

OFFICEMAX INC
Form 425
May 01, 2013

Coffee Break
May 1, 2013
FINAL
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Subject Company: OfficeMax Incorporated

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2

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the combined company
would

be the third-leading online retailer
in North America based on 2011
sales, edging past previous No. 3
Apple
according to an Internet
Retailer estimate.

This deal has been anticipated for
years, given the strategic logic and
potential synergies.

David Gober, Morgan Stanley
February 20, 2013

Saligram and Austrian emphasized that the combination, which will create a company that will do roughly \$18 billion in revenue, is a merger of equals.
Chicago Tribune

we view ODP-OMX as a compelling opportunity
Brad Thomas,
Key Banc Capital Markets
March 18, 2013

What the Media
are Saying
What the Analysts
are Saying
Strategically, the deal makes sense, as the companies face a changing competitive environment.
The New York Times

Internet
Retailer

3

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Merger Next Steps

Joint Proxy/Form S4 Registration
Statement

Regulatory Review
and Clearance

OMX and ODP Shareholder

Meetings

CEO Selection Process

Brand Decision

Location Decision

Integration Planning

In the meantime, business as usual!

Filed April 9, 2013

Requests OMX and ODP shareholder
approvals and registers the new
ODP shares to be issued upon
closing

Selection Committee
announced April 9, 2013
3 OMX Board members, 3
ODP members

Integration planning co-chairs announced
April 9, 2013

Bruce Besanko, OfficeMax EVP, CFO, CAO
Mike Newman, Office Depot EVP, CFO

Votes to approve merger

The following speaker notes were distributed with Slide 3 of this Coffee Break presentation.

CEO Selection Committee members:

Jim Marino (Co-Chair), OfficeMax Board member, former President and CEO of Alberto Culver Company

Rakesh Gangwal, Non-executive Chairman of the Board of OfficeMax

Francesca Ruiz de Luzuriaga, OfficeMax Board member

Nigel Travis (Co-Chair), Office Depot Board member, CEO of Dunkin Donuts

Tom Colligan, Office Depot Board member

Marty Evans, Office Depot Board member

NO OFFER OR SOLICITATION
PARTICIPANTS IN THE SOLICITATION

6

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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 any securities or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction in connection with OfficeMax's proposed merger with Office Depot 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.

OfficeMax and Office Depot and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the respective shareholders of OfficeMax and Office Depot in respect of the transaction described in the Joint Proxy Statement.

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 OfficeMax and Office Depot in connection with the proposed transaction, including description of their direct or indirect interests, by security holdings or otherwise, is set forth in the Joint Proxy

Statement/Prospectus. Information regarding OfficeMax's directors

Office Depot has filed with the SEC a registration statement on Form S-4 that includes a preliminary Joint Proxy Statement of OfficeMax and Office Depot that also constitutes a preliminary prospectus of Office Depot. The registration statement has not become effective. OfficeMax and Office Depot 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 STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY. THESE DOCUMENTS MAY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT OFFICEMAX, OFFICE DEPOT, THE TRANSACTION, AND OTHER MATTERS. Investors and shareholders may obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed with the SEC by OfficeMax and Office Depot through the website maintained by the SEC at www.sec.gov.

In addition, investors and shareholders may obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed by OfficeMax with the SEC by contacting OfficeMax Investor Relations at 263 Shuman Blvd., Naperville, Illinois 60563 or by calling 630-864-6800, and may 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, Florida 33496 or by calling 561-438-7878.

IMPORTANT
ADDITIONAL
INFORMATION
FILED
WITH
THE
SEC

FORWARD-LOOKING STATEMENTS

7

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and executive officers is contained in OfficeMax's Annual Report on Form 10-K for the year ended December 29, 2012 and its Statement on Schedule 14A, dated March 19, 2013, which are 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, as amended, which is filed with the SEC.

Certain statements made in this document and other written or oral statements made by or on behalf of OfficeMax and Office Depot constitute "forward-looking statements" within the meaning of the federal securities laws, including statements regarding both companies' future performance, as well as management's expectations, beliefs, intentions, plans, estimates or projections relating to the future. OfficeMax and Office Depot cannot guarantee that the macroeconomy will perform within the assumptions underlying their respective projected outlook; that their respective initiatives will be successfully executed and produce the results underlying their respective expectations, due to the uncertainties inherent in new initiatives, including customer acceptance, unexpected expenses or challenges, or slower-than-expected results from initiatives; or that their respective actual results will be consistent with the forward-looking statements and you should not place undue reliance on them. In addition, forward-looking statements could be affected by the following additional factors, among others, related to the business combination: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement or the failure to satisfy closing

conditions; the ability to obtain regulatory approvals or third-party approvals for the transaction and the timing and conditions of such approvals; the ability to obtain approval of the merger by the stockholders of OfficeMax and Office Depot; the risk that the synergies from the transaction may not be realized, may take longer to realize than expected, or may cost more to achieve than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; the ability to successfully integrate the businesses; unexpected costs or unexpected liabilities that may arise from the transaction whether or not consummated; the inability to retain key personnel; future regulatory or legislative actions that could adversely affect OfficeMax and Office Depot; and business plans of the customers and suppliers of OfficeMax and Office Depot. The forward-looking statements made herein are based on current expectations and speak only as of the date they are made. OfficeMax and Office Depot undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of future events, new information or otherwise. Important factors regarding OfficeMax and Office Depot that may cause results to differ from expectations are included in the companies' respective Annual Reports on Form 10-K for the year ended December 29, 2012, under 1A "Risk Factors", and in the companies' other filings with the SEC.