OFFICE DEPOT INC
Form 10-K
February 23, 2016
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-K

(Mark One)

x **Annual Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**
For the fiscal year ended December 26, 2015

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.)
6600 North Military Trail, Boca Raton, Florida	**33496**
(Address of principal executive offices)	(Zip Code)

(561) 438-4800

(Registrant s telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.01 per share	NASDAQ Stock Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ¨ No x

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 requirements for the past 90 days: Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files): Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨	Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 27, 2015 (based on the closing market price on the Composite Tape on June 26, 2015) was approximately $4,829,125,471 (determined by subtracting from the number of shares outstanding on that date the number of shares held by affiliates of Office Depot, Inc.).

The number of shares outstanding of the registrant s common stock, as of the latest practicable date: At January 23, 2016, there were 548,986,561 outstanding shares of Office Depot, Inc. Common Stock, $0.01 par value.

Documents Incorporated by Reference:

Certain information required for Part III of this Annual Report on Form 10-K is incorporated by reference to the Office Depot, Inc. definitive Proxy Statement for its 2016 Annual Meeting of Shareholders, which shall be filed with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities Act of 1934, as amended, within 120 days of Office Depot, Inc. s fiscal year end.

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PART I

Forward-Looking Statements

This Annual Report on Form 10-K (Annual Report) contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995 (the Reform Act), that involve risks and uncertainties. These forward-looking statements include both historical information and other information that can be used to infer future performance. Examples of historical information include annual financial statements and the commentary on past performance contained in Part II Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A). While certain information has specifically been identified as being forward-looking in the context of its presentation, we caution you that, with the exception of information that is historical, all the information contained in this Annual Report should be considered to be forward-looking statements as referred to in the Reform Act. Without limiting the generality of the preceding sentence, any time we use the words estimate, project, intend, expect, believe, anticipate, continue and similar expressions, we intend to clearly express that the infor deals with possible future events and is forward-looking in nature. Certain information in our MD&A is clearly forward-looking in nature, and without limiting the generality of the preceding cautionary statements, we specifically advise you to consider all of our MD&A in the light of the cautionary statements set forth herein.

Much of the information in this Annual Report that looks towards future performance of Office Depot, Inc. and its subsidiaries is based on various factors and important assumptions about future events that may or may not actually come true. As a result, our operations and financial results in the future could differ materially and substantially from those we have discussed in this Annual Report. Significant factors that could impact our future results are provided in Part I Item 1A. Risk Factors included in this Annual Report. Other risk factors are incorporated into the text of our MD&A, which should itself be considered a statement of future risks and uncertainties, as well as management s view of our businesses.

In this Annual Report, unless the context otherwise requires, the Company , Office Depot , we , us , and our refer to Office Depot, Inc. and its subsidiaries.

Item 1. Business

Staples Acquisition

On February 4, 2015, Staples, Inc. (Staples) and the Company entered into a definitive merger agreement (the Staples Merger Agreement), under which Staples will acquire all of the outstanding shares of Office Depot and the Company will become a wholly owned subsidiary of Staples (the Staples Acquisition). Under the terms of the Staples Merger Agreement, Office Depot shareholders will receive, for each Office Depot share held by such shareholders, $7.25 in cash and 0.2188 of a share in Staples common stock at closing (the Merger Consideration). Each employee share-based award outstanding at the date of the Staples Merger Agreement will vest upon the effective date of the Staples Acquisition. Upon the effective date of the Staples Acquisition, employee share-based awards subsequently granted in 2015 will be converted into a contingent right to receive the cash equivalent of the Merger Consideration subject to the same terms and conditions of the corresponding award; provided that performance and vesting periods shall be reduced in duration. The Staples Merger Agreement includes representations, warranties and conditions, including breakup fees payable or receivable under certain conditions if the transaction fails to close. Under the Staples Merger Agreement, the Senior Secured Notes will be discharged, redeemed or defeased at the Effective Time of the Staples Acquisition.

The transaction has been approved by both companies Boards of Directors and Office Depot shareholders. The completion of the Staples Acquisition is subject to customary closing conditions including, among others, regulatory approvals under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and under

the antitrust and competition laws of the European Union and Canada. The Company and Staples have received antitrust clearance for the transaction from regulators in Australia, New Zealand and China.

On December 7, 2015, the United States Federal Trade Commission (the FTC) informed Office Depot and Staples that it intends to block the Staples Acquisition. On the same date, Office Depot and Staples announced their intent to contest the FTC s decision to challenge the transaction. Also on December 7, 2015, the Canadian Competition Bureau filed an application to block the transaction with the Canadian Competition Tribunal. On February 2, 2016, the Company and Staples entered into a letter agreement to waive, until May 16, 2016, certain of their respective rights to terminate the Staples Merger Agreement.

On February 10, 2016, Staples announced that it has received conditional approval from European Union regulatory authorities to acquire Office Depot and the parties plan to divest Office Depot s European businesses in connection with the consummation of the pending acquisition of Office Depot by Staples.

On February 16, 2016, Staples announced an agreement to sell more than $550 million in large corporate contract business and related assets for $22.5 million, contingent upon successful completion of the Staples Acquisition.

Refer to the Company s Current Report on Form 8-K filed with the SEC on February 4, 2015 (the Staples Merger Form 8-K) for additional information on the transaction. For further information on expenses incurred in 2015 related to the Staples Acquisition, refer to Part II Item 7. MD&A of this Annual Report.

Merger and Integration

On November 5, 2013, the Company completed its merger with OfficeMax Incorporated (OfficeMax) in an all-stock transaction (the Merger). Since the Merger date, OfficeMax s financial results have been included in our Consolidated Financial Statements, as discussed herein.

From the Merger date through the end of 2015, significant progress has been made on key integration activities, including the implementation of the Company s real estate strategy (the Real Estate Strategy) which identified at least 400 retail stores for closure through 2016 along with planned changes to the supply chain. In the United States, we closed 168 and 181 retail stores in 2014 and 2015, respectively, converted all stores to common point of sale systems, completed certain warehouse cross-banner consolidations and platform modifications, successfully launched the co-branded website (www.officedepot.com), combined operating support functions, transitioned certain customers from the OfficeMax to the Office Depot platform, and made significant progress on identifying customer preferences and developing methods to service their needs. Integration activities will continue in 2016 and certain supply chain activities are currently anticipated to be substantially completed by the end of 2017.

The remaining discussion of the Business section in this Annual Report addresses the way the Company operates currently; however, the integration will continue to impact many of these processes in future periods.

The Company

Office Depot is a global provider of office products and services. Office Depot was incorporated in Delaware in 1986 with the opening of its first retail store in Fort Lauderdale, Florida.

The Company sells products and services to consumers and businesses of all sizes through three reportable segments (or Divisions): North American Retail Division, North American Business Solutions Division and International Division. Sales for these Divisions are processed through multiple channels, consisting of office supply stores, a contract sales force, Internet sites, an outbound telephone account management sales force, direct marketing catalogs and call centers, all supported by a network of supply chain facilities and delivery operations. Office Depot currently operates under the Office Depot® and OfficeMax® brands and utilizes other proprietary company and product brand names.

Additional information regarding our Divisions and operations in geographic areas is presented below in Part II Item 7. MD&A and in Note 17, Segment Information, of the Consolidated Financial Statements located in Part IV Item 15. Exhibits and Financial Statement Schedules of this Annual Report.

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The Company s primary website is www.officedepot.com. The Company s primary brands are discussed in the Intellectual Property section below.

Fiscal Year

Our fiscal year results are based on a 52- or 53-week retail calendar ending on the last Saturday in December. Fiscal years 2015, 2014, and 2013 consisted of 52 weeks and ended on December 26, 2015, December 27, 2014, and December 28, 2013, respectively. Fiscal year 2016 will have 53 weeks. The Company s business in Canada, which has been included in the Company s results since the date of the Merger maintains calendar years with December 31 year-ends. The difference in reporting periods does not have a significant impact on the Company s reported results.

North American Retail Division

The North American Retail Division sells a broad assortment of merchandise through our chain of office supply stores throughout the United States, including Puerto Rico and the U.S. Virgin Islands. We currently offer products and services in the following categories: supplies, technology, and furniture and other. Refer to the Merchandising section below for additional product information. Most retail stores also offer copy and print services, as discussed in the Copy & Print Depot™ section below.

At the end of 2015, the North American Retail Division operated 1,564 office supply stores. The count of open stores may include locations temporarily closed for remodels or other factors. We have a broad representation across North America with the largest concentration of our retail stores in Texas, Florida, and California. The majority of our retail stores are located in leased facilities that currently average over 20,000 square feet.

As part of the integration of the Office Depot and OfficeMax stores, we have made significant progress in our Real Estate Strategy, which anticipates the closure of at least 400 stores in North America through 2016. We closed 168 stores in 2014, 181 in 2015, and expect to close more than 50 stores in 2016. Closures include both Office Depot and OfficeMax locations. Implementation of this strategy results in charges for facility closures, termination costs, and asset impairments. Refer to Part II Item 7. MD&A for additional information on the store activity.

The retail stores operate under their legacy banners of Office Depot or OfficeMax, though systems, processes and offerings continue to converge. In 2015, the Company combined the previously existing separate Office Depot and OfficeMax loyalty programs, completed the conversion of all U.S. stores to a common point of sale system and harmonized product offerings.

The Company has embraced an omni-channel focus, including an expanded Buy Online-Pickup in Store offering to reach mobile customers however they choose to shop. Sales fulfilled with store merchandise are included in North America Retail Division results, including the computation of comparable store sales.

Refer to the North American Supply Chain discussion below for additional information on our supply chain network.

Sales and marketing efforts are integral to understanding the Divisions processes and management. These efforts are addressed after the Divisions discussions.

North American Business Solutions Division

The North American Business Solutions Division sells nationally branded and our own brands products and services to customers in Canada and the United States, including Puerto Rico, and the U.S. Virgin Islands. Office Depot customers are served by a dedicated sales force, through catalogs, telesales, and electronically through our Internet sites. Refer to the Merchandising section below for additional product information. The North American Business Solutions Division also offers copy and print services, as discussed in the Copy & Print Depot™ section below.

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Our contract sales channel employs a dedicated inside and field sales force that services the office supply needs to a range of small, medium and large-sized businesses. Our contract business customers also include various schools and local, state and national governmental agencies. We also enter into agreements with consortiums to sell to various entities and across industries, including governmental and non-profit entities, for non-exclusive buying arrangements. Sales to our contract customers that are fulfilled at retail locations are included in the results of our North American Retail Division, while honoring their contract pricing, as applicable.

Our direct sales channel primarily serves small- to medium-sized customers. Direct customers can order products through our public websites, from our catalogs, or by phone. Website functionality provides customers the convenience of using the loyalty program and offers suggestions by product ratings, pricing, and brand, among other features. Customer orders are fulfilled through our common supply chain; refer to the North American Supply Chain discussion below for additional information on our supply chain network.

Copy & Print Depot™

Office Depot Copy & Print Depot™ provides printing, digital imaging, reproduction, mailing, shipping through UPS, FedEx, and the U.S. Postal Service, and other services. We also maintain nationwide availability of personal computer (PC) support and network installation service that provides our customers with in-home, in-office and in-store support for their technology needs. Sales are recognized by the respective Division based on how the customer order is serviced.

North American Supply Chain

We operate a network of distribution centers (or DCs) and crossdock facilities across the United States, Puerto Rico, and Canada. Certain of our DCs operate as flow-through facilities where merchandise is sorted for distribution and shipped to fulfill the inventory needs of our retail stores and customers. Some DCs in the OfficeMax network are larger facilities primarily serving the retail business. The crossdocks in the OfficeMax network are smaller buildings where customer orders are sorted and loaded onto private fleet trucks for last mile delivery. The DC and crossdock facilities costs, including real estate, technology, labor and inventory, are allocated to the North American Retail Division and North American Business Solutions Division based on the relative services provided.

Through the end of 2015, the integration of the companies has resulted in the closure of 8 DCs and crossdock facilities. In the next two years, we expect to integrate additional supply chain facilities by changing the warehouse inventory management system and expanding capacity to service both Office Depot and OfficeMax banner customers, create or repurpose some locations, and close some locations.

Inventory is held in our DCs at levels we believe sufficient to meet current and anticipated customer needs. Certain purchases are sent directly from the manufacturer to our customers or retail stores. Some supply chain facilities and some retail locations also house sales offices, showrooms, and administrative offices supporting our contract sales channel.

As of December 26, 2015, we operated 45 DC and crossdock facilities in the United States and Canada. Refer to Item 2. Properties for further information.

Out-bound delivery and inbound direct import operations are currently provided by us and third-party carriers.

International Division

In recent years, the International Division has undergone significant restructuring activities, including disposing of assets and streamlining processes, primarily in Europe. In 2015, the Company substantially completed the European restructuring plan to realign the organization from a geographic-focus to a business channel-focus (the European Restructuring Plan). The restructuring plan includes the creation of centralized and standardized processes that operate across Europe. These activities have helped to lower operating expenses. Refer to Part II Item 7. MD&A for further details on this plan.

The International Division sells office products and services through direct mail catalogs, contract sales forces, Internet sites, retail stores, and to a lesser extent, through licensing, franchising, alliances and other arrangements. We also offer copy and print services to our customers in Europe through our e-commerce business and certain retail locations. Refer to the Merchandising section below for additional product information.

As of December 26, 2015, the International Division sold to customers in 57 countries throughout Europe, Asia/Pacific, and Latin America, including wholly-owned operations in 17 countries and through licensing and franchise agreements, cross-border transactions, alliances and other arrangements in an additional 40 countries. Sales through delivery channels, including contract, call centers and the Internet are throughout the Division. Retail operations consisted of 147 stores in France, South Korea, Sweden, New Zealand, and Australia and participation under licensing and merchandise arrangements in certain countries in Latin America, Europe, and Asia.

The Company maintains DCs and call centers throughout Europe and Asia/Pacific to support these operations. Refer to Part I Item 2. Properties for additional information on the International Division stores and DCs count and Part II Item 7. MD&A for stores activity.

The International Division has separate regional headquarters for Europe in The Netherlands and for Asia in Hong Kong.

Merchandising

Our merchandising strategy is to meet our customers needs by offering a broad selection of country and regional branded office products, as well as our own branded products and services. The selection of our own branded products has increased in breadth and level of sophistication over time. We currently offer products under various labels, including Office Depot®, OfficeMax®, Foray®, Ativa®, TUL®, Realspace®, WorkPro®, Brenton Studio®, Highmark®, Grand & Toy® and Viking Office Products®.

We classify our products into three categories: (1) supplies, (2) technology, and (3) furniture and other. The supplies category includes products such as paper, binders, writing instruments, cleaning and breakroom items, and school supplies. The technology category includes products such as desktop and laptop computers, monitors, tablets, printers, ink and toner, cables, software, digital cameras, telephones, and wireless communications products, as well as services for technology products. The furniture and other category includes products such as desks, chairs, luggage, sales in our copy and print centers, and other miscellaneous items.

Total Company sales by product group were as follows:

	2015	2014	2013*
Supplies	**47.6%**	47.2%	46.6%
Technology	**37.3%**	38.0%	40.6%
Furniture and other	**15.1%**	14.8%	12.8%
	100.0%	100.0%	100.0%

* Amounts include the OfficeMax sales since November 5, 2013.

We buy substantially all of our merchandise directly from manufacturers, industry wholesalers, and other primary suppliers, including direct sourcing of our own brands products from domestic and offshore sources. We also enter into arrangements with vendors that can lower our unit product costs if certain volume thresholds or other criteria are met. For additional discussion regarding these arrangements, refer to Critical Accounting Policies in Part II Item 7. MD&A .

