

OFFICEMAX INC  
Form 425  
May 24, 2013

**Filed by Office Depot, Inc.**

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**under the Securities Exchange Act of 1934**

**Subject Company: OfficeMax Incorporated**

**Commission File No. 1-05057**

**Date: May 24, 2013**

13100 Office Depot Names Boston Consulting Group as Integration Partner

#### WHY DID WE CHOOSE BOSTON CONSULTING GROUP?

BCG just came with the best approach, the best people. Over 25% of Boston Consulting's business is merger integration. The two people that they've assigned to us Tom Lutz and Danny Freidman, are excellent and have done 20,30,40 of these. Some of very significant size that are very relevant.

#### WHY DO WE NEED AN INTEGRATION PARTNER?

I've done a lot of acquisitions. I've done a lot of ERP implementations. But I've never done anything of this size. They've worked with a lot of difficult situations. They've worked in merger of equals situations, so they understand the complexity and cultural challenges.

#### WHAT MAKES A MERGER OF EQUALS A HARDER INTEGRATION PATH?

Usually in a situation you have an acquirer and an acquiree and there's clear leadership. There's clear definition of strategy. A steering committee with two CEOs, two CFOs this is basically going to be two of everything that are going to have to make progress and come to agreements on how this is going to work.

#### WHAT IS THE ROLE OF BCG IN THE INTEGRATION?

Their role is basically to lead the process. To work with our business transformation team here, and Max's on the other side, and basically put a process together that integrates all the different work streams and gets after the synergies.

#### WHAT CAN BCG AND THE INTEGRATION TEAMS DO TODAY?

We can do a lot. We can put together a plan that touches on all the synergy areas. And the Integration Management Office plans to work the scheduling, the deliverables, the metrics on how we're going to determine success. They've done this with other similar clients and similar mergers and we're confident we can get a lot of those synergies.

#### WHAT MAKES THIS AN IMPORTANT FIRST STEP?

It's huge. This first step is going to dictate how successful we are 12 months from now in delivering synergies. If we take a slow careful approach, you'll push the synergies out. The reaction from Wall Street will be negative. You know the credibility that The Street gives the management team and the integrator for a plan that makes sense is huge. So we have a window here of probably a couple months to get people to understand we know what we're doing.

**NO OFFER OR SOLICITATION**

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction in connection with the proposed merger of Office Depot, Inc. ( Office Depot ) with OfficeMax Incorporated ( OfficeMax ) or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

**IMPORTANT INFORMATION HAS BEEN AND WILL BE FILED WITH THE SEC**

Office Depot has filed with the SEC a registration statement on Form S-4 that includes a preliminary Joint Proxy Statement of Office Depot and OfficeMax that also constitutes a preliminary prospectus of Office Depot. The registration statement has not yet become effective. Office Depot and OfficeMax plan to mail the definitive Joint Proxy Statement/Prospectus to their respective shareholders in connection with the transaction. INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT OFFICE DEPOT, OFFICEMAX, THE TRANSACTION AND RELATED MATTERS. Investors and shareholders will be able to obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed with the SEC by Office Depot and OfficeMax through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and shareholders will be able to obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed by Office Depot with the SEC by contacting Office Depot Investor Relations at 6600 North Military Trail, Boca Raton, FL 33496 or by calling 561-438-7878, and will be able to obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed by OfficeMax by contacting OfficeMax Investor Relations at 263 Shuman Blvd., Naperville, Illinois 60563 or by calling 630-864-6800.

**PARTICIPANTS IN THE SOLICITATION**

Office Depot and OfficeMax and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the respective shareholders of Office Depot and OfficeMax in respect of the transaction described the Joint Proxy Statement/Prospectus. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Office Depot and OfficeMax in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the definitive Joint Proxy Statement/Prospectus when it is filed with the SEC. Information regarding Office Depot's directors and executive officers is contained in Office Depot's Annual Report on Form 10-K for the year ended December 29, 2012 and Amendment No. 1 on Form 10-K/A, which are filed with the SEC. Information regarding OfficeMax's directors and executive officers is contained in OfficeMax's Annual Report on Form 10-K for the year ended December 29, 2012 and its Proxy Statement on Schedule 14A, dated March 19, 2013, which are filed with the SEC.

**OFFICE DEPOT SAFE HARBOR STATEMENT**

This communication may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning Office Depot, the merger and other transactions contemplated by the merger agreement, Office Depot's long-term credit rating and its revenues and operating earnings. These statements or disclosures may discuss goals, intentions and expectations as to future trends, plans, events, results of operations or financial condition, or state other information relating to Office Depot, based on current beliefs of management as well as assumptions made by, and information currently available to,

management. Forward-looking statements generally will be accompanied by words such as anticipate, believe, plan, could, estimate, expect, forecast, guidance, intend, may, possible, potential, predict, project or other similar words, phrases or expressions. These forward-looking statements are subject to various risks and uncertainties, many of which are outside of Office Depot's control. Therefore, investors and shareholders should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include adverse regulatory decisions; failure to satisfy other closing conditions with respect to the merger; the risks that the new businesses will not be integrated successfully or that Office Depot will not realize estimated cost savings and synergies; Office Depot's ability to maintain its current long-term credit rating; unanticipated changes in the markets for its business segments; unanticipated downturns in business relationships with customers or their purchases from Office Depot; competitive pressures on Office Depot's sales and pricing; increases in the cost of material, energy and other production costs, or unexpected costs that cannot be recouped in product pricing; the introduction of competing technologies; unexpected technical or marketing difficulties; unexpected claims, charges, litigation or dispute resolutions; new laws and governmental regulations. The foregoing list of factors is not exhaustive. Investors and shareholders should carefully consider the foregoing factors and the other risks and uncertainties that affect Office Depot's business described in its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time with the SEC. Office Depot does not assume any obligation to update these forward-looking statements.