, 1994 and June 26, 1993 are unaudited; however, such interim statements reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the financial position and the results of operations for the interim periods presented. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

In February 1994, the Company issued 2,335,746 shares of common stock in connection with the acquisitions of contract stationers L.E. Muran Co. Inc. ("Muran") and Yorkship Press, Inc. ("Yorkship"). Additionally, in May 1994, the Company acquired all of the outstanding stock of Midwest Carbon Company ("Midwest"), a Minneapolis based contract stationer, and Silver's, Inc. ("Silver's"), a Detroit based contract stationer. The Company issued 1,448,459 shares of common stock in connection with the acquisitions of Midwest and Silver's. These acquisitions were accounted for on a "pooling of interests" basis and, accordingly, the accompanying financial statements have been restated to include the accounts and operations of these companies for all periods prior to their respective acquisition. The interim financial statements should be read in conjunction with the audited financial statements (not included herein) for the year ended December 25, 1993 (which do not include any adjustments for the accounting on a "pooling of interests" basis). Certain reclassifications were made to prior year statements to conform with 1994 presentations.

2. In June 1994, the Company completed a three-for-two split of the Company's common stock. All historical share and per share information has been restated to reflect the stock split.

3. Average common and common equivalent shares utilized in computing second quarter earnings per share include approximately 4,631,000 and 4,605,000 shares in 1994 and 1993, respectively, as a result of applying the treasury stock method to outstanding stock options.

4. The Consolidated Statements of Cash Flows for the 26 weeks ended June 25, 1994 and June 26, 1993 do not include noncash financing transactions of $3,186,000 and $3,880,000, respectively, relating to additional paid-in-capital associated with tax benefits of stock options exercised. In addition, the Consolidated Statements of Cash Flows for the 26 weeks ended June 25, 1994 and June 26, 1993 do not include noncash financing transactions of $7,787,000 and $3,775,000, respectively, associated with accreted interest on convertible,

subordinated notes. The distributions to stockholders included in the Consolidated Statements of Cash Flows represent distributions to stockholders of the acquired companies (which operated, for tax purposes, as S-Corporations) prior to the acquisitions.

5. Included in the results of operations for the 13 and 26 week periods ended June 25,1994 are the results of operations of the acquired companies. Included in these results for the 13 and 26 week periods ended June 25, 1994 are revenues of $16,271,000 and $48,355,000, respectively, and net income of $668,000 and $1,748,000, respectively, before the acquisitions were consummated. Following is a summary of the effect of the restatement to the "poolings of interest" basis for previously issued financial statements as of December 25, 1993 and for the 13 and 26 week periods ended June 26, 1993.

OFFICE DEPOT, INC. AND SUBSIDIARIES
STATEMENT OF COMBINED RESTATED BALANCE SHEET
December 25, 1993
(In thousands)
(Unaudited)

	Office Depot (as previously reported)	Pooling Adjustments for Acquired Companies	Combined Restated
Accounts receivable, net of allowance	$ 165,182	$ 23,059	$ 188,241
Merchandise inventories	643,773	10,601	654,374
Other current assets	169,207	2,715	171,922
Total current assets	978,162	36,375	1,014,537
Property and equipment net of accumulated depreciation	262,144	3,905	266,049
Goodwill, net of amortization	200,462	73	200,535
Other assets	23,131	713	23,844
Total assets	$1,463,899	$ 41,066	$1,504,965
Accounts Payable	$ 393,185	$ 11,458	$ 404,643
Other current liabilities	144,020	4,776	148,796
Total current liabilities	537,205	16,234	553,439
Long-term debt	366,527	760	367,287
Other non-current liabilities	5,478	-	5,478
Common stockholders' equity	554,689	24,072	578,761
Total liabilities and stockholders' equity	$1,463,899	$ 41,066	$1,504,965

OFFICE DEPOT, INC. AND SUBSIDIARIES
STATEMENT OF COMBINED RESTATED STATEMENTS OF EARNINGS
(In thousands, except per share amounts)
(Unaudited)