We operate separate merchandising functions in North America, Europe and Asia/Pacific. Each group is responsible for selecting, purchasing and pricing merchandise as well as managing the product life cycle of our inventory. In recent years, we have increasingly used global offerings across all regions to further reduce our product cost while maintaining product quality.

We operate a converged global sourcing office in Shenzhen, China, which allows us to better manage our product sourcing, logistics and quality assurance. This office consolidates our purchasing power with Asian factories and, in turn, helps us to increase the scope of our own branded offerings.

Sales and Marketing

As part of bringing Office Depot and OfficeMax together and setting a foundation for growth, the Company has invested significant effort to identify our customers needs, understand their preferences and develop strategies to meet their needs. This includes assessing consumer shopping needs and behaviors which will help refine our strategy to identify and offer desired product assortment, shopping environment and purchasing methods. This effort will help shape our business in future periods and may impact store and website design, product offerings and placement, promotional activity and customer contact methods. Identifying the most desirable and effective way to reach our customers and allowing them to shop through whichever channel they prefer will continue to be a priority in the future.

Our marketing programs are designed to attract and retain customers, drive frequency of customer visits, and increase customers spend in our stores and websites. We regularly advertise in major newspapers in most of our North American markets. We also advertise through local and national radio, network and cable television advertising campaigns, and direct marketing efforts, such as the Internet and social networking. Our North American marketing programs are prepared on a combined banner basis.

In early 2015, we combined the previously existing separate Office Depot and OfficeMax loyalty programs. Our customer loyalty program provides customers with rewards that can be applied to future purchases or other incentives. These programs enable us to market more effectively to our customers. Loyalty programs may change in popularity in the future, and we may make alterations to them from time to time.

We perform periodic competitive pricing analyses to monitor each market, and prices are adjusted as necessary to further our competitive positioning. We generally target our everyday pricing to be competitive with other resellers of office products.

We acquire new customers by selectively mailing specially designed catalogs and by making on-premises sales calls to prospective customers. We also make outbound sales calls using dedicated agents through our telephone account management program. We obtain the names of prospective customers in new and existing markets through the purchase of selected lists from outside marketing information services and other sources as well as through the use of a proprietary mailing list system. We also acquire customers through e-mail marketing campaigns and online affiliates. No single customer in any of our Divisions accounts for more than 10% of our total sales or accounts receivable.

Our business is somewhat seasonal, with sales generally trending lower in the second quarter, following the back-to-business sales cycle in the first quarter and preceding the back-to-school sales cycle in the third quarter and the holiday sales cycle in the fourth quarter. Certain working capital components may build and recede during the year reflecting established selling cycles. Business cycles can and have impacted our operations and financial position when compared to other periods.

With the exception of online purchases placed or fulfilled in our retail locations, online sales activities are reported in the North American Business Solutions or International Divisions, as appropriate.

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Intellectual Property

We currently operate under the Office Depot® and OfficeMax® brand names. We hold trademark registrations domestically and worldwide and have numerous other applications pending worldwide for the names Office Depot , Viking , Ativa , Foray , Realspace , OfficeMax , TUL , Brenton Studio , Highmark and others. As with all domestic trademarks, our trademark registrations in the United States are for a ten year period and are renewable every ten years, prior to their respective expirations, as long as the trademarks are used in the regular course of trade. We also hold issued patents and pending patent applications domestically and internationally for certain private brand products, such as shredders, binders, and writing instruments.

Industry and Competition

We operate in a highly competitive environment in all three Divisions. We compete with office supply stores, wholesale clubs, discount stores, mass merchandisers, Internet-based companies, food and drug stores, computer and electronics superstores and direct marketing companies. These companies compete with us in substantially all of our current markets. Increased competition in the office products markets, together with increased advertising, and Internet-based search tools, has heightened price awareness among end-users. Such heightened price awareness has led to margin pressure on office products and impacted our results. In addition to price, competition is also based on customer service, the quality and breadth of product selection and convenience. Other office supply retail companies market similarly to us in terms of store format, pricing strategy, product selection and product availability in the markets where we operate, primarily those in the United States. Some of our competitors are larger than us and have greater financial resources, which affords them greater purchasing power, increased financial flexibility and more capital resources for expansion and improvement, which may enable them to compete more effectively. We anticipate that in the future we will continue to face competition from these companies.

We believe our customer service and the efficiency and convenience for our customers from our combined contract and retail distribution channels help our North American Business Solutions Division to compete with other business-to-business office products distributors.

We believe our North American Retail Division segment competes based on the quality of our customer service, our store formats, the breadth and depth of our merchandise offering and our pricing.

Internationally, we compete on a similar basis to North America. Our wholly-owned entities in the International Division sell through contract and catalog channels and operate retail stores in 17 countries. Additionally, our International Division provides office products and services in another 40 countries through licensing and franchise agreements, cross-border transactions, alliances and other arrangements.

Employees

As of January 23, 2016, we had approximately 49,000 employees worldwide. In certain international locations, changes in staffing or work arrangements may need approval of local works councils or other bodies.

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Environmental Matters

As both a significant user and seller of paper products, we have developed environmental practices that are values-based and market-driven. Our environmental initiatives center on three guiding principles: (1) recycling and pollution reduction; (2) sustainable forest management; and (3) issue awareness and market development for environmentally preferable products. We offer thousands of different products containing recycled content and technology recycling services.

Office Depot continues to implement environmental programs in line with our stated environmental vision to increasingly buy green, be green and sell green including environmental sensitivity in our packaging, operations and sales offerings. Operations in the US and internationally have been commended for our leadership position for our facility design, recycling efforts, and green product offerings. Additional information on our achievements and green product offerings can be found at www.officedepotcitizenship.com/planet/ and www.officedepot.com/buygreen.

We are subject to a variety of environmental laws and regulations related to historical OfficeMax operations of paper and forest products businesses and timberland assets. We record environmental and asbestos liabilities, and accrue losses associated with these obligations, when probable and reasonably estimable. We record a separate insurance recovery receivable when considered probable. Refer to Item 3. Legal Proceedings for additional information.

Available Information

We make available, free of charge, on the Investor Relations section of our website www.officedepot.com, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), as soon as reasonably practicable after we electronically file or furnish such materials to the United States Securities and Exchange Commission (SEC). In addition, the public may read and copy any of the materials we file with the SEC at the SEC s Public Reference Room at 100 F Street, NE, Washington DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers, such as the Company, that file electronically with the SEC. The address of that website is www.sec.gov.

Additionally, our corporate governance materials, including our bylaws; corporate governance guidelines; charters of the Audit, Compensation, Finance and Integration, and Corporate Governance and Nominating Committees; and code of ethical behavior may also be found under the Investor Relations section of our website.

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Our Executive Officers

Michael Allison Age: 58

Mr. Allison was appointed as our Executive Vice President and Chief People Officer in December 2013. From July 2011 until December 2013, Mr. Allison was our Executive Vice President, Human Resources. Mr. Allison joined Office Depot in September 2006 as Vice President, Human Resources. Prior to joining Office Depot, Mr. Allison served as Executive Vice President of Human Resources for Victoria s Secret Direct from February 2001 to September 2005. Prior to Victoria s Secret, he was Senior Vice President of Human Resources for Bank One, and Senior Vice President and Director of Human Resources for National City Bank.

Mark Cosby Age: 57

Mr. Cosby was appointed as our President, North America in July 2014. From September 2011 to November 2013, Mr. Cosby served as the President, Pharmacy at CVS Caremark Corporation, where he was responsible for all aspects of the $65 billion retail business, including 7,600 retail stores, 19 distribution centers, retail merchandising, supply chain, marketing, real estate and store pharmacy operations. Prior to CVS, Mr. Cosby spent five years at Macy s, Inc., where he served in a number of executive roles, including President, Stores from April 2009 to August 2011. Prior to Macy s, Inc., Mr. Cosby served as President, Full-line Stores at Sears, Roebuck & Company and chief operating officer and chief development officer at YUM! Brands, Inc.

Elisa D. Garcia C. Age: 58

Ms. Garcia was appointed as our Executive Vice President, Chief Legal Officer and Corporate Secretary in December 2013. From July 2007 until December 2013, Ms. Garcia was our Executive Vice President, General Counsel and Corporate Secretary. Ms. Garcia is responsible for global legal and compliance matters, loss prevention, safety, and government relations. Prior to joining Office Depot, Ms. Garcia served as Executive Vice President, General Counsel and Corporate Secretary of Domino s Pizza, Inc. from April 2000 until May 2007. Prior to joining Domino s Pizza, Ms. Garcia served as Latin American Regional Counsel for Philip Morris International, and Corporate Counsel for GAF Corporation. Ms. Garcia currently serves as a director of Dollarama, Inc. a Canadian dollar store operator.

Stephen Hare Age: 62

Mr. Hare was appointed as our Executive Vice President and Chief Financial Officer in December 2013. Prior to joining the Company, Mr. Hare served as the Senior Vice President and Chief Financial Officer of The Wendy s Company, a restaurant owner, operator and franchisor, from July 2011 until September 2013. Mr. Hare also served as the Senior Vice President and Chief Financial Officer of Wendy s/Arby s Group, Inc., a position he held from October 2008 until July 2011. He also served as Chief Financial Officer of Arby s Restaurant Group, Inc., a restaurant owner, operator and franchisor (Arby s), from June 2006 until the sale of Arby s by The Wendy s Company in July 2011. Prior to joining The Wendy s Company, Mr. Hare served as an Executive Vice President of Cadmus Communications Corporation (Cadmus), a leading publisher of scientific, technical, medical, and scholarly journals, and as President of Publisher Services Group, a division of Cadmus, from January 2003 to June 2006, and as the Executive Vice President, Chief Financial Officer of Cadmus from September 2001 to January 2003. Mr. Hare currently serves as a director of Hanger, Inc., a provider of orthotic and prosthetic products and services that enhance human physical capability.

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Juliet Johansson Age: 46

Ms. Johansson was appointed as our Executive Vice President and Chief Strategy Officer in March 2014. From May 2012 to September 2013, Ms. Johansson served as Senior Vice President of the Global Commercial Business of Biomet 3i, a dental implant manufacturer. Prior to Biomet 3i, Ms. Johansson served as an Operating Advisor at The Blackstone Group from September 2010 to May 2012. Prior to the Blackstone Group, Ms. Johansson spent five years at Ryder, Inc., where she held a number of senior executive roles involving strategy, national sales and marketing, including Vice President Marketing from September 2005 to March 2008 and Vice President National Sales until March 2010. Prior to Ryder, Ms. Johansson was a consultant with McKinsey & Company for seven years.

Kim Moehler Age: 47

Ms. Moehler was appointed as our Senior Vice President and Controller in March 2012, and Senior Vice President, Finance and Chief Accounting Officer in December 2013. Ms. Moehler previously served as Senior Vice President, Finance North American Retail and North America Financial Planning & Analysis from February 2012 until March 2012, and as our Senior Vice President, Finance North American Retail from September 2006 through February 2012. From May 2000 through September 2006, Ms. Moehler served in director and vice president finance positions at the Company. Ms. Moehler joined Office Depot in February 1999 as Senior Manager, Budget & Finance Reporting. Before Office Depot, Ms. Moehler was employed with Advantica Corporation (owner of Denny s restaurants), leaving as the Director of Field Finance. Ms. Moehler is a licensed CPA.

Steven Schmidt Age: 61

Mr. Schmidt was appointed as our Executive Vice President and President of International in November 2011 after serving as our Executive Vice President, Corporate Strategy and New Business Development from July 2011 until November 2011, and as our President, North American Business Solutions from July 2007 until November 2011. Prior to joining Office Depot, Mr. Schmidt spent 11 years with the ACNielsen Corporation, most recently serving as President and Chief Executive Officer. Prior to joining ACNielsen, Mr. Schmidt spent eight years at the Pillsbury Food Company, serving as President of its Canadian and Southeast Asian operations. He has also held management positions at PepsiCo and Procter & Gamble.

Roland Smith Age 61

Mr. Smith was appointed as our Chairman and Chief Executive Officer in November 2013. Prior to joining Office Depot, Mr. Smith served as the President and Chief Executive Officer of Delhaize America, LLC, the U.S. division of Delhaize Group, and Executive Vice President of Delhaize Group, an international food retailer, from October 2012 to September 2013. Mr. Smith was a Special Advisor to The Wendy s Company, a restaurant owner, operator and franchisor, from September 2011 to December 2011, served as President and Chief Executive Officer from July 2011 to September 2011. Mr. Smith served as President and Chief Executive Officer of Wendy s/Arby s Group, Inc. and Chief Executive Officer of Wendy s International, Inc. from September 2008 to July 2011. Mr. Smith also served as Chief Executive Officer of Triarc Companies, Inc. from June 2007 to July 2011, and the Chief Executive Officer of Arby s Restaurant Group, Inc., a restaurant owner, operator and franchisor, from April 2006 to September 2008. Mr. Smith served as President and Chief Executive Officer of American Golf Corporation and National Golf Properties, an owner and operator of golf courses, from February 2003 to November 2005. He was President and Chief Executive Officer of AMF Bowling Worldwide, Inc., an owner and operator of bowling centers, from April 1999 until January 2003. Mr. Smith has been a director of Carmike Cinemas, Inc. s (Carmike) since June 2009, and currently serves as Chairman of the Board and Chairman of the Compensation and Nominating Committee and as a member of the Executive Committee of Carmike s board.

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Item 1A. Risk Factors.

In addition to risks and uncertainties in the ordinary course of business that are common to all businesses, important factors that are specific to our industry and our Company could materially impact our future performance and results. We have provided below a list of risk factors that should be reviewed when considering investing in our securities.

Risks Related to the Staples Acquisition

On February 4, 2015, we entered into the Staples Merger Agreement with Staples, a Delaware corporation and Staples AMS, Inc., a Delaware corporation and a wholly owned subsidiary of Staples (Merger Sub), providing for, among other things, that, upon the terms and subject to the conditions set forth therein, Merger Sub will merge with and into the Company, with the Company surviving as a wholly owned subsidiary of Staples. In connection with the proposed merger, we are subject to certain risks including, but not limited to, those set forth below.

For additional information related to the Staples Merger Agreement, please refer to the Staples Merger Form 8-K. The foregoing description of the Staples Merger Agreement is qualified in its entirety by reference to the full text of the Merger Agreement attached as Exhibit 2.1 to the Staples Merger Form 8-K.

The pendency of the Staples Acquisition could adversely affect our business, results of operations and financial condition.

The pendency of the Staples Acquisition of our company with Staples could continue to cause disruptions in and create uncertainty surrounding our business, including affecting our relationships with our existing and future customers, suppliers and employees, which could have an adverse effect on our business, results of operations and financial condition, regardless of whether the proposed Staples Acquisition is completed. In particular, we could potentially lose additional important personnel as a result of the departure of employees who decide to pursue other opportunities in light of the Staples Acquisition. We could also potentially lose additional customers or suppliers, and new customer or supplier contracts could be delayed or decreased. In addition, we have allocated, and will continue to allocate, significant management resources towards the completion of the transaction, which could adversely affect our business and results of operations.

We are subject to restrictions on the conduct of our business prior to the consummation of the Staples Acquisition as provided in the Staples Merger Agreement, including, among other things, certain restrictions on our ability to acquire other businesses, sell or transfer our assets, amend our organizational documents, issue stock, and incur indebtedness. These restrictions could result in our inability to respond effectively to competitive pressures, industry developments and future opportunities, retain key employees and may otherwise harm our business, results of operations and financial condition.

Failure to complete the proposed Staples Acquisition could adversely affect our business and the market price of our common stock.

