

**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): February 3, 2020

OFFICE DEPOT, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-10948
(Commission File Number)

59-2663954
(IRS Employer
Identification No.)

6600 North Military Trail, Boca Raton, FL
(Address of Principal Executive Offices)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock, par value \$0.01 per share	ODP	The NASDAQ Stock Market (NASDAQ Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

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

On February 3, 2020, the Board of Directors (the “Board”) of Office Depot, Inc. (the “Company”), upon the recommendation of the Corporate Governance and Nominating Committee of the Company, increased the size of the Board from eight to ten members and appointed each of Quincy L. Allen and Shashank Samant as an independent director of the Company, effective as of February 6, 2020 (the “Effective Date”), to fill the newly created vacancies. Messrs. Allen and Samant will each serve until the Company’s 2020 Annual Meeting of Shareholders (the “Annual Meeting”), when they will be subject to re-election to the Board by a vote of the Company’s shareholders, or until their earlier resignation or removal. None of Messrs. Allen and Samant has been appointed as a member of any committee of the Board at this time; however, the Company expects to appoint each of them to one or more committees of the Board in the future.

In connection with their appointments as directors, Messrs. Allen and Samant are entitled to receive the pro rata portion of the standard compensation for service on the Board by the Company’s non-management directors for the period from the Effective Date through the date of the Annual Meeting. The standard compensation currently consists of an annual cash retainer, paid in quarterly installments, in the amount of \$75,000 per year, and an annual equity award of common stock granted in a lump sum following the release of election results from the Annual Meeting (unless deferred in the form of restricted stock units to be distributed in shares following termination of service on the Board) with a grant date fair value of approximately \$135,000. The pro rata portion of the aforementioned compensation to which Messrs. Allen and Samant are entitled in connection with their appointment will be paid on the date of the next scheduled quarterly payment. All non-management directors are also reimbursed for their reasonable out-of-pocket expenses incurred in attending Board and committee meetings.

The Company expects Messrs. Allen and Samant to enter into standard director and officer indemnification agreements that it has with its directors and officers. A copy of the Company’s form of director and officer indemnification agreement was filed as Exhibit 10.63 to the Company’s Form 10-K filed on February 28, 2018.

There are no arrangements or understandings between Messrs. Allen and Samant and any other persons pursuant to which Messrs. Allen and Samant were selected as directors. There are no transactions, arrangements or relationships between the Company or its subsidiaries, on the one hand, and Messrs. Allen and Samant, on the other hand, which would require disclosure pursuant to Item 404(a) of Regulation S-K.

A copy of the Company’s press release publicly announcing the appointments of Messrs. Allen and Samant is filed as Exhibit 99.1 attached hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

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|--------------|---|
| Exhibit 99.1 | Press release of Office Depot, Inc., dated February 6, 2020. |
| Exhibit 104 | Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document. |

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 hereunto duly authorized.

OFFICE DEPOT, INC.

Date: February 6, 2020

/s/ N. David Bleisch

Name: N. David Bleisch

Title: EVP, Chief Legal & Administrative Officer and
Corporate Secretary

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Office Depot Appoints Quincy Allen and Shashank Samant to Company's Board of Directors

Boca Raton, FL, February 6, 2020 – Office Depot, Inc. (NASDAQ:ODP), a leading B2B integrated distribution platform of business services, products and technology solutions, today announced the appointment of Quincy Allen and Shashank Samant to the Company's Board of Directors. These appointments expand the Board to ten directors.

"We are pleased to welcome Quincy and Shashank to the Office Depot Board," said Joseph S. Vassalluzzo, Office Depot's Chairman of the Board of Directors. "Their vast knowledge and proven expertise in the technology services and product innovation industries will have a positive impact to Office Depot's transformation and growth initiatives."

Allen has over 35 years of leadership experience in the technology services industry, most recently serving as IBM's Go-To-Market Leader of Cognitive Process Services and Chief Marketing Officer for IBM Cloud from 2015 to 2018. Prior to joining IBM, Allen served as Chief Marketing and Strategy Officer at Unisys Corporation, a global information technology company, and Chief Executive Officer at Vertis Communications, a direct marketing and advertising company. Prior to Vertis, Allen held several leadership positions with Xerox Corporation, including serving as President of the Global Business and Strategic Marketing Group and President of Production Systems Group, as well as Vice President of Xerox Corporation.

Allen earned a bachelor's degree in electrical engineering from Northeastern University and a master's degree in business administration from University of Rochester. He previously served as a board member of NCR Corporation and Gateway, Inc.

Samant brings over 30 years of technology, product development and services experience, and currently serves as President and Chief Executive Officer of GlobalLogic Inc., since 2011. GlobalLogic is a leader in digital product engineering helping enterprises design and develop innovative products, platforms and digital experiences. Prior to joining GlobalLogic, Samant was President of Ness Technologies, an IT services company, where he founded and built their product engineering services business. Prior roles include leading professional services for Hewlett-Packard's Verifone business and establishing IBM's first India-based engineering lab, globalizing the company's R&D and software engineering efforts. Samant holds a bachelor's degree in Computer Science and Engineering from University of Pune, India.

“Quincy and Shashank are technology services experts, each playing a key role in service-led transformations,” said Gerry Smith, Office Depot’s Chief Executive Officer. “Their demonstrated leadership in innovative technology and business development will bring valuable and innovative perspectives to our business.”

About Office Depot, Inc.

Office Depot, Inc. (NASDAQ:ODP) is a leading provider of business services, products and technology solutions to small, medium and enterprise businesses, through a fully integrated B2B distribution platform of approximately 1,300 stores, online presence, and dedicated sales professionals and technicians. Through its banner brands Office Depot®, OfficeMax®, CompuCom® and Grand&Toy®, as well as others, the Company offers its customers the tools and resources they need to focus on their passion of starting, growing and running their business. For more information, visit news.officedepot.com and follow @officedepot on Facebook, Twitter and Instagram.

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