13 Weeks Ended June 26, 1993

	Office Depot (1)	Pooling Adjustments for Acquired Companies	Combined Restated
Sales	$527,871	$42,141	$570,012
Cost of goods sold and occupancy costs	409,103	31,999	441,102
Gross profit	118,768	10,142	128,910
Store operating and selling expenses	81,525	5,786	87,311
Pre-opening expenses	1,955	-	1,955
General and administrative expenses	16,461	3,209	19,670
Amortization of goodwill	122	5	127
	100,063	9,000	109,063
Operating profit	18,705	1,142	19,847
Interest expense, net	900	35	935
Earnings before income taxes	17,805	1,107	18,912
Income taxes	6,944	334	7,278
Net earnings	$ 10,861	$ 773	$ 11,634
Earnings per common and common equivalent share	$ 0.08		$ 0.08
Average common and common equivalent shares	140,136		143,919

26 Weeks Ended June 26, 1993

	Office Depot (1)	Pooling Adjustments for Acquired Companies	Combined Restated
Sales	$1,109,986	$85,385	$1,195,371
Cost of goods sold and occupancy costs	861,086	64,636	925,722
Gross profit	248,900	20,749	269,649
Store operating and selling expenses	170,569	11,675	182,244
Pre-opening expenses	3,560	-	3,560
General and administrative expenses	32,071	6,325	38,396
Amortization of goodwill	137	10	147
	206,337	18,010	224,347
Operating profit	42,563	2,739	45,302
Interest expense, net	1,581	105	1,686
Earnings before income taxes	40,982	2,634	43,616
Income taxes	15,983	908	16,891
Net earnings	$ 24,999	$ 1,726	$ 26,725
Earnings per common and common equivalent share	$ 0.18		$ 0.19

Average common and common equivalent shares	139,691	143,474
	==========	==========

(1) As previously reported with certain reclassifications to conform with 1994 presentations.

Item 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Sales increased 59% from $570,012,000 in the second quarter of 1993 to $905,177,000 in the second quarter of 1994; and from $1,195,371,000 for the first six months of 1993 to $1,924,548,000 for the first six months of 1994, an increase of 61%. Comparable store sales increased 31% for the second quarter of 1994 and 32% for the first six months of 1994. The balance of the sales increase was attributable to the 58 new stores and the 8 contract stationer warehouses acquired or opened subsequent to the second quarter of 1993. The Company opened eight stores and closed two stores in the second quarter of 1994, bringing the total number of stores open at the end of the second quarter to 368, compared with 313 stores at the end of the second quarter of 1993. The Company also operated 22 contract stationer and delivery warehouses at the end of the second quarter of 1994 compared to 14 contract stationer and delivery warehouses (including the 6 warehouses acquired in the poolings) at the end of the second quarter of 1993. Comparable store sales in the future may be affected by competition from other stores, the opening of additional stores, the expansion of contract stationer business in existing markets, and general conditions.

Gross profit as a percentage of sales was 23.1% during the second quarter of 1994, 22.6% during the comparable quarter in 1993, and 22.9% for the first six months of 1994, as compared with 22.6% for the first six months of 1993. The increases were primarily a result of leveraging occupancy costs through higher average sales per store and purchasing efficiencies gained through vendor volume discount programs that increased as purchasing levels continued to increase. These gains were partially offset by lower gross margins resulting from an increase in sales of lower margin business machines and computers. Gross profit as a percentage of sales is generally higher in the contract stationer portion of the business than the retail store portion as a result of significantly fewer business machines and computers being sold through the contract stationer portion.

Store and warehouse operating and selling expenses as a percentage of sales were 15.2% and 15.3% for the second quarter and first six months of 1994, respectively. These percentages were comparable with the same periods in 1993. Store and warehouse operating expenses consist primarily of payroll and advertising expenses. While the majority of these expenses vary proportionately with sales, there is a fixed cost component to these expenses such that, as sales increase within a given market area, store and warehouse operating and selling expenses should decrease as a percentage of sales. This benefit may not be fully realized, however, during periods when a large number of new stores or warehouses are being opened, as new stores and warehouses typically generate lower sales than the average mature facility, resulting in higher operating and selling expenses as a percentage of sales. In addition, contract stationers incur somewhat higher operating expenses than the retail stores. This percentage is also affected when the Company enters large metropolitan market areas where the advertising costs for the full market must be absorbed by the small number of stores initially opened. As additional stores or warehouses are opened in these large markets, advertising costs, which are substantially a fixed expense for a market area, should decrease as a percentage of sales. The Company has also continued a strategy of opening stores and warehouses in existing markets. While increasing the number of facilities increases operating results in absolute dollars, this may have the effect of increasing expenses as a percentage of sales since the sales of certain existing stores in the market may initially be adversely affected.