There is no assurance that the closing of the Staples Acquisition will occur. Consummation of the Staples Acquisition is subject to certain conditions, including, among other things, the absence of laws or judgments prohibiting or enjoining the merger and the receipt of certain regulatory approvals. We cannot predict with certainty whether and when any of these conditions will be satisfied. In addition, the Staples Merger Agreement may be terminated under certain specified circumstances, including, but not limited to, a termination of the Staples Merger Agreement by us to enter into an agreement for a superior proposal . If the Staples Merger Agreement is terminated by us, we may be required to pay Staples a termination fee of $185 million. Our common stock price has been impacted by the pending Staples Acquisition. Our common stock price will likely continue to be impacted by the developments and outcome of the Staples Acquisition. We will have incurred

significant costs, including, among other things, the diversion of management resources, for which we will have received little or no benefit if the closing of the Staples Acquisition does not occur. A failed transaction may result in negative publicity and a negative impression of us in the investment community. The occurrence of any of these events individually or in combination could have a material adverse effect on our results of operations and the market price of our common stock.

Risks Related to Our Business

Our ongoing business is subject to certain risks related to our merger with OfficeMax and restructuring activities.

We completed a merger with OfficeMax on November 5, 2013, pursuant to which OfficeMax became an indirect, wholly-owned subsidiary of our Company. The Merger involved the integration of two companies that previously operated independently with principal offices in two distinct locations. We have devoted, and will continue to devote, significant management attention and resources to integrating the companies. The combined company is expected to capture more than $750 million in synergy benefits when the integration is fully implemented. Additionally, in response to economic and competitive factors in our industry, we may, from time to time, undertake certain restructuring activities within our business divisions to improve our performance. In recent years, the International Division has undergone significant restructuring activities, including disposing of assets and streamlining processes, primarily in Europe in an effort to be more responsive to customer needs and further improve processes. In 2015, we substantially completed the European-wide restructuring plan to realign the business organization from a geographic focus to a business channel focus.

We may not be able to achieve the expected Merger synergies or restructuring benefits due to certain risks, among other things, risks that:

- the continued integration of the businesses of Office Depot and OfficeMax may take longer, be more difficult, time-consuming or costly to accomplish than expected;
- we may experience business disruption during periods of restructuring activities, including adverse effects on employee retention and loss of employee focus during periods of restructuring activities;
- we may be unable to avoid potential liabilities and unforeseen increased expenses or delays associated with the Merger integration or other restructuring activities, including in Europe;
- there may be unanticipated changes in the markets for the combined Company s business segments;
- branding or rebranding initiatives may involve substantial costs and may not be favorably received by customers;
- there may be unanticipated downturns in business relationships with customers;
- there may be competitive pressures on the combined Company s sales and pricing;
- we may be unable to close all of the stores targeted for closure or such store closures may not result in the benefits or cost savings at levels that we anticipate due to factors such as sales transfers to stores remaining open being below our projections and costs to close stores being higher than our projections, because of the terms of the existing lease, the condition of the local property market, demand for the specific property, our relationship with the landlord, the availability of potential sub-lease tenants and employee severance and other costs;

the benefits of any restructuring activity, including in Europe, may not be fully realized due to competitive, regulatory or operational difficulties; and

we may be unable to successfully manage the complex integration of systems, technology, networks and other assets of the combined Company in a manner that minimizes any adverse impact on our customers, vendors, suppliers, employees and other constituencies.
Accordingly, there can be no assurance that: (i) the Merger and restructuring activities will result in the realization of the full benefits of synergies, innovation and operational efficiencies that we currently expect; (ii) these benefits will be achieved within the anticipated timeframe: (iii) we will be able to fully and accurately measure any such synergies; or (iv) we will be able to implement new strategies to transform the combined Company. Failure to successfully integrate the businesses and realize the projected synergies, innovation and operational efficiencies may have a material adverse effect on our business and results of operations.

Our business is highly competitive and failure to adequately differentiate ourselves or respond to the decline in general office supplies sales or to shifting consumer demands could adversely impact our financial performance.

The office products market is highly competitive and we compete locally, domestically and internationally with office supply stores, including Staples, wholesale clubs such as Costco, Sam s Club and BJs, mass merchandisers such as Wal-Mart and Target, computer and electronics superstores such as Best Buy, Internet-based companies such as Amazon.com, food and drug stores, discount stores, and direct marketing companies. Many competitors have also increased their presence by broadening their assortments or broadening from retail into the delivery and e-commerce channels, while others have substantially greater financial resources to devote to sourcing, marketing and selling their products. Product pricing is also becoming ever more competitive, particularly among competitors on the Internet. In order to achieve and maintain expected profitability levels, we must continue to grow by adding new customers and taking market share from competitors. In addition, consumers are utilizing more technology and purchasing less paper, ink and toner, physical file storage and general office supplies. If we are unable to: (i) provide technology solutions and services that meet consumer needs; (ii) continuously stock products that are up-to-date and among the latest trends in the rapidly changing technological environment; (iii) differentiate ourselves from other retailers who sell similar products; and (iv) effectively compete, our sales and financial performance could be negatively impacted.

Failure to execute effective advertising efforts may adversely impact the Company s financial performance.

Effective advertising and marketing efforts play a crucial role in maintaining high customer traffic. The Company focuses on developing new marketing initiatives and maintaining effective promotional strategies that target further growth the Company s business. Failure to execute effective advertising efforts to attract new customers or retain existing customers may adversely impact the Company s financial performance.

If we are unable to successfully maintain a relevant multichannel experience for our customers, our results of operations could be adversely affected.

With the increasing use of computers, tablets, mobile phones and other devices to shop in our stores and online, we offer full and mobile versions of our website and applications for mobile phones and tablets. In addition, we are increasing the use of social media as a means of interacting with our customers and enhancing their shopping experiences. Multichannel retailing is rapidly evolving and we must keep pace with the changing expectations of our customers and new developments by our competitors. If we are unable to attract and retain team members or contract third parties with the specialized skills needed to support our multichannel platforms, or are unable to implement improvements to our customer-facing technology in a timely manner, our ability to compete and our results of operations could be adversely affected. In addition, if our website and our other customer-facing technology systems do not function as designed, the customer experience could be negatively affected, resulting in a loss of customer confidence and satisfaction, and lost sales, which could adversely affect our reputation and results of operations.

Disruptions of our computer systems could adversely affect our operations.

We rely heavily on computer systems to process transactions, manage our inventory and supply-chain and to summarize and analyze our global business. If our systems are damaged or fail to function properly, or, if we do not replace or upgrade certain systems, we may incur substantial costs to repair or replace them and may experience an interruption of our normal business activities or loss of critical data. We are undertaking certain system enhancements and conversions to increase productivity and efficiency, that, if not done properly, could divert the attention of our workforce and constrain for some time our ability to provide the level of service our customers demand. Also, once implemented, the new systems and technology may not provide the intended efficiencies or anticipated benefits, and could add costs and complications to our ongoing operations.

A breach of our information technology systems could adversely affect our reputation, business partner and customer relationships and operations and result in high costs.

Through our sales, marketing activities, and use of third-party information, we collect and store certain personally identifiable information that our customers provide to purchase products or services, enroll in promotional programs, register on our website, or otherwise communicate and interact with us. This may include, but is not limited to, names, addresses, phone numbers, driver license numbers, e-mail addresses, contact preferences, personally identifiable information stored on electronic devices, and payment account information, including credit and debit card information. We also gather and retain information about our employees in the normal course of business. We may share information about such persons with vendors that assist with certain aspects of our business. In addition, our online operations depend upon the secure transmission of confidential information over public networks, such as information permitting cashless payments.

We have instituted safeguards for the protection of such information. These security measures may be compromised as a result of third-party security breaches, burglaries, cyber-attack, errors by employees or employees of third-party vendors, faulty password management, misappropriation of data by employees, vendors or unaffiliated third-parties, or other irregularity, and result in persons obtaining unauthorized access to our data or accounts. Despite instituted safeguards for the protection of such information, we cannot be certain that all of our systems and those of our vendors and unaffiliated third-parties are entirely free from vulnerability to attack or compromise given that the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently. During the normal course of our business, we have experienced and we expect to continue to experience attempts to breach our systems, and we may be unable to protect sensitive data and the integrity of our systems or to prevent fraudulent purchases. Moreover, an alleged or actual security breach that affects our systems or results in the unauthorized release of personally identifiable information could:

- materially damage our reputation and brand, negatively affect customer satisfaction and loyalty, expose us to negative publicity, individual claims or consumer class actions, administrative, civil or criminal investigations or actions, and infringe on proprietary information; and

- cause us to incur substantial costs, including but not limited to costs associated with remediation for stolen assets or information, payments of customer incentives for the maintenance of business relationships after an attack, litigation costs, lost revenues resulting from unauthorized use of proprietary information or the failure to retain or attract customers following an attack, and increased cyber security protection costs. While we maintain insurance coverage that may, subject to policy terms and conditions, cover certain aspects of our cyber risks, such insurance coverage may be unavailable or insufficient to cover our losses or all types of claims that may arise in the continually evolving area of cyber risk.

We do a significant amount of business with government entities, various purchasing consortiums, and through sole- or limited- source distribution arrangements, and loss of this business could negatively impact our results.

One of our largest customer groups consists of various national and international governmental entities, government agencies and non-profit organizations, such as purchasing consortiums. Contracting with U.S. state

and local governments is highly competitive, subject to federal and state procurement laws, requires more restrictive contract terms and can be expensive and time-consuming. Bidding such contracts often requires that we incur significant upfront time and expense without any assurance that we will win a contract. Our ability to compete successfully for and retain business with the federal and various state and local governments is highly dependent on cost-effective performance. Our business with governmental entities and agencies is also sensitive to changes in national and international priorities and their respective budgets, which in the current economy continue to decrease. We also service a substantial amount of business through agreements with purchasing consortiums and other sole- or limited-source distribution arrangements. If we are unsuccessful in retaining these customers, or if there is a significant reduction in sales under any of these arrangements, it could adversely impact our business and results of operations.

Macroeconomic conditions have had and may continue to adversely affect our business and financial performance.

Our operating results and performance depend significantly on worldwide economic conditions and their impact on business and consumer spending. In the past, the decline in business and consumer spending resulting from the global recession has caused our comparable store sales to continue to decline from prior periods and we have experienced similar declines in most of our other domestic and international businesses. Our business and financial performance may continue to be adversely affected by current and future economic conditions in the U.S. and internationally, including, without limitation, the level of consumer debt, high levels of unemployment, higher interest rates and the ability of our customers to obtain credit, which may cause a continued or further decline in business and consumer spending.

Increases in fuel and other commodity prices could have an adverse impact on our earnings.

We operate a large network of stores, delivery centers, and delivery vehicles around the globe. As such, we purchase significant amounts of fuel needed to transport products to our stores and customers as well as shipping costs to import products from overseas. While we may hedge our anticipated fuel purchases, the underlying commodity costs associated with this transport activity have been volatile in recent years and disruptions in availability of fuel could cause our operating costs to rise significantly to the extent not covered by our hedges. Additionally, other commodity prices, such as paper, may increase and we may not be able to pass along such costs to our customers. Fluctuations in the availability or cost of our energy and other commodity prices could have a material adverse effect on our profitability.

Our business may be adversely affected by the actions of and risks related to the activities of our third-party vendors.

We purchase products for resale under credit arrangements with our vendors and have been able to negotiate payment terms that are approximately equal in length to the time it takes to sell the vendor s products. When the global economy is experiencing weakness as it has over the last several years, vendors may seek credit insurance to protect against non-payment of amounts due to them. If we continue to experience declining operating performance, and if we experience severe liquidity challenges, vendors may demand that we accelerate our payment for their products or require cash on delivery, which could have an adverse impact on our operating cash flow and result in severe stress on our liquidity. Borrowings under our existing credit facility could reach maximum levels under such circumstances, causing us to seek alternative liquidity measures, but we may not be able to meet our obligations as they become due until we secure such alternative measures.

We use and resell many manufacturers branded items and services. As a result, we are dependent on the availability and pricing of key products and services, including ink, toner, paper and technology products. As a reseller, we cannot control the supply, design, function, cost or vendor-required conditions of sale of many of the products we offer for sale. Disruptions in the availability of these products or the products and services we provide to our customers may adversely affect our sales and result in customer dissatisfaction. Further, we cannot

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control the cost of manufacturers   products, and cost increases must either be passed along to our customers or will result in erosion of our earnings.

Failure to identify desirable products and make them available to our customers when desired and at attractive prices could have an adverse effect on our business and our results of operations. In addition, a material interruption in service by the carriers that ship goods within our supply chain may adversely affect our sales. Many of our vendors are small or medium sized businesses which are impacted by current macroeconomic conditions, both in the U.S., Asia and other locations. We may have no warning before a vendor fails, which may have an adverse effect on our business and results of operations.

Our product offering also includes many of our own branded products. While we have focused on the quality of our own branded products, we rely on third-party manufacturers for these products. Such third-party manufacturers may prove to be unreliable, the quality of our globally sourced products may not meet our expectations, such products may not meet applicable regulatory requirements which may require us to recall those products, or such products may infringe upon the intellectual property rights of third-parties. Furthermore, economic and political conditions in areas of the world where we source such products may adversely affect the availability and cost of such products. In addition, our own branded products compete with other manufacturers   branded items that we offer. As we continue to increase the number and types of our own branded products that we sell, we may adversely affect our relationships with our vendors, who may decide to reduce their product offerings through us and may increase their product offerings through our competitors. Finally, if any of our customers are harmed by our own branded products, they may bring product liability and other claims against us. Any of these circumstances could have an adverse effect on our business and results of operations.

Disruption of global sourcing activities and our own brands   quality concerns could negatively impact brand reputation and earnings.

Economic and civil unrest in areas of the world where we source products, as well as shipping and dockage issues, could adversely impact the availability or cost of our products, or both. Most of our goods imported to the U.S. arrive from Asia through ports located on the U.S. west coast and we are therefore subject to potential disruption due to labor unrest, security issues or natural disasters affecting any or all of these ports. In addition, in recent years, we have substantially increased the number and types of products that we sell under our own brands including Office Depot ®, OfficeMax ® and other proprietary brands. While we have focused on the quality of our proprietary branded products, we rely on third-parties to manufacture these products. Such third-party manufacturers may prove to be unreliable, the quality of our globally sourced products may vary from our expectations and standards, such products may not meet applicable regulatory requirements which may require us to recall those products, or such products may infringe upon the intellectual property rights of third-parties. Moreover, as we seek indemnities from the manufacturers of these products, the uncertainty of realization of any such indemnity and the lack of understanding of U.S. product liability laws in certain foreign jurisdictions make it more likely that we may have to respond to claims or complaints from our customers.

A downgrade in our credit ratings or a general disruption in the credit markets could make it more difficult for us to access funds, refinance indebtedness, obtain new funding or issue securities.

While Merger-related costs have been significant between 2013 and 2015, historically, we have generated positive cash flow from operating activities and have had access to broad financial markets that provide the liquidity we need to operate our business. Together, these sources have been used to fund operating and working capital needs, as well as invest in business expansion through new store openings, capital improvements and acquisitions. A deterioration in our financial results or the impact of significant Merger and integration costs could negatively impact our credit ratings, our liquidity and our access to the capital markets. If we need to refinance all or a portion of that indebtedness, there is no assurance that we will be able to secure such refinancing at the same or more favorable terms than the terms of our existing indebtedness.

A default under our credit facility could significantly restrict our access to funding and adversely impact our operations.