Pre-opening expenses increased slightly from $1,955,000 in the second quarter of 1993 to $1,972,000 in the comparable period in 1994, and decreased from $3,560,000 in the 26 week period ended June 26, 1993 to $3,231,000 in the comparable 1994 period. Pre-opening expenses currently are approximately $125,000 per store and are predominately incurred during a six-week period prior to the store opening. These expenses consist principally of amounts paid for salaries and supplies. Since the Company's policy is to expense these items during the period in which they occur, the amount of pre-opening expenses in each quarter is generally proportional to the number of new stores or warehouses being opened.

General and administrative expenses have decreased as a percentage of sales from 3.5% in the second quarter of 1993 to 3.3% in the comparable period in 1994, and from 3.2% in the first six months of 1993 to 3.0% in the comparable period in 1994. General and administrative expenses include, among other costs, site selection expenses and store management training expenses, and therefore vary with the number of new store openings in that quarter and the next quarter. The Company's commitment to improving the efficiency of its computer systems resulted in an increase in general and administrative expenses in the first half of 1994; however, the Company believes the systems investment will provide benefits in 1995 and beyond. General and administrative expenses also increased with the acquisitions of the contract stationers, as this portion of the office products industry typically has a higher general and administrative expense component than the retail stores' portion. Additionally, there are some duplicative expenses incurred as a result of the acquisitions. These increases have been offset by a decrease in general and administrative expenses as a percentage of sales for the Company's retail store operations, primarily as a result of the Company's ability to increase sales without a proportionate increase in corporate expenditures.

The Company incurred net interest expense of $3,632,000 and $6,880,000 in the second quarter and first six months of 1994, respectively, compared with $935,000 and $1,686,000 for the comparable periods in 1993. The increase in interest expense is primarily due to $185,000,000 raised in November 1993 via a public offering of zero coupon, convertible, subordinated notes.

The Company recorded goodwill amortization of $1,266,000 in the second quarter of 1994 as compared with $127,000 in the 1993 comparable quarter, and $2,540,000 in the first six months of 1994 compared with $147,000 in the first six months of 1993. The increase in goodwill amortization was attributable to the contract stationer acquisitions which occurred in the second and third quarters of 1993. The effective income tax rate increased from 38.7% for the first six months of 1993 to 41.2% for the first six months of 1994 primarily due to nondeductible goodwill amortization as well as the effect of acquiring companies which had no provision for income taxes because they were organized as S-Corporations (as defined under income tax regulations).

LIQUIDITY AND CAPITAL RESOURCES

Since the Company's retail sales are substantially on a cash and carry basis, cash flow generated from operating stores provides a source of liquidity to the Company. Working capital requirements are reduced by vendor credit terms, which allow the Company to finance a portion of its inventory. The Company utilizes private label credit card programs which allow the Company to expand its retail sales without the burden of additional receivables because the programs are administered and financed by financial services companies. All credit card receivables sold to the financial service company under one program were sold on a recourse basis.

Sales made from the contract stationer warehouses are made under standard commercial credit terms, where the Company carries its own receivables. As the Company expands into servicing additional large companies in the contract stationer portion of its business, it is expected that a greater portion of the Company's receivables will be carried.

In the second quarter of 1994, the Company added 8 stores and closed 2 stores. As stores mature and become more profitable, and as the number of new stores opened in a year becomes a smaller percentage of the existing store base, cash generated from operations will provide a greater portion of funds required for new store fixed assets, inventories and other working capital requirements. Cash generated from operations will be affected by an increase in receivables carried without outside financing, and an increase in inventory at the stores and warehouses as the Company continues to enhance its assortment in computers, business machines and furniture. These have resulted in net cash provided by operating activities of $7,470,000 and $56,380,000 in the first six months of 1994 and 1993, respectively. Capital expenditures are also affected by the number of stores and warehouses opened or acquired each year and the increase in computer and other equipment at the corporate office required to support such expansion. Cash used in investing activities (primarily capital expenditures, including the acquisition of the corporate headquarters for $16 million and store real estate) was $70,264,000 and $34,828,000 in the first six months of 1994 and 1993, respectively. The Company's cash flow is also affected by financing activities, primarily the exercise of stock options and payment on its long-term debt. This activity resulted in a net cash provided (used) by financing activities of $2,045,000 and ($6,375,000) for the first six months of 1994 and 1993, respectively.