Our asset based credit facility contains a fixed charge coverage ratio covenant that is operative only when borrowing availability is below $125 million or prior to a restricted transaction, such as incurring additional indebtedness, acquisitions, dispositions, dividends, or share repurchases. The agreement governing our credit facility (the Amended Credit Agreement as defined in Note 8, Debt, of the Consolidated Financial Statements) also contains representations, warranties, affirmative and negative covenants, and default provisions. A breach of any of these covenants could result in a default under our Amended Credit Agreement. Upon the occurrence of an event of default under our Amended Credit Agreement, the lenders could elect to declare all amounts outstanding to be immediately due and payable and terminate all commitments to extend further credit. If the lenders were to accelerate the repayment of borrowings, we may not have sufficient assets to repay our asset based credit facility and our other indebtedness. Also, should there be an event of default, or a need to obtain waivers following an event of default, we may be subject to higher borrowing costs and/or more restrictive covenants in future periods. Acceleration of our obligations under our credit facilities would permit the holders of our other material debt to accelerate their obligations.

We have incurred significant impairment charges and we continue to incur impairment charges.

In recent years, we recognized significant non-cash asset impairment charges related to under-performing stores in North America. These charges reflect greater than anticipated downturns in sales at certain lower performing stores and in some cases, early closures associated with the Real Estate Strategy. We regularly assess past performance and make estimates and projections of future performance at an individual store level. Reduced sales, our shift in strategy to be less promotional, as well as competitive factors and changes in consumer spending habits resulted in a downward adjustment of anticipated future cash flows for the individual stores that resulted in the impairment. We foresee challenges in the market and economy that could adversely impact our operations. To the extent that forward-looking sales and operating assumptions are not achieved and are subsequently reduced, or if we commit to a more aggressive store downsizing strategy, including allocating capital to further modify store formats, additional impairment charges may result. We have also recognized non-cash asset impairment charges from the abandonment of assets identified as not to be used in the post-Merger organization and from certain lease-related intangible assets that were deemed unrecoverable based on the Real Estate Strategy. Additional asset impairments may be recognized based on future decisions and conditions.

Changes in the numerous variables associated with the judgments, assumptions and estimates we make, in assessing the appropriate valuation of our goodwill, including changes resulting from macroeconomic challenges in international markets, or disposition of components within reporting units, could in the future require a reduction of goodwill and recognition of related non-cash impairment charges. If we were required to further impair our store assets, our goodwill or intangible assets, it could have a material adverse effect on our business and results of operations.

Our quarterly operating results are subject to fluctuation due to the seasonality of our business.

Our business is somewhat seasonal, with sales generally trending lower in the second quarter, following the back-to-business sales cycle in the first quarter and preceding the back-to-school sales cycle in the third quarter and the holiday sales cycle in the fourth quarter. As a result, our operating results have fluctuated from quarter to quarter in the past, with sales and profitability being generally stronger in the second half of our fiscal year than the first half of our fiscal year. Factors that could also cause these quarterly fluctuations include: the pricing behavior of our competitors; the types and mix of products sold; the level of advertising and promotional expenses; severe weather; macroeconomic factors that affect consumer confidence; and the other risk factors described in this section. Most of our operating expenses, such as occupancy costs and associate salaries, are not variable, and so short term adjustments to reflect quarterly results are difficult. As a result, if sales in certain quarters are significantly below expectations, we may not be able to proportionately reduce operating expenses for that quarter, and therefore such a sales shortfall would have an adverse effect on our net income for the quarter.

We have retained responsibility for liabilities of acquired companies that may adversely affect our financial results.

OfficeMax sponsors defined benefit pension plans covering certain terminated employees, vested employees, retirees, and some active employees (the Pension Plans). The Pension Plans are frozen and do not allow new entrants, however, they are under-funded and we may be required to make contributions in subsequent years in order to maintain required funding levels. Required future contributions could have an adverse impact on our cash flows and our financial results. Additional future contributions to the Pension Plans, financial market performance and Internal Revenue Service (IRS) funding requirements could materially change these expected payments.

In connection with OfficeMax s sale of its paper, forest products and timberland assets in 2004, OfficeMax agreed to assume responsibility for certain liabilities of the businesses sold. These obligations include liabilities related to environmental, asbestos, health and safety, tax, litigation and employee benefit matters. Some of these retained liabilities could turn out to be significant, which could have an adverse effect on our results of operations. Our exposure to these liabilities could harm our ability to compete with other office products distributors, who would not typically be subject to similar liabilities.

Changes in tax laws in any of the multiple jurisdictions in which we operate can cause fluctuations in our overall tax rate impacting our reported earnings.

Our global tax rate is derived from a combination of applicable tax rates in the various domestic and international jurisdictions in which we operate. Depending upon the sources of our income, any agreements we may have with taxing authorities in various jurisdictions, and the tax filing positions we take in these jurisdictions, our overall tax rate may fluctuate significantly from other companies or even our own past tax rates. At any given point in time, we base our estimate of an annual effective tax rate upon a calculated mix of the tax rates applicable to our Company and to estimates of the amount of income likely to be generated in any given geography. Additionally, because of recent operating losses, the Company has significant valuation allowances on deferred tax assets, limiting the amount of deferred tax benefits that can be recognized on current operations. The loss of or modification to one or more agreements with taxing jurisdictions, whether as a result of a third party challenge, negotiation, or otherwise, a change in the mix of our business from year to year and from country to country, changes in rules related to accounting for income taxes, changes in tax laws in any of the multiple jurisdictions in which we operate, changes in valuation allowances, or adverse outcomes from the tax audits that regularly are in process in any of the jurisdictions in which we operate could result in substantial volatility, including an unfavorable change in our overall tax rate and/or our effective tax rate.

Failure to attract and retain key personnel could have an adverse impact on our business.

We depend on our executive management team and other key personnel, and the recruitment and retention of certain personnel could adversely affect our performance and result in the loss of management continuity and institutional knowledge. We depend heavily upon our retail labor force to identify new customers and provide desired products and personalized customer service to existing customers. The market for qualified employees, with the right talent and competencies, is highly competitive, and may subject us to increased labor costs during periods of low unemployment. The loss of the services of key employees or the inability to attract additional qualified managers for our retail stores and other lines of business may adversely affect our ability to conduct operations in accordance with the standards that we have set.

Although certain members of our executive team have entered into agreements relating to their employment with us, most of our key personnel are not bound by employment agreements, and those with employment or retention agreements are bound only for a limited period of time. If we are unable to retain our key personnel, we may be unable to successfully develop and implement our business plans, which may have an adverse effect on our business and results of operations.

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We are subject to legal proceedings and legal compliance risks.

We are involved in various legal proceedings, which from time to time may involve class action lawsuits, state and federal governmental inquiries, audits and investigations, environmental matters, employment, tort, state false claims act, consumer litigation and intellectual property litigation. At times, such matters may involve directors and/or executive officers. Certain of these legal proceedings, including government investigations, may be a significant distraction to management and could expose our Company to significant liability, including settlement expenses, damages, fines, penalties, attorneys fees and costs, and non-monetary sanctions, including suspensions and debarments from doing business with certain government agencies, any of which could have a material adverse effect on our business and results of operations.

Failure to successfully manage our domestic and international business could have an adverse effect on our operations and financial results.

Circumstances outside of our control could negatively impact anticipated store openings, joint ventures, strategic alliances and franchise arrangements. We cannot provide assurance that our new store openings, including some newly sized or formatted stores or retail concepts, will be successful. There may be unintended consequences of adding joint venture, strategic alliances and franchising partners to the Office Depot model, such as the potential for compromised operational control in certain countries and inconsistent international brand image. These joint venture, strategic alliances and franchise arrangements may also add complexity to our processes, and may require unanticipated operational adjustments in the future that could adversely impact our business and results of operations.

Our international operations subject us to risks as foreign currency fluctuations, potential unfavorable foreign trade policies or unstable political and economic conditions.

As of December 26, 2015, we sold to customers in 59 countries throughout North America, Europe, Asia/Pacific, and Latin America. We operate wholly-owned entities and participate in joint ventures and alliances globally. Sales from our operations outside the U.S. are denominated in local currency, which must be translated into U.S. dollars for reporting purposes and therefore our consolidated earnings can be significantly impacted by fluctuations in world currency markets. We are required to comply with multiple foreign laws and regulations that may differ substantially from country to country, requiring significant management attention and cost. In addition, the business cultures in certain areas of the world are different than those that prevail in the U.S., and we may be at a competitive disadvantage against other companies that do not have to comply with standards of financial controls or business integrity that we are committed to maintaining as a U.S. publicly traded company.

Changes in the regulatory environment may increase our expenses and may negatively impact our business.

We are subject to regulatory matters relating to our corporate conduct and the conduct of our business, including securities laws, consumer protection laws, advertising regulations, privacy and cybersecurity laws, and wage and hour regulations and anti-corruption legislation. Certain jurisdictions have taken a particularly aggressive stance with respect to such matters and have implemented new initiatives and reforms, including more stringent disclosure and compliance requirements. To the extent that we are subject to more challenging regulatory environments and enhanced legal and regulatory requirements, such exposure could have a material adverse effect on our business, including the added cost of increased compliance measures that we may determine to be necessary.

We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws.

The U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business. Recent years have seen a substantial increase in anti-bribery law enforcement activity with more frequent and aggressive investigations and enforcement proceedings by both the Department of Justice and the U.S. Securities and Exchange Commission, increased enforcement activity by non-U.S. regulators and increases in criminal and civil proceedings brought against companies and individuals. Our policies mandate compliance with all anti-bribery laws. However, we operate in certain countries that are recognized as having governmental and commercial corruption. Our internal control policies and procedures may not always protect us from reckless or criminal acts committed by our employees or third-party intermediaries. Violations of these anti-bribery laws may result in criminal or civil sanctions, which could have a material adverse effect on our business and results of operations.

Increases in the cost of employee health benefits could impact the Company s financial results and cash flow.

The Company s expenses relating to employee health benefits are significant. Healthcare costs have risen significantly in recent years, and recent legislative and private sector initiatives regarding healthcare reform have resulted and could continue to result in significant changes to the U.S. healthcare system. Unfavorable changes in the cost of such benefits could have a material adverse effect on the Company s financial results and cash flow.

Our business could be disrupted due to weather-related factors.

Our operations are heavily concentrated in the Southern and Midwestern U.S. (including Illinois, Ohio, Florida and the Gulf Coast). Because of our concentration in the Southern U.S., we may be more susceptible than some of our competitors to the effects of tropical weather disturbances, such as tornadoes and hurricanes. In addition, winter storm conditions in areas that have a large concentration of our business activities could also result in reduced demand for our products, lost retail sales, supply chain constraints or other business disruptions. We believe that we have taken reasonable precautions to prepare for weather-related events, but our precautions may not be adequate to mitigate the adverse effect of such events in the future.

The unionization of a significant portion of our workforce could increase our overall costs and adversely affect our operations.

We have a large employee base and while our management believes that our employee relations are good, we cannot be assured that we will not experience organization efforts from labor unions. The potential for unionization could increase if federal legislation is passed that would facilitate labor organization. Significant union representation would require us to negotiate wages, salaries, benefits and other terms with many of our employees collectively and could adversely affect our results of operations by significantly increasing our labor costs or otherwise restricting our ability to maximize the efficiency of our operations.

Disclaimer of Obligation to Update

We assume no obligation (and specifically disclaim any such obligation) to update these Risk Factors or any other forward-looking statements contained in this Annual Report to reflect actual results, changes in assumptions or other factors affecting such forward-looking statements.

Item 1B. Unresolved Staff Comments.

None.

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Item 2. Properties.

As of December 26, 2015, our wholly-owned entities operated the following retail stores, which are presented in the tables below by Division and location.

STORES

North American Retail Division

State	#	State	#
UNITED STATES:			
Alabama	29	Montana	5
Alaska	5	Nebraska	12
Arizona	35	Nevada	25
Arkansas	12	New Jersey	9
California	160	New Mexico	13
Colorado	52	New York	28
District of Columbia	1	North Carolina	52
Florida	152	North Dakota	4
Georgia	64	Ohio	57
Hawaii	10	Oklahoma	18
Idaho	9	Oregon	23
Illinois	69	Pennsylvania	26
Indiana	25	Puerto Rico	13
Iowa	9	South Carolina	21
Kansas	15	South Dakota	4
Kentucky	19	Tennessee	35
Louisiana	40	Texas	192
Maine	1	Utah	16
Maryland	20	U.S. Virgin Islands	2
Massachusetts	5	Virginia	42
Michigan	45	Washington	47
Minnesota	39	West Virginia	5
Mississippi	19	Wisconsin	36
Missouri	40	Wyoming	4
		TOTAL UNITED STATES	1,564

International Division

Country	#
Australia	3
France	59
New Zealand	17
South Korea	21
Sweden	47
TOTAL	147

The supply chain facilities which we operate in the United States support our North American Retail and North American Business Solutions Divisions and the facilities in Canada support our North American Business Solutions Division. We also operate DCs outside of the United States and Canada, which support our International Division. The following tables set forth the locations of our principal supply chain facilities as of December 26, 2015. The number of facilities in the United States and Canada in the tables below excludes or

includes certain locations reported in the prior year because of our updated assessment. Included in the prior year count were 31 locations operated by us which constitute a part of larger facilities. Our 2015 assessment does not count these as separate locations.

DCs and Crossdock Facilities (United States)

State	#	State	#
Alabama	1	Maine	1
Arizona	1	Minnesota	2
California	3	Mississippi	1
Colorado	2	Nevada	1
Florida	3	Ohio	2
Georgia	2	Pennsylvania	3
Hawaii	1	Puerto-Rico	1
Illinois	2	Texas	3
Kansas	1	Washington	3
		TOTAL	33

DCs and Crossdock Facilities (Canada)

Country	#
Canada	12

DCs (International Division)

Country	#	Country	#
Australia	6	New Zealand	2
China	3	South Korea	1
Czech Republic	1	Spain	1
France	3	Sweden	1
Germany	1	Switzerland	1
Ireland	1	The Netherlands	1
Italy	1	United Kingdom	2
		TOTAL	25

Our corporate office in Boca Raton, FL consists of approximately 625,000 square feet. We also lease a corporate office in Venlo, The Netherlands, which is approximately 210,000 square feet, and we lease other administrative offices. Each of our facilities is considered to be in good condition, adequate for its purpose and suitably utilized according to the individual nature and requirements of the relevant operations.

Although we own a small number of our retail store locations, most of our facilities are leased or subleased.

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Item 3. Legal Proceedings.

The Company is involved in litigation arising in the normal course of business. While, from time to time, claims are asserted that make demands for a large sum of money (including, from time to time, actions which are asserted to be maintainable as class action suits), the Company does not believe that contingent liabilities related to these matters (including the matters discussed below), either individually or in the aggregate, will materially affect the Company s financial position, results of operations or cash flows.

On February 4, 2015, Staples and Office Depot entered into the Staples Merger Agreement under which the companies would combine in a stock and cash transaction. Beginning on February 9, 2015, a number of putative class action lawsuits were filed by purported Office Depot stockholders in the Court of Chancery of the State of Delaware (Court) challenging the transaction and alleging that the defendant companies Office Depot, Staples, Merger Sub, and Starboard Value LP and individual members of Office Depot s Board of Directors violated applicable laws by breaching their fiduciary duties and/or aiding and abetting such breaches. The plaintiffs sought, among other things, injunctive relief and rescission, as well as fees and costs. The Court subsequently consolidated all nine of the Delaware cases and named Jamison Miller and Steve Renous as lead plaintiffs. The consolidated case is named In re Office Depot, Inc. Stockholders Litigation Consolidated, C.A. No. 10655-CB. After limited discovery, the plaintiffs and defendants agreed on certain additional disclosures to the Company s definitive proxy statement filed on May 18, 2015, which were made in a Form 8-K filing on June 5, 2015, and the plaintiffs withdrew from the calendar their planned motion to preliminarily enjoin the stockholder vote on the merger. On September 18, 2015, the Delaware Court of Chancery approved a stipulation under which lead plaintiffs voluntarily dismissed the action with prejudice as to themselves and without prejudice as to the putative class members. The Court retained jurisdiction solely for the purpose of adjudicating lead plaintiffs counsel s anticipated application for an award of attorneys fees and reimbursement expenses in connection with the disclosures in the June 5, 2015 Form 8-K. The Company subsequently agreed to pay $0.5 million to plaintiffs counsel for attorneys fees and expenses in full satisfaction of their claim for attorneys fees and expenses in the action. Additionally, in February 2015, two lawsuits were filed in Palm Beach County Circuit Court, namely Keny Petit-Frere v. Office Depot, Inc., et al. and John Sweatman v. Office Depot, Inc., et al. making the same allegations as in the Delaware actions. The lawsuits generally sought injunctive relief enjoining the consummation of the transaction, rescission of the transaction in the event it is consummated, damages, fees, costs, and other remedies. Office Depot filed a motion to dismiss the Florida lawsuits for improper venue, and that motion was granted on May 15, 2015.

In addition, in the ordinary course of business, sales to and transactions with government customers may be subject to lawsuits, investigations, audits and review by governmental authorities and regulatory agencies, with which the Company cooperates. Many of these lawsuits, investigations, audits and reviews are resolved without material impact to the Company. While claims in these matters may at times assert large demands, the Company does not believe that contingent liabilities related to these matters, either individually or in the aggregate, will materially affect its financial position, results of operations or cash flows.

In addition to the foregoing, Heitzenrater v. OfficeMax North America, Inc., et al. was filed in the United States District Court for the Western District of New York in September 2012 as a putative class action alleging violations of the Fair Labor Standards Act and New York Labor Law. The complaint alleges that OfficeMax misclassified its assistant store managers (ASMs) as exempt employees. OfficeMax vigorously defended itself in this lawsuit and in November 2015 reached a settlement in the amount of $3.5 million which the court preliminarily approved on November 23, 2015. Final settlement approval and dismissal of the case are expected by mid-2016.

Further, Kyle Rivet v. Office Depot, Inc., formerly known as Constance Gibbons v. Office Depot, Inc., a putative class action that was instituted in May 2012, is pending in the United States District Court for the District of New Jersey. The complaint alleges that Office Depot s use of the fluctuating workweek (FWW) method of pay was unlawful because Office Depot failed to pay a fixed weekly salary and failed to provide its ASMs with a clear

and mutual understanding notification that they would receive a fixed weekly salary for all hours worked. The plaintiffs seek unpaid overtime, punitive damages, and attorneys fees. The Company believes in this case that adequate provisions have been made for probable losses and such amounts are not material. However, in light of the early stage of the case and the inherent uncertainty of litigation, the Company is unable to estimate a reasonably possible range of loss in this matter. Office Depot intends to vigorously defend itself in this lawsuit.

OfficeMax is named a defendant in a number of lawsuits, claims, and proceedings arising out of the operation of certain paper and forest products assets prior to those assets being sold in 2004, for which OfficeMax agreed to retain responsibility. Also, as part of that sale, OfficeMax agreed to retain responsibility for all pending or threatened proceedings and future proceedings alleging asbestos-related injuries arising out of the operation of the paper and forest products assets prior to the closing of the sale. The Company has made provision for losses with respect to the pending proceedings. Additionally, as of December 26, 2015, the Company has made provision for environmental liabilities with respect to certain sites where hazardous substances or other contaminants are or may be located. For these environmental liabilities, our estimated range of reasonably possible losses was approximately $10 million to $25 million. The Company regularly monitors its estimated exposure to these liabilities. As additional information becomes known, these estimates may change, however, the Company does not believe any of these OfficeMax retained proceedings are material to the Company s business.

Item 4. Mine Safety Disclosures.

Not applicable.

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PART II

Item 5. Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

In connection with the voluntary transfer of the listing of the Company s common stock from the NYSE to NASDAQ, the Company s common stock ceased trading on the NYSE effective at the close of business on September 25, 2014 and, commenced trading on NASDAQ at market open on September 26, 2014. The Company s common stock continues to trade under the ticker symbol ODP .

As of the close of business on January 22, 2016, there were 9,559 holders of record of our common stock. The last reported sale price of the common stock on the NASDAQ on January 22, 2016 was $5.07.

The following table sets forth, for the periods indicated, the high and low sale prices of our common stock. These prices do not include retail mark-ups, markdowns or commission.

	High	Low
2015		
First Quarter	**$ 9.77**	**$ 7.40**
Second Quarter	**9.41**	**8.80**
Third Quarter	**8.98**	**6.64**
Fourth Quarter	**7.99**	**5.24**
2014		
First Quarter	$ 5.45	$ 3.97
Second Quarter	5.85	3.84
Third Quarter	5.91	4.83
Fourth Quarter	8.90	4.26

At December 26, 2015, pursuant to an indenture, dated as of March 14, 2012, we have restrictions on the amount of cash dividends we can pay. We have never declared or paid cash dividends on our common stock and do not anticipate declaring or paying any cash dividends on our common stock in the foreseeable future.

Our common stock price has been, and likely will continue to be, impacted by the pending Staples Acquisition.

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The following graph compares the five-year cumulative total shareholder return on our common stock with the cumulative total returns of the S&P 500 index and the S&P Specialty Stores index.

The foregoing graph shall not be deemed to be filed as part of this Annual Report and does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent we specifically incorporate the graph by reference.

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Item 6. Selected Financial Data.

The following table sets forth selected consolidated financial data at and for each of the five fiscal years in the period ended December 26, 2015. It should be read in conjunction with the Consolidated Financial Statements and Notes thereto in Part IV Item 15. Exhibits and Financial Statement Schedules and Part II Item 7. MD&A of this Annual Report.

(In millions, except per share amounts and statistical data)	**2015**	2014	2013[1]	2012	2011[2]
Statements of Operations Data:					
Sales	**$ 14,485**	$ 16,096	$ 11,242	$ 10,696	$ 11,489
Net income (loss) [3][4][5][6]	**$ 8**	$ (352)	$ (20)	$ (77)	$ 96
Net income (loss) attributable to Office Depot, Inc. [3][4][5][6]	**$ 8**	$ (354)	$ (20)	$ (77)	$ 96
Net income (loss) available to common shareholders [3][4][5][6]	**$ 8**	$ (354)	$ (93)	$ (110)	$ 60
Net earnings (loss) per share:					
Basic	**$ 0.01**	$ (0.66)	$ (0.29)	$ (0.39)	$ 0.22
Diluted	**$ 0.01**	$ (0.66)	$ (0.29)	$ (0.39)	$ 0.22
Statistical Data:					
Facilities open at end of period:					
United States:					
Office supply stores	**1,564**	1,745	1,912	1,112	1,131
Distribution centers and crossdock facilities	**33**	66	81	15	15
International[7]:					
Office supply stores	**147**	146	163	123	131
Distribution centers and crossdock facilities	**37**	43	46	23	27
Call centers	**12**	14	19	21	22
Total square footage North American Retail Division (in millions)	**35.4**	39.6	43.6	25.5	26.6
Percentage of sales by segment:					
North American Retail Division	**41.5%**	40.6%	41.0%	41.7%	42.4%
North American Business Solutions Division	**39.4%**	37.4%	31.8%	30.0%	28.4%
International Division	**19.1%**	21.1%	26.8%	28.3%	29.2%
Balance Sheet Data:					
Total assets[8]	**$ 6,442**	$ 6,757	$ 7,365	$ 3,966	$ 4,212
Long-term recourse debt, net of current maturities[9]	**634**	670	691	479	647
Redeemable preferred stock, net				386	364

(1) On November 5, 2013, the Company merged with OfficeMax. Statement of operations data and percentage of sales by segment include OfficeMax s results from the Merger date through December 28, 2013. Balance sheet and facilities data include OfficeMax data as of December 28, 2013. Sales in 2013 include $939 million from OfficeMax operations. Additionally, fiscal year Net income (loss), Net income attributable to Office Depot, Inc., and Net income available to common shareholders includes a $382 million pre-tax gain on sale of investment, $70 million of asset impairment charges, and $201 million of Merger-related, restructuring, and other operating expenses. Net income (loss) available to common shareholders includes $45 million of dividends related to the redemption of the redeemable preferred stock. Refer to MD&A for additional information.

(2) Includes 53 weeks in accordance with our 52 53 week reporting convention.

(3) Fiscal year 2015 Net income (loss), Net income attributable to Office Depot, Inc., and Net income available to common shareholders include $13 million of asset impairment charges and $332 million of Merger-related, restructuring, and other operating expenses. Refer to MD&A for additional information.

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(4) Fiscal year 2014 Net income (loss), Net income attributable to Office Depot, Inc., and Net income available to common shareholders include $88 million of asset impairment charges, $403 million of Merger-related, restructuring, and other operating expenses, and $81 million of Legal accrual. Refer to MD&A for additional information.

(5) Fiscal year 2012 Net income (loss), Net income attributable to Office Depot, Inc., and Net income available to common shareholders include $139 million of asset impairment charges, $63 million net gain on purchase price recovery and $51 million of charges related to closure costs and process improvement activity.

(6) Fiscal year 2011 Net income (loss), Net income attributable to Office Depot, Inc., and Net income available to common shareholders include $58 million of charges relating to facility closure and process improvement activity. Additionally, $123 million of tax and interest benefits were recognized associated with settlements and removal of contingencies and valuation allowances.

(7) Includes International Division distribution centers and Canadian distribution centers and crossdock facilities. Fiscal year 2013 includes 144 stores operated by our International Division and 19 stores in Canada operated by our North American Business Solutions Division. These Canadian stores were closed in 2014.

(8) Amounts for fiscal years 2014, 2013, 2012, and 2011 have changed from prior years disclosures to reflect the balance sheet classification of all deferred tax assets and liabilities as noncurrent and debt issuance costs as a reduction of the related liability rather than as an asset, in connection with the adoption of new accounting guidance in 2015. Total assets decreased by $87 million, $112 million, $45 million, and $39 million in 2014, 2013, 2012, and 2011, respectively. Refer to *Basis of Presentation* in Note 1, Summary of Significant Accounting Policies in the Notes to the Consolidated Financial Statements for additional information.

(9) Amounts for fiscal years 2014, 2013, 2012, and 2011 have changed from prior years disclosures to reflect the balance sheet classification of debt issuance costs as a reduction of the related liability rather than as an asset, in connection with the adoption of new accounting guidance in 2015. Long-term recourse debt, net of current maturities decreased by $4 million, $5 million, $6 million, and $1 million in 2014, 2013, 2012, and 2011, respectively. Refer to *Basis of Presentation* in Note 1, Summary of Significant Accounting Policies in the Notes to the Consolidated Financial Statements for additional information.

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Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations.

RESULTS OF OPERATIONS

OVERVIEW

Our business is comprised of three segments. The North American Retail Division includes our retail stores in the United States, including Puerto Rico and the U.S. Virgin Islands, which offer office supplies, technology products and solutions, business machines and related supplies, facilities products, and office furniture. Most stores also have a copy and print center offering printing, reproduction, mailing and shipping. The North American Business Solutions Division sells office supply products and services in Canada and the United States, including Puerto Rico and the U.S. Virgin Islands. North American Business Solutions Division customers are served through dedicated sales forces, through catalogs, telesales, and electronically through our Internet sites. Our International Division sells office products and services through direct mail catalogs, contract sales forces, Internet sites, and retail stores in Europe and Asia/Pacific. Grupo OfficeMax, the former OfficeMax business in Mexico, was sold in 2014 and is presented as an Other segment to align with management reporting.

Staples Acquisition

In February 2015, Staples and the Company entered into the Staples Merger Agreement, under which Staples will acquire all of the outstanding shares of Office Depot and the Company will become a wholly owned subsidiary of Staples. The transaction has been approved by both companies Boards of Directors and Office Depot shareholders. The completion of the Staples Acquisition is subject to customary closing conditions including, among others, regulatory approvals under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and under the antitrust and competition laws of the European Union and Canada. On February 2, 2016, the Company and Staples entered into a letter agreement to waive, until May 16, 2016, certain of their respective rights to terminate the Staples Merger Agreement. On February 10, 2016, Staples announced that it has received conditional approval from European Union regulatory authorities to acquire Office Depot and the parties plan to divest Office Depot s European businesses in connection with the consummation of the pending acquisition of Office Depot by Staples. Refer to Part I Item 1. Business of this Annual Report for further details.

Merger

On November 5, 2013, the Company completed its Merger with OfficeMax. OfficeMax s financial results are included in our Consolidated Statements of Operations since the Merger date, affecting comparability of the 2015 and 2014 financial results to the 2013 amounts.

Sales reported for 2015 compared to the prior year were significantly affected by store closures in North America, changes in currency exchange rates abroad, and the sale in August 2014 of Grupo OfficeMax.

Sales

(In millions)	**2015**	2014	Change
North American Retail Division	**$ 6,004**	$ 6,528	(8)%
Change in comparable store sales			%
North American Business Solutions Division	**5,708**	6,013	(5)%
Change in constant currencies			(4)%
International Division	**2,773**	3,400	(18)%
Change in constant currencies			(6)%
Other Grupo OfficeMax		155	
Total	**$ 14,485**	$ 16,096	(10)%

Since the Merger date, we have made significant progress on our integration activities and implementing our Real Estate Strategy. In the United States, we closed 168 and 181 retail stores in 2014 and 2015, respectively, converted all stores to common point of sale systems, completed certain warehouse cross-banner consolidations, closures, and platform modifications, successfully launched the co-branded website (www.officedepot.com), combined operating support functions, transitioned certain customers from the OfficeMax to the Office Depot platform, and made significant progress on identifying customer preferences and developing methods to service their needs. Integration activities will continue in 2016 and certain supply chain activities are currently anticipated to be substantially completed by the end of 2017.

Other Significant Factors Impacting Total Company Results and Liquidity

Gross margin increased 75 basis points in 2015 compared to 2014, following a 10 basis point increase in the prior year to year comparison. Gross margin in the North American Retail Division increased, while the North American Business Solution Division s remained flat and the International Division s slightly decreased. Grupo OfficeMax has been omitted from basis point calculations.

Total Company Selling, general and administrative expenses decreased in 2015 compared to 2014, reflecting the closure of stores in North America, lower payroll and advertising expenses, operational efficiencies and synergies, the 2014 sale of the business in Mexico, and foreign currency translation effects. As a percentage of sales, total Company Selling, general and administrative expenses decreased in 2015 compared to 2014 by over 60 basis points.

Non-cash asset impairment charges of $13 million and $88 million were recorded in 2015 and 2014, respectively, and are comprised as follows.

(In millions)	**2015**	2014
North America stores	**$ 12**	$ 25
Software implementation project		28
Software		25
Intangible assets	**1**	10
Total Asset impairments	**$ 13**	$ 88

We incurred $332 million and $403 million of Merger, restructuring, and other operating expenses, net in 2015 and 2014, respectively. In 2015, this line item includes $140 million of expenses related to the Merger activities, including store closure costs incurred to date, $81 million of International restructuring and certain other expenses, and $111 million of Staples Acquisition expenses.

The effective tax rate for 2015 was 83%, primarily caused by the net impact of not recognizing deferred tax benefits for pretax losses in certain tax jurisdictions with valuation allowances, and the recognition of income tax expense in tax jurisdictions with pretax earnings. Because of the valuation allowances and changes in the mix of earnings among jurisdictions and during interim periods, the Company continues to experience significant effective tax rate volatility within the year and across years. Given the current earnings trend in the U.S., sufficient positive evidence may become available for the Company to release all or a portion of the U.S. valuation allowance in a future period. Of the $493 million U.S. valuation allowance remaining at December 26, 2015, it is reasonably possible that $265-$360 million may be released in 2016, which would result in a non-cash income tax benefit in the period of release. However, the exact timing and amount of the valuation allowance releases are subject to change based on the level of profitability actually achieved in future periods.