During the six months ended June 25, 1994, the Company's cash balance decreased approximately $60,749,000 and long- and short-term debt decreased by approximately $3,658,000. The decrease in cash was primarily attributable to payments for fixed assets and inventories for new stores as well as payments for inventory mix changes resulting from an increase in business machines and computer sales.

The Company plans to open approximately 45 to 50 additional stores during the remainder of 1994. Management estimates that the Company's cash requirements, exclusive of pre-opening expenses, will be approximately $1,200,000 for each additional store. In addition, management estimates that each new store will require pre-opening expenses of approximately $125,000.

The Company has a credit agreement with its principal bank and a syndicate of commercial banks to provide for a working capital line of $200,000,000. The credit agreement provides that funds borrowed will bear interest, at the Company's option, at either 3/4% over the LIBOR rate or at a base rate linked to the prime rate. The Company must also pay a fee of 1/4% per annum on the unused portion of the credit facility. The credit facility expires in September 1996. In addition to the credit facility, the bank has provided a lease facility to the Company under which the bank has agreed to purchase up to $15,000,000 of equipment from the Company and lease such equipment back to the Company. As of June 25, 1994, there were no borrowings outstanding under the working capital line and the Company has utilized approximately $5,000,000 of this lease facility.

The Company's management is continually reviewing its financing options. Although the Company has the ability to finance its planned expansion through 1994 from cash on hand, funds generated from operations, and funds borrowed under the Company's credit facilities, the Company will also consider alternative financing, such as the issuance of equity, debt or convertible debt, if market conditions make such alternatives financially attractive for funding the Company's short-term or long-term expansion. The Company has acquired its contract stationer businesses with cash and newly issued common stock. The Company's financing requirements in the future will be affected by the number of new stores, delivery centers and contract stationer warehouses opened or acquired.

PART II. OTHER INFORMATION

Items 1-3 Not applicable.

Item 4 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Stockholders of Office Depot, Inc. held on May 18, 1994, the nominees for election as Directors of the Corporation were elected without opposition.

A vote of the common stock with respect to this election, without giving effect to the subsequent three-for-two split, was:

Number of Shares

Nominee	For	Withheld
Mark D. Begelman	82,978,476	744,527
Dennis Defforey	81,540,089	2,182,914
David I. Fuente	82,645,661	1,077,342
W. Scott Hedrick	82,985,494	737,509
John B. Mumford	82,946,666	737,085
Peter J. Solomon	82,867,550	854,453
Alan L. Wurtzel	82,983,016	739,987

The number of shares of broker non-votes for the election of Directors was none.

The following proposals of the Board of Directors were submitted for adoption. The board proposals were adopted by the votes indicated (which constituted the affirmative vote of more than one-half of the shares voting).

RESOLVED, that based upon the recommendation of the Board of Directors of the Corporation, the amendment to the Office Depot, Inc. Stock Option and Stock Appreciation Rights Plan increasing by 2,500,000 the number of shares of the Corporation's Common Stock, par value $0.01 per share, available for issuance upon exercise of options granted to certain employees of the Corporation and its subsidiaries is hereby approved and adopted.

For the proposal:	77,867,805 Shares
Against the proposal:	5,649,004 Shares
Abstaining:	206,194 Shares

The number of shares of broker non-votes in the above proposal was none.

RESOLVED, that based upon the recommendation of the Board of Directors of the Corporation, the amendments to the Office Depot, Inc. Directors Stock Option Plan (i) increasing by 100,000 the number of shares of the Corporation's Common Stock, par value $0.01 per share (the "Common Stock"), authorized for issuance pursuant to the plan and (ii) providing that each director who is not otherwise an employee of the Corporation or its subsidiaries shall receive options to purchase 7,500 shares of Common Stock each year is hereby approved and adopted.

For the proposal:	71,037,588	Shares
Against the proposal:	12,444,156	Shares
Abstaining:	241,259	Shares

The number of shares of broker non-votes in the above proposal was none.

RESOLVED, that based upon the recommendation of the Board of Directors of the Corporation, the appointment of Deloitte & Touche as independent public accountants to audit the Corporation's consolidated financial statement for the fiscal year ending December 31, 1994 is hereby approved and adopted.

For the proposal:	83,568,909	Shares
Against the proposal:	38,548	Shares
Abstaining:	115,546	Shares

The number of shares of broker non-votes in the above proposal was none.

Items 5-6   Not applicable.

SIGNATURES

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.

(Registrant)

Date: August 5, 1994

By: /s/ Barry J. Goldstein

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