The earnings (loss) per share was $0.01 in 2015 compared to $(0.66) in 2014. Earnings (loss) per share in both periods were negatively impacted by Merger, restructuring, and other operating expenses and Asset impairments. The 2014 results were also negatively impacted by a Legal accrual of $81 million.

At the end of 2015, we had $1.1 billion in cash and cash equivalents and $1.2 billion available on our asset based credit facility. Cash flow from operating activities was a source of $126 million for 2015.

OPERATING RESULTS

Discussion of additional income and expense items, including material charges and credits and changes in interest and income taxes follows our review of segment results.

NORTH AMERICAN RETAIL DIVISION

(In millions)	**2015**	2014	2013
Sales	**$ 6,004**	$ 6,528	$ 4,614
% change	**(8)%**	41%	3%
Division operating income	**$ 310**	$ 126	$ 8
% of sales	**5%**	2%	%
Comparable store sales increase (decline)	**%**	(2)%	(4)%

Sales in our North American Retail Division decreased 8% in 2015 and increased 41% in 2014. Sales in each of the three years were negatively impacted by store closures. Store closure activity is shown below. The 2014 sales increase resulted from the addition of a full year of OfficeMax sales of $2,526 million compared to sales of $384 million in the period from the Merger date to year-end 2013.

Our comparable store sales relate to stores that have been open for at least one year. Stores are removed from the comparable sales calculation one month prior to closing, as sales during that period are largely non-comparable clearance activity, and during periods of store remodeling and if significantly downsized. Our measure of comparable store sales has been applied consistently across periods, but may differ from measures used by other companies.

Comparable store sales in 2015 from the 1,552 stores that were open for more than one year were flat. Comparable store sales in 2014 decreased 2%. As the Company continues to implement the Real Estate Strategy, current period comparable store sales calculations are positively affected from customers transferring from closed to nearby stores which remain open, though the impact declines after the one year anniversary of the store closure. The average sales transfer rate achieved to date under the Real Estate Strategy is estimated to be at least 30% and we anticipate a continued favorable impact from sales transfer as we implement the remaining portion of the Real Estate Strategy.

The 2015 improvement in comparable store sales reflects increases in supplies, furniture, copy and print services, ink and toner and declines in computer and related technology products. In 2015, transaction counts increased and average order value decreased compared to prior year. The increase in transaction counts result from increased traffic in stores due to sales transfer resulting from store closures and improvements in customer in-store experience. Additionally, 2015 sales include an increase in online sales picked up by customers in stores. We expect that trend to continue in 2016. The average order values in 2015 reflect, primarily, the decline in technology sales as customers continue to reduce purchases in this overall category, partially offset by the increase in average sale prices on furniture products.

In 2014, transaction counts and average order values decreased when compared to the prior year, consistent with the comparable store sales declines. Lower transaction counts reflect lower customer traffic. The decline in average order values reflect, in part, declines in technology sales, as well as lower average sale prices on certain computer products. Additionally, sales of ink, toner, and paper declined reflecting the highly-competitive market for sales of these products.

The North American Retail Division reported operating income of $310 million in 2015, compared to $126 million in 2014 and $8 million in 2013. Store closures contributed to declines in 2015 of occupancy, payroll and

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other store operating costs. Beyond the impact from store closures, operating costs decreased from lower advertising and payroll expenses, as well as continued synergy impacts from the Merger. Additionally, the 2015 Division operating income was favorably affected by an increase in gross margin rates, and favorable legal settlements relating to labor matters and certain product manufacturers pricing practices amounting to $16 million and $23 million, respectively.

The Division s operating income improvement in 2014 reflects higher gross profit margin, as well as synergy benefits from combining the two companies. Partially offsetting these 2014 benefits, the Division recognized amortization of Merger-related intangible assets and higher variable pay in 2014 when compared to 2013. In 2013, based on sales trends, the Division recorded a $13 million inventory markdown related to product with a short selling cycle.

At the end of 2015, we operated 1,564 retail stores in the United States, Puerto Rico and the U.S. Virgin Islands. Store opening and closing activity for the last three years has been as follows:

	Open at Beginning of Period	OfficeMax Merger	Closed	Opened	Open at End of Period
2013	1,112	829[(1)]	33	4	1,912
2014	1,912		168	1	1,745
2015	**1,745**		**181**		**1,564**

(1) Store count as of November 5, 2013.

Charges associated with store closures under the Real Estate Strategy will be reported as appropriate in Asset impairments and Merger, restructuring and other operating expenses, net in the Consolidated Statements of Operations. These charges will be reflected in Corporate reporting, and not included in the determination of Division income in future periods. Refer to Corporate and other discussion below for additional information of expenses incurred to date.

NORTH AMERICAN BUSINESS SOLUTIONS DIVISION

(In millions)	**2015**	2014	2013
Sales	**$ 5,708**	$ 6,013	$ 3,580
% change	**(5)%**	68%	11%
Division operating income	**$ 226**	$ 232	$ 113
% of sales	**4%**	4%	3%

Sales in our North American Business Solutions Division in U.S. dollars decreased 5% in 2015 and increased 68% in 2014. In 2015, on a constant currency basis, sales decreased 4%, representing decreases in both contract and direct channels. The 2014 sales increase results primarily from the addition of a full year of OfficeMax sales of $2,759 million in 2014 compared to sales of $422 million in the period from the Merger date to year-end 2013. Changes in constant currencies are computed by excluding the impact of foreign currency exchange rates fluctuations. In future periods, Division results will continue to be impacted by changes in foreign currency exchange rates associated with the Canadian business.

The decline in the contract channel sales reflects the continued transition out of certain customers that purchased under a legacy OfficeMax buying arrangement with a Minority Women Business Enterprise (a Tier 1 buying arrangement) that was modified in 2014, the negative impacts from changes in Canadian currency exchange rates, the closure of the Canadian stores, sales disruption related to the pending Staples Acquisition, as well as lower customer order fill rates attributable to delays in certain Merger integration activities. The order fill rates have shown improvement in the later part of 2015, however, may still have a negative impact on sales in 2016. In

the direct channel, online sales through officedepot.com decreased during 2015 driven by lower sales of technology products, customer attrition from the decommissioning of legacy OfficeMax e-commerce sites, and lower catalog and call center sales. We anticipate that catalog and call center ordering will continue to decline with some customers shifting to online shopping. Additionally, online sales picked up in stores increased in 2015 and is expected to increase in the future. These sales are fulfilled with store inventory and by store personnel and therefore are reported as sales in the North American Retail Division. These negative impacts on the direct channel sales were partially offset by benefits from an enhanced Internet shopping offering and experience. The decommissioning of legacy OfficeMax e-commerce sites is expected to streamline operations and lower future operating costs. On a product category basis for the Division, sales increased in cleaning and breakroom products and declined in core supplies, technology products, furniture, and Copy & Print Depot.

Sales in 2014 increased in the contract and direct channels compared to the prior year, primarily due to the addition of OfficeMax sales. Direct channel sales also increased during 2014, reflecting efforts to enhance the Internet shopping offering and experience. The increased online sales were partially offset by reduced call center sales. Sales in the merged business in Canada declined in the second half of 2014 compared to the first half of 2014, in part reflecting the closing of Grand & Toy stores during the second quarter of 2014. At the Division level, sales increased across all categories compared to the prior year.

Division operating income was $226 million in 2015, $232 million in 2014, and $113 million in 2013. Division operating income as a percentage of sales was 4% in 2015 and 2014 and 3% in 2013. Gross profit margin in 2015 was consistent with prior year. Gross margin in 2014 was lower than 2013 resulting, in part, from the impact of adding OfficeMax contract channel customers with a higher mix of lower margin accounts. Both 2015 and 2014 Division results reflect lower advertising and payroll expense as a percentage of sales across this Division compared to the respective prior years. These benefits reflect efficiencies of combining the companies. Offsetting these benefits, Division operating income was negatively impacted by the sales decline on recovery of fixed operating expenses (the flow through impact).

In 2014, the Company closed the 19 Grand & Toy stores in Canada that were added as part of the Merger. These locations primarily serviced contract and other small business customers and, accordingly, were included in results of the North America Business Solutions Division.

INTERNATIONAL DIVISION

(In millions)	**2015**	2014	2013
Sales	**$ 2,773**	$ 3,400	$ 3,008
% change	**(18)%**	13%	%
Division operating income	**$ 23**	$ 53	$ 36
% of sales	**1%**	2%	1%

Sales in our International Division in U.S. dollars decreased 18% in 2015 and increased 13% in 2014. On a constant currency basis, sales decreased 6% in 2015 and increased 12% in 2014. Constant currency sales in 2015 were lower in contract and direct channels and higher in the retail channel compared to prior year. The contract channel sales decline reflects competitive market pressures that contributed to the loss of certain customers in the private and public sectors, reduced spend from existing customers in the largest European and Pacific markets, and disruptions related to the pending acquisition by Staples. These declines were partially offset by sales increases in Sweden and smaller European markets. The sales decline in the direct channel reflects the continued competitive market pressures, disruptions associated with the channel realignment resulting from restructuring activities, and the continued decline in catalog and call center sales, partially offset by online sales increases. The Company anticipates the customer migration to online purchases and away from catalogs and call center sales will continue and has added functional capabilities, improved content and developed more effective marketing to grow the online business. Retail sales increased in Sweden and Korea, partially offset by decreases in France. The 2014 sales increase results primarily from the addition of OfficeMax sales of $551 million in 2014 compared

to $93 million in 2013. Offsetting the impact of the OfficeMax sales in 2014 were negative sales impacts resulting from competitive market pressures, soft economic conditions in Europe, the loss of certain contracts, discontinuation of low margin business, and reduced spend in the public sector across regions.

Division operating income totaled $23 million in 2015, $53 million in 2014, and $36 million in 2013. Division operating income as a percentage of sales was 1% in 2015, 2% in 2014, and 1% in 2013. Division operating income in 2015 and 2014 reflect benefits from lower payroll and advertising, as well as benefits associated to prior restructuring activities. In 2015, supply chain expenses decreased due to efficiencies and lower occupancy expenses associated with the consolidation of certain supply chain facilities. These benefits in the 2015 Division operating income were more than offset by the negative flow-through impact of lower sales, slightly lower gross profit margins resulting from competitive pressures, and foreign currency transaction impacts related to certain merchandise purchases denominated in U.S. dollars.

The Division has substantially completed the European Restructuring Plan, which aligns the organization from a geographic-focus to a channel-focus and is intended to provide operational efficiency and allow enhanced customer service. Costs associated with restructuring activities are reported at the Corporate level and discussed in the International restructuring and certain other operating expenses section below.

For U.S. reporting, the International Division s sales are translated into U.S. dollars at average exchange rates experienced during the year. Changes in constant currencies are computed by excluding the impact of foreign currency exchange rates fluctuations. The Division s reported sales were negatively impacted from changes in foreign currency exchange rates by $424 million in 2015 and positively impacted by $35 million in 2014, respectively. However, the translation effects from changes in foreign currency exchange rates did not have a significant impact on Division operating income. We analyze our international operations in terms of local currency performance to allow focus on operating trends and results.

International Division store count and activity is summarized below:

	Office Supply Stores			
	Open at Beginning of Period	Opened/ Acquired	Closed/ Changed Designation	Open at End of Period
Company-Owned Stores	123	25[2]	4	144
Operated by Joint Ventures	248	96[2]	251[1]	93
Franchise and Licensing Arrangements	146	8	39	115
Total stores 2013	517	129	294	352
Company-Owned Stores	144	7	5	146
Operated by Joint Ventures	93		93[3]	
Franchise and Licensing Arrangements	115	6	3	118
Total stores 2014	352	13	101	264
Company-Owned Stores	**146**	**6**	**5**	**147**
Franchise and Licensing Arrangements	**118**	**12**	**7**	**123**
Total stores 2015	**264**	**18**	**12**	**270**

(1) Includes 249 stores operated by Office Depot de Mexico, which the Company sold its interest in during 2013.

(2) 22 Company owned stores and 93 stores operated by Grupo OfficeMax.

(3) Stores operated by Grupo OfficeMax, which the Company sold its interest during the third quarter of 2014.

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CORPORATE

The line items in our Consolidated Statements of Operations impacted by these Corporate activities are presented in the table below, followed by a narrative discussion of the significant matters. These activities are managed at the Corporate level and, accordingly, are not included in the determination of Division income for management reporting or external disclosures.

(In millions)	**2015**	2014	2013
Asset impairments	**13**	88	70
Merger, restructuring, and other operating expenses, net	**332**	403	201
Legal accrual		81	
Total charges and credits impact on Operating income (loss)	**$ 345**	$ 572	$ 271

In addition to these charges and credits, certain Selling, general and administrative expenses are not allocated to the Divisions and are managed at the Corporate level. Those expenses are addressed in the section Unallocated Costs below.

Asset Impairments, Merger, Restructuring, Other Charges and Credits

In recent years, we have taken actions to adapt to changing and competitive conditions. These actions include closing stores and distribution centers, consolidating functional activities, eliminating redundant positions, disposing of businesses and assets, and taking actions to improve process efficiencies. These actions have resulted in significant charges associated with the Merger, Real Estate Strategy, restructuring certain International operations and the Staples Acquisition. These activities are expected to continue in future periods and result in additional charges.

Asset impairments

We recognized asset impairment charges of $13 million, $88 million, and $70 million in 2015, 2014, and 2013, respectively.

Asset impairment charges are comprised as follows:

(In millions)	**2015**	2014	2013
North America stores	**$ 12**	$ 25	$ 26
Goodwill			44
Software implementation project		28	
Software		25	
Intangible assets	**1**	10	
Total Asset impairments	**$ 13**	$ 88	$ 70

Store impairments

As a result of declining sales in recent periods and adoption of our Real Estate Strategy in 2014, the Company has conducted a detailed quarterly store impairment analysis. The analysis includes estimates of store-level sales, gross margins, direct expenses, exercise of future lease renewal options where applicable, and resulting cash flows and, by their nature, include judgments about how current initiatives will impact future performance. If the anticipated cash flows of a store cannot support the carrying value of its assets, the assets are impaired and written down to estimated fair value.

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The projections prepared for the 2015 analysis assumed declining sales over the forecast period, consistent with recent experience. Gross margin and operating cost assumptions have been held at levels consistent with recent actual results and planned activities. Estimated cash flows were discounted at 12% in 2015 and 13% for the two preceding years. The impairment charges include amounts to bring the location s assets to estimated fair value based on projected operating cash flows or residual value, as appropriate. The Company continues to capitalize additions to previously-impaired operating stores and tests for subsequent impairment. The 2014 store impairment charge also includes $1 million related to the closure of stores in Canada.

The Company will continue to evaluate initiatives to improve performance and lower operating costs. To the extent that forward-looking sales and operating assumptions are not achieved and are subsequently reduced, or in certain circumstances, even if store performance is as anticipated, additional impairment charges may result. However, at the end of 2015, the impairment analysis reflects the Company s best estimate of future performance.

As implementation of the Real Estate Strategy continues, we are likely to experience volatility in results. In addition to charges for severance and facility closure costs that will be recognized as decisions are made, we may experience volatility from the timing of recognition of impairment charges, as well as credits related to capital leases and deferred rent accounts when the leases are terminated or modified.

Software impairments

As part of the integration process during 2014, the Company decided to convert certain websites and other information technology applications to common platforms resulting in $25 million related to the write off of capitalized software. Additionally, the Company abandoned a software project in Europe and recognized impairment of the $28 million capitalized software.

Intangible assets

Following identification of retail stores for closure as part of our Real Estate Strategy, the related favorable lease assets recorded in the Merger were assessed for accelerated amortization or impairment. Considerations included the projected cash flows discussed above, the net book value of operating assets and favorable lease assets and related estimated favorable lease fair value. Impairment of $1 million and $5 million were recognized during 2015 and 2014, respectively. Additionally, during 2014, the Company decided to change the profile and expected life of a private brand trade name previously identified as having an indefinite life. The projected cash flow on a relief from royalty measurement over the shortened estimated life resulted in a $5 million impairment charge in 2014.

The 2013 goodwill impairment of $44 million was triggered by the sale of our interest in Office Depot de Mexico. The related reporting unit of the International Division included operating subsidiaries in Europe and ownership of the investment in Office Depot de Mexico. A substantial majority of the estimated fair value of the reporting unit over its carrying value related to the joint venture. Following the July 2013 sale of our interest in Office Depot de Mexico and return of cash proceeds to the U.S. parent company, the fair value of the reporting unit with goodwill decreased below its carrying value and goodwill was fully impaired.

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Merger, restructuring and other operating expenses, net

The table below summarizes the major components of Merger, restructuring and other operating expenses, net.

(In millions)	**2015**	2014	2013
Merger related expenses			
Severance, retention, and relocation	**$ 15**	$ 148	$ 92
Transaction and integration	**81**	124	80
Facility closure, contract termination, and other expenses, net	**44**	60	8
Total Merger related expenses	**140**	332	180
International restructuring and certain other expenses			
Severance and retention	**63**	55	17
Integration	**6**	9	
Other related expenses	**12**	7	4
Total International restructuring and certain other expenses	**81**	71	21
Staples Acquisition expenses			
Retention	**72**		
Transaction	**39**		
Total Staples Acquisition expenses	**111**		
Total Merger, restructuring and other operating expenses, net	**$ 332**	$ 403	$ 201

Merger-related expenses

Expenses in 2015 and 2014 include severance, employee retention, integration-related professional fees, incremental temporary contract labor, salary and benefits for employees dedicated to Merger activity, travel and relocation costs, non-capitalizable software integration costs, facility closure accruals, gains and losses on asset dispositions, accelerated depreciation, and other direct costs to combine the companies.

Expenses in 2013 include expenses incurred by Office Depot prior to the Merger and are primarily investment banking and professional fees associated with the transaction, including preparation for regulatory filings and shareholder approvals, as well as employee retention accruals, direct incremental travel and dedicated personnel costs.

It is expected that Merger-related expenses will continue to be incurred in future periods as decisions are made about facility closures and other integration activities, which are expected to be substantially completed in 2017.

International restructuring and certain other expenses

International restructuring and certain other expenses in 2015 and 2014 include charges related to the European Restructuring Plan. Such expenses include severance, retention, professional integration fees, and facility closure and other restructuring costs.

Expenses in each of three years include international organizational changes and facility closures which were started prior to the European Restructuring Plan. These charges include severance and other costs for organizational changes intended to promote operational efficiency in future periods, as well as a net benefit from the reversal of cumulative translation account balances following the liquidation of certain subsidiaries.

Staples Acquisition Expenses

Staples Acquisition expenses recognized in 2015 include retention accruals, transaction costs, including costs associated with regulatory filings and professional fees. The retention amounts will be paid in the first quarter of 2016 regardless of whether the transaction is approved.

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Refer to Note 2, Merger, Acquisitions and Dispositions and Note 3, Merger, Restructuring, and Other Accruals , in Notes to the Consolidated Financial Statements for additional information.

Legal Accrual

In June 2014, the Company participated in a non-binding, voluntary mediation in which the Company negotiated a potential settlement to resolve the Sherwin lawsuit. During 2014, the Company recorded an $81 million legal accrual which included the potential settlement, as well as attorneys fees and other related legal matters. On December 19, 2014, Office Depot and the plaintiffs executed a Settlement Agreement to resolve the lawsuit. Pursuant to the terms of the Settlement Agreement, the Company agreed to pay the plaintiffs $68 million to settle the matter (the Settlement Amount), as well as $9 million in legal fees, costs, and expenses. In exchange for, and in consideration of, the Company s agreement to pay the Settlement Amount, the plaintiffs agreed to dismiss their action against the Company with prejudice. In February 2015, the court entered orders approving the settlement and dismissing the case with prejudice. The Settlement Amount and the related fees were paid during the second quarter of 2015.

Unallocated Costs

The Company allocates to the Divisions functional support costs that are considered to be directly or closely related to segment activity. Those allocated costs are included in the measurement of Division operating income. Other companies may charge more or less of functional support costs to their segments, and our results therefore may not be comparable to similarly titled measures used by other companies. The unallocated costs primarily consist of the buildings used for the Company s corporate headquarters and personnel not directly supporting the Divisions, including certain executive, finance, audit and similar functions. Following the Merger, unallocated costs also include certain pension expense or credit related to the frozen OfficeMax pension and other benefit plans.

Unallocated costs were $99 million, $122 million, and $89 million in 2015, 2014, and 2013, respectively. The 2015 decrease results primarily from synergies from the Merger, including the integration of the corporate headquarters. The 2014 increase is primarily due to the addition of a full year of OfficeMax expenses and higher variable pay.

Other Income and Expense

(In millions)	**2015**	2014	2013
Interest income	**$ 24**	$ 24	$ 5
Interest expense	**(93)**	(89)	(69)
Gain on disposition of joint venture			382
Other income, net	**1**		14

Interest income includes $21 million in 2015 and 2014 and $3 million in 2013, related to OfficeMax Timber Notes, including amortization of the fair value adjustment recorded in purchase accounting. Interest expense includes non-recourse debt interest, including amortization of the fair value adjustment recorded in purchase accounting, amounting to $19 million in 2015 and $20 million in 2014, compared to $3 million in 2013. Refer to Note 7, Timber Notes/Non-Recourse Debt , in Notes to Consolidated Financial Statements for additional information. Interest expense in 2014 also includes a $9 million reversal of previously accrued interest expense on uncertain tax positions following resolution of the related matter.

The pre-tax Gain on disposition of joint venture of $382 million results from the July 2013 sale of the investment in Office Depot de Mexico for the Mexican Peso amount of 8,777 million in cash ($680 million at then-current exchange rates). The gain is net of third party fees, as well as recognition of $39 million of cumulative translation loss released from other comprehensive income because the subsidiary holding the investment was substantially

liquidated. The removal of this investment from the related reporting unit resulted in an impairment of goodwill. Both the gain on disposition and the related impairment charge were recognized at the Corporate level and not included in the determination of Division income.

Income Taxes

(In millions)	**2015**	2014	2013
Income tax expense	**$ 39**	$ 12	$ 147
Effective income tax rate*	**83%**	(4)%	116%

* Income taxes as a percentage of income (loss) before income taxes.

The increase in income tax expense from 2014 to 2015 is primarily related to the U.S. transition from a loss jurisdiction with valuation allowance to a profitable tax-paying jurisdiction with valuation allowance. The Company also incurred charges related to certain Staples Acquisition expenses that are not deductible for tax purposes, which increased the effective tax rate for 2015. In addition, the 2015 effective tax rate includes income tax expense on a foreign exchange gain associated with the restructuring of certain intercompany financing. The effective tax rates for 2015, 2014, and 2013 reflect a benefit for our international operations in jurisdictions with statutory tax rates that are lower than the aggregate U.S. federal and state income tax rates, as well as jurisdictions in which we have favorable tax rulings.

The 2014 effective tax rate is negative because we recognized tax expense in jurisdictions with pretax income but were precluded from recognizing deferred tax benefits on pretax losses in the U.S. and certain foreign jurisdictions with valuation allowances. In addition, no benefit was recognized for certain non-deductible expenses, including foreign interest expense.

The significant 2013 effective tax rate is primarily attributable to $140 million of U.S. and Mexico income tax expense resulting from the sale of our investment in Office Depot de Mexico. The sale of our interest in Grupo OfficeMax during 2014 did not generate a similar gain or income tax expense. The 2013 effective tax rate also includes certain Merger related expenses and the International Division s goodwill impairment that are not deductible for income tax purposes. In addition, the 2013 effective tax rate reflects the impact of valuation allowances limiting the recognition of deferred tax assets.

Following the recognition of significant valuation allowances in 2009, we have regularly experienced substantial volatility in our effective tax rate in interim periods and across years. Because deferred income tax benefits cannot be recognized in several jurisdictions, changes in the amount, mix and timing of pretax earnings among jurisdictions can have a significant impact on the overall effective tax rate. This interim and full year volatility is likely to continue in future periods until the valuation allowances can be released.

The Company has significant deferred tax assets in the U.S. and in certain foreign jurisdictions against which valuation allowances have been established to reduce such deferred tax assets to the amount that is more likely than not to be realized. As of 2015, valuation allowances remain in the U.S. and certain foreign jurisdictions where the Company believes it is necessary to see further positive evidence, such as sustained achievement of cumulative profits, before these valuation allowances can be released. Given the current earnings trend in the U.S., sufficient positive evidence may become available for the Company to release all or a portion of the U.S. valuation allowance in a future period. Of the $493 million U.S. valuation allowance remaining at December 26, 2015, it is reasonably possible that $265-$360 million may be released in 2016, which would result in a non-cash income tax benefit in the period of release. In addition, if positive evidence develops, the Company may also release valuation allowances in certain foreign jurisdictions in 2016, which would result in an income tax benefit of $3 million in the period of release. However, the exact timing and amount of the valuation allowance releases are subject to change based on the level of profitability actually achieved in future periods.

Due to the completion of the Internal Revenue Service (IRS) examination for 2013, the Company s balance of unrecognized tax benefits decreased by $4 million during 2015, which did not impact income tax expense due to an offsetting change in valuation allowance. During 2015, the IRS examination of the OfficeMax 2012 U.S. federal income tax return concluded, which resulted in a $6 million decrease in tax credit carryforwards. Such decrease had no impact on income tax expense due to an offsetting change in valuation allowance. It is reasonably possible that certain tax positions will be resolved within the next 12 months, which would decrease the Company s balance of unrecognized tax benefits by $5 million but would not affect the effective tax rate due to an offsetting change in valuation allowance. Additionally, the Company anticipates that it is reasonably possible that new issues will be raised or resolved by tax authorities that may require changes to the balance of unrecognized tax benefits; however, an estimate of such changes cannot reasonably be made.

Refer to Note 9, Income Taxes, in the Notes to Consolidated Financial Statements for additional tax discussion.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

At December 26, 2015, we had $1.1 billion in cash and equivalents and another $1.2 billion available under the Amended Credit Agreement (as defined in Note 8, Debt, of the Consolidated Financial Statements) based on the December 2015 borrowing base certificate, for a total liquidity of $2.2 billion. The Amended Credit Agreement provides for an asset based, multi-currency revolving credit facility of up to $1.25 billion and expires May 25, 2017. We consider our resources adequate to satisfy our cash needs for at least the next twelve months.

Cash and cash equivalents held outside the United States, at December 26, 2015, amounted to $253 million and could result in additional tax expense if repatriated. Refer to Note 9, Income Taxes of the Consolidated Financial Statements for additional information.

No amounts were drawn under the Amended Credit Agreement during 2015 and no amounts were outstanding at December 26, 2015. There were letters of credit outstanding under the Amended Credit Agreement at the end of the year totaling $84 million.

The Company had short-term borrowings of $4 million at December 26, 2015 under various local currency credit facilities for international subsidiaries that had an effective interest rate at the end of the year of approximately 4%. The maximum month end balance occurred in June 2015 at $6 million and the maximum monthly average amount occurred in July 2015 at $5 million. The majority of these short-term borrowings represent outstanding balances on uncommitted lines of credit, which do not contain financial covenants.

The Company was in compliance with all applicable financial covenants at December 26, 2015.

Since the Merger date, we have incurred significant expenses associated with the Merger and integration actions, including costs associated with the Real Estate Strategy, and we have incurred significant expenses from restructuring activities in Europe. Approximately $100 million of net cash Merger integration costs are anticipated through the remaining integration period.

In 2016, the Company expects capital expenditures to be approximately $250 million, including approximately $50 million related to Merger integration.

We have entered into the Staples Merger Agreement with Staples and have agreed to pay a fee of $185 million to Staples if each of the following conditions are met: (i) the Staples Merger Agreement is terminated by the Company before the date permitted by the Staples Merger Agreement, as amended, (ii) a third party has made an acquisition proposal before the termination of the Staples Merger Agreement, and (iii) within 12 months of the termination of the Staples Merger Agreement, the Company enters into an alternative transaction. Staples is

required to pay Office Depot a termination fee of $250 million if the Staples Merger Agreement is terminated in certain circumstances relating to the antitrust regulatory review process. On February 2, 2016, the Company and Staples entered into a letter agreement to waive, until May 16, 2016, certain of their respective rights to terminate the Staples Merger Agreement.

In addition, whether or not the Staples Acquisition is completed, the uncertainty related to the proposed Staples Acquisition could continue to adversely impact our business through several factors, including, but not limited to: (i) our current customers may experience uncertainty associated with the Staples Acquisition and may attempt to negotiate changes in existing business relationships or consider entering into business relationships with parties other than us; (ii) we may face additional challenges in competing for new and renewal business; (iii) vendors or suppliers may seek to modify or terminate their business relationships with us; and (iv) our ability to retain and hire associates.

In 2016, the Company expects to incur $30 million of additional expenses related to the extended regulator reviews of the pending acquisition by Staples. The $72 million accrued retention will be paid in the first quarter of 2016, regardless of review decisions.

Cash Flows

Cash provided by (used in) operating, investing and financing activities is summarized as follows:

(In millions)	**2015**	2014	2013
Operating activities	**$ 126**	$ 156	$ (107)
Investing activities	**(74)**	(28)	1,028
Financing activities	**(25)**	15	(640)

Operating Activities

The 2015 and 2014 operating cash flows reflect a full year of operations as a combined company compared to the 2013 impact of the OfficeMax business only following the Merger date of November 5, 2013. Operating activities reflect outflows related to Merger and integration activities in all three years. Cash used in operating activities in 2013 was negatively impacted by the payment of $147 million of income taxes related to the Company s gain on the disposition of the investment in Office Depot de Mexico. The source of cash from this gain is shown in Investing activities.

Changes in net working capital for 2015 resulted in a $276 million use of cash compared to $10 million in 2014 and $77 million in 2013. The working capital factors in 2015 includes $77 million settlement payment of the Legal Accrual, the payment of the 2014 accrued incentive pay, and a net use of cash in integration related activities. Additionally, inventory levels are higher at year-end 2015 when compared to the 2014 period, impacted by the supply chain integration. The working capital factors in 2014 are largely attributable to timing, including the impact on certain payables of a one day shift in the retail calendar. The change in accounts receivable in 2013 was influenced by the timing of certain vendor arrangements, largely offset by proceeds from an account receivable factoring agreement in France. The increase in inventories in 2013 reflects building above prior year levels for the back to business selling cycle. Inventory balances were lower at the end of 2012 as a result of initiatives to better manage working capital. The working capital changes in 2013 were also impacted by the timing of the Merger, which caused the consolidated cash flows to reflect the changes in the OfficeMax working capital accounts from the Merger date through year-end 2013.

The timing of changes in working capital is subject to variability during the year and across years depending on a variety of factors, including period end sales, the flow of goods, credit terms, timing of promotions, vendor production planning, new product introductions and working capital management. For our accounting policy on cash management, refer to Note 1, Summary of Significant Accounting Policies, of the Consolidated Financial Statements.

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The Company expects total Company sales in 2016 to be lower than 2015, primarily due to its decision to close certain stores, continued business disruption from the pending Staples Acquisition, challenging market trends in our industry, and the negative impact of currency translation.

Investing Activities

During 2015, $163 million was used for capital expenditures and $9 million was used for acquisition of an interior furniture business. These outflows were partially offset by $97 million of proceeds from the disposition of assets and other, primarily, the sale of warehouse facilities that previously were classified as held for sale. Additional facility sales are anticipated as the Real Estate Strategy is implemented. The use of cash in 2014 reflects $123 million of capital expenditures, partially offset by $43 million proceeds from the disposition of Grupo OfficeMax, $43 million proceeds from the sale of Boise Cascade Company common stock, and $12 million proceeds from the disposition of assets and other.

The source of cash in 2013 results primarily from $675 million in net proceeds from the disposition of the joint venture Office Depot de Mexico and $460 million in cash acquired from OfficeMax at the Merger date. The cash proceeds from the sale of Office Depot de Mexico provided additional liquidity for the preferred stock retirement, debt maturity and for the needs of the combined Company for Merger-related expenses. A $35 million return of investment in Boise Cascade Holdings also contributed to the source of cash in 2013. Capital expenditures in 2013 were $137 million.

Financing Activities

During 2015, payments on short- and long-term borrowings were $51 million, partially offset by proceeds from short- and long-term borrowings of $20 million and employee share-based transactions of $7 million. The 2014 source of cash resulted from net proceeds from exercise of employee share-based transactions of $39 million and proceeds from borrowings of $21 million. Payments on long and short-term borrowings were $45 million during 2014.

In 2013, the Company redeemed 50% of its preferred stock in July and the remaining 50% in November with total cash payments of $431 million. The redemption payment of $431 million includes the liquidation preference of $407 million and redemption premium of $24 million, measured at 6% of the liquidation preference. The premium of $24 million is included in the $63 million dividend of preferred stock. Contractual dividends on preferred stock were paid in cash in 2013. Also in 2013, the Company repaid the $150 million of 6.25% senior notes at maturity. Net repayments on long and short-term borrowings were $21 million in 2013.

Off-Balance Sheet Arrangements

As of December 26, 2015, we lease retail stores and other facilities and equipment under operating lease agreements, which are included in the table below. In addition, Note 16, Commitments and Contingencies, of the Consolidated Financial Statements describes certain of our arrangements that contain indemnifications.

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Contractual Obligations

The following table summarizes our contractual cash obligations at December 26, 2015, and the effect such obligations are expected to have on liquidity and cash flow in future periods. Some of the figures included in this table are based on management s estimates and assumptions about these obligations, including their duration, the possibility of renewal, anticipated actions by third parties and other factors. Because these estimates and assumptions are necessarily subjective, the amounts we will actually pay in future periods may vary from those reflected in the table.

	Payments Due by Period				
(In millions)	Total	2016	2017-2018	2019-2020	Thereafter
Contractual Obligations					
Recourse debt:					
Long-term debt obligations [1]	$ 703	$ 59	$ 79	$ 302	$ 263
Short-term borrowings [2]	4	4			
Capital lease obligations [3]	263	42	73	59	89
Non-recourse debt [4]	908	40	80	788	
Operating lease obligations [5]	2,428	619	896	496	417
Purchase obligations [6]	83	55	28		
Total contractual cash obligations	$ 4,389	$ 819	$ 1,156	$ 1,645	$ 769

(1) Long-term obligations consist primarily of expected payments (principal and interest) on our $250 million Senior Secured Notes and $186 million of revenue bonds at various interest rates.

(2) Short-term borrowings consist of amounts outstanding under credit facilities for certain of our international subsidiaries.

(3) The present value of these obligations is included on our Consolidated Balance Sheets. Refer to Note 8, Debt, of the Consolidated Financial Statements for additional information about our capital lease obligations.

(4) There is no recourse against the Company on the Securitization Notes as recourse is limited to proceeds from the pledged Installment Notes receivable and underlying guaranty. The non-recourse debt remains outstanding until it is legally extinguished, which will be when paid in cash or when the Installment Notes and related guaranty is transferred to and accepted by the Securitization Note holders. Interest payments on non-recourse debt will be completely offset by interest income received on the Installment Notes.

(5) The operating lease obligations presented reflect future minimum lease payments due under the non-cancelable portions of our leases, as of December 26, 2015. Some of our retail store leases require percentage rentals on sales above specified minimums and contain escalation clauses. The minimum lease payments shown in the table above do not include contingent rental expense and have not been reduced by sublease income of $51 million. Some lease agreements provide us with the option to renew the lease or purchase the leased property. Our future operating lease obligations would change if we exercised these renewal options and if we entered into additional operating lease agreements. Our operating lease obligations are described in Note 10, Leases, of the Consolidated Financial Statements.

(6) Purchase obligations include all commitments to purchase goods or services of either a fixed or minimum quantity that are enforceable and legally binding on us that meet any of the following criteria: (1) they are non-cancelable, (2) we would incur a penalty if the agreement was cancelled, or (3) we must make specified minimum payments even if we do not take delivery of the contracted products or services. If

the obligation is non-cancelable, the entire value of the contract is included in the table. If the obligation is cancelable, but we would incur a penalty if cancelled, the dollar amount of the penalty is included as a purchase obligation.

If we can unilaterally terminate the agreement simply by providing a certain number of days notice or by paying a termination fee, we have included the amount of the termination fee or the amount that would be

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paid over the notice period. As of December 26, 2015, purchase obligations include marketing services, outsourced accounting services, certain fixed assets and software licenses, service and maintenance contracts for information technology and communication. Contracts that can be unilaterally terminated without a penalty have not been included.

Our Consolidated Balance Sheet as of December 26, 2015 includes $459 million classified as Deferred income taxes and other long-term liabilities. Deferred income taxes and other long-term liabilities primarily consist of net long-term deferred income taxes, deferred lease credits, long-term restructuring accruals, certain liabilities under our deferred compensation plans, accruals for uncertain tax positions, and environmental accruals. Certain of these liabilities have been excluded from the above table as either the amounts are fully funded or the timing and/or the amount of any cash payment is uncertain. Refer to Note 3, Merger, Restructuring, and Other Accruals, for a discussion of our restructuring accruals and Note 9, Income Taxes, of the Consolidated Financial Statements for additional information regarding our deferred tax positions and accruals for uncertain tax positions.

Our Consolidated Balance Sheet as of December 26, 2015 also includes $184 million classified as Pension and postretirement obligations, net, which is also excluded from the table above, as the timing of the cash payments is uncertain. Our estimate is that payments in future years will total $269 million. This estimate represents the minimum contributions required per Internal Revenue Service funding rules and the Company s estimated future payments under pension and postretirement plans. Actuarially-determined liabilities related to pension and postretirement benefits are recorded based on estimates and assumptions. Key factors used in developing estimates of these liabilities include assumptions related to discount rates, rates of return on investments, healthcare cost trends, benefit payment patterns and other factors. Changes in assumptions related to the measurement of funded status could have a material impact on the amount reported.

In addition to the above, we have outstanding letters of credit totaling $84 million at December 26, 2015.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Preparation of these statements requires management to make judgments and estimates. Some accounting policies and estimates have a significant impact on amounts reported in these financial statements. A summary of significant accounting policies can be found in Note 1, Summary of Significant Accounting Policies, of the Consolidated Financial Statements. We have also identified certain accounting policies and estimates that we consider critical to understanding our business and our results of operations and we have provided below additional information on those policies. No significant changes have been made during 2015 to the methodologies used in preparing the estimates discussed below.

Merger impacts The integration of two like companies generally is expected to provide benefits from reduction of duplicate functions and greater economies of scale. Such benefits will be reflected as lower operating costs as the integration continues. However, the integration also results in significant costs related to the closure of facilities, severance of employees and incurring incremental costs required to merge the two companies where such costs are not expected to be incurred in periods following the integration. During 2015, the Company recognized $140 million of Merger costs and costs are expected to continue through the integration timeline. Also, gains and losses may be recognized from dispositions of properties that are no longer in use following Merger-related facility consolidation and closure. Gains are recognized when realized; losses are recognized when closure or disposition decisions are made. These costs, net of gains, are included in Merger, restructuring and other operating expenses, net in the Consolidated Statements of Operations. Refer to the Long-lived asset impairments, Goodwill and other intangible assets, and Closed store accruals sections below for additional Merger-related impacts. The accounting policies for the recognition of these Merger costs are the same as those the Company follows for other asset impairments, severance accruals, facility closure costs and gains and loss on dispositions. Refer to Note 1, Summary of Significant Accounting Policies, of the Consolidated Financial Statements for further discussion of these policies.

Vendor arrangements Inventory purchases from vendors are generally under arrangements that automatically renew until cancelled with periodic updates or annual negotiated agreements. Many of these arrangements require the vendors to make payments to us or provide credits to be used against purchases if and when certain conditions are met. We refer to these arrangements as vendor programs. Vendor programs fall into two broad categories, with some underlying sub-categories. The first category is volume-based rebates. Under those arrangements, our product costs per unit decline as higher volumes of purchases are reached. Current accounting rules provide that companies with a reasonable basis for estimating their full year purchases, and therefore the ultimate rebate level, can use that estimate to value inventory and cost of goods sold throughout the year. We believe our history of purchases with many vendors provides us with a basis for our estimates of purchase volume. If the anticipated volume of purchases is not reached, however, or if we form the belief at any point in the year that it is not likely to be reached, cost of goods sold and the remaining inventory balances are adjusted to reflect that change in our outlook. We review sales projections and related purchases against vendor program estimates at least quarterly and adjust these balances accordingly.

The second broad category of arrangements with our vendors is event-based programs. These arrangements can take many forms, including advertising support, special pricing offered by certain of our vendors for a limited time, payments for special placement or promotion of a product, reimbursement of costs incurred to launch a vendor s product, and various other special programs. These payments are classified as a reduction of costs of goods sold or inventory, based on the nature of the program and the sell-through of the inventory. Some arrangements may meet the specific, incremental, identifiable cost criteria that allow for direct operating expense offset, but such arrangements are not significant.

Vendor programs are recognized throughout the year based on judgment and estimates and amounts due from vendors are generally settled throughout the year based on purchase volumes. The final amounts due from vendors are generally known soon after year-end. Substantially all vendor program receivables outstanding at the end of the year are settled within the three months following year-end. We believe that our historical collection rates of these receivables provide a sound basis for our estimates of anticipated vendor payments throughout the year.

Inventory valuation Inventories are valued at the lower of weighted average cost or market value. We monitor active inventory for excessive quantities and slow-moving items and record adjustments as necessary to lower the value if the anticipated realizable amount is below cost. We also identify merchandise that we plan to discontinue or have begun to phase out and assess the estimated recoverability of the carrying value. This includes consideration of the quantity of the merchandise, the rate of sale, and our assessment of current and projected market conditions and anticipated vendor programs. If necessary, we record a charge to cost of sales to reduce the carrying value of this merchandise to our estimate of the lower of cost or realizable amount. Additional promotional activities may be initiated and markdowns may be taken as considered appropriate until the product is sold or otherwise disposed. Estimates and judgments are required in determining what items to stock and at what level, and what items to discontinue and how to value them prior to sale.

We also recognize an expense in cost of sales for our estimate of physical inventory loss from theft, short shipments and other factors referred to as inventory shrink. During the year, we adjust the estimate of our inventory shrink rate accrual following on-hand adjustments and our physical inventory count results. These changes in estimates may result in volatility within the year or impact comparisons to other periods.

Long-lived asset impairments Long-lived assets with identifiable cash flows are reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. We access recovery of the asset or asset groups using estimates of cash flows directly associated with the future use and eventual disposition of the asset or asset groups. If undiscounted cash flows are insufficient to recover the asset, an impairment is measured as the difference between the asset s estimated fair value (generally, the discounted cash flows or its salvage value) and its carrying value, and any costs of disposition. Factors that could trigger an impairment assessment include, among others, a significant change in the extent or manner in which an asset is used or the business climate that could affect the value of the asset. As integration activities continue, the Company may identify assets or asset groups for sale or abandonment and incur impairment charges.

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Because of the period of declining sales and following identification in 2014 of the Real Estate Strategy, store assets have been reviewed quarterly for recoverability of their asset carrying amounts. The frequency of this test may change in future periods if performance warrants. The analysis uses input from retail store operations and the Company s accounting and finance personnel that organizationally report to the chief financial officer. These projections are based on management s estimates of store-level sales, gross margins, direct expenses, and resulting cash flows and, by their nature, include judgments about how current initiatives will impact future performance. If the anticipated cash flows of a store cannot support the carrying value of its assets, the assets are written down to estimated fair value. Store asset impairment charges of $12 million, $25 million and $26 million for 2015, 2014 and 2013, respectively, are included in Asset impairments in the Consolidated Statements of Operations. Based on the fourth quarter 2015 analysis, a 100 basis point decrease in next year sales, combined with a 50 basis point decrease in gross margin, would have increased the impairment charge by less than $1 million. Further, a 100 basis point decrease in sales for all periods would have increased the impairment charge by an additional $2 million.

Important assumptions used in these projections include an assessment of future overall economic conditions, our ability to control future costs, maintain aspects of positive performance, and successfully implement initiatives designed to enhance sales and gross margins. To the extent that management s estimates of future performance are not realized, future assessments could result in material impairment charges.

Goodwill and other intangible assets Indefinite-lived intangible assets, such as goodwill, are tested at least annually for impairment and definite-lived intangible assets are reviewed to ensure the remaining useful lives are appropriate. An impairment analysis may be conducted between annual tests if events or circumstances suggest an intangible asset may not be recoverable.

The Company elected to perform its 2015 goodwill impairment test using a quantitative discounted cash flow analysis supplemented with market comparison data. The estimated fair value of each reporting unit substantially exceeded its carrying value at the test date, which was the first day of the third quarter. The reporting unit of Australia and New Zealand, which has $15 million of goodwill, had an estimated fair value at the test date more than 50% above it carrying value. That estimated fair value assumes growth in sales and operational benefits from restructuring activities, which are not assured. However, the Company believes there are no current indicators of impairment in this reporting unit.

Other intangible assets primarily include favorable lease assets and customer relationship values. The favorable lease assets were established in the Merger for individual leases with rental rates below current market rates for comparable properties and assumed renewal of all available options. The favorable lease assets are being amortized over the same periods. Should the Company decide to close a facility prior to the full contemplated term, recovery of the intangible asset will be subject to then-current sublease prospects. During 2015, the Company recognized $1 million of impairment of favorable lease assets because of closure activity.

At December 26, 2015, the net carrying amount of customer relationships in the North America contract channel totaled $30 million, primarily related to the Merger. The original valuation assumed continuation of attrition rates previously experienced with the contract business and synergy benefits from the Merger. If the Company experiences an unanticipated decline in sales or profitability associated with these customers, the remaining useful life will be reassessed and either acceleration of amortization or impairment could result.

Closed store accruals During 2014, the Company developed the Real Estate Strategy that included closing of at least 400 retail stores in the United States through 2016. At the point of closure, we recognize a liability for the remaining costs related to the property, reduced by an estimate of any sublease income. The calculation of this liability requires us to make assumptions and to apply judgment regarding the remaining term of the lease (including vacancy period), anticipated sublease income, and costs associated with vacating the premises. Lease commitments with no economic benefit to the Company are discounted at the credit-adjusted discount rate at the time of each location closure. With assistance from independent third parties to assess market conditions, we periodically review these judgments and estimates and adjust the liability accordingly. Future fluctuations in the economy and the market demand for commercial properties could result in material changes in this liability.

Costs associated with facility closures that are related to Merger and restructuring activities are and, in future periods will be, presented in Merger, restructuring and other operating activities, net in our Consolidated Statements of Operations. Costs associated with facility closures that are deemed operational are included in Selling, general and administrative expenses.

Pensions and other postretirement benefits In addition to an existing but closed defined benefit plan in Europe, the Company assumed responsibility for certain OfficeMax defined benefit pension plans and retiree medical benefit and life insurance plans. The OfficeMax plans are frozen and do not allow new entrants. At December 26, 2015, the funded status of our existing and assumed OfficeMax defined benefit pension and other postretirement benefit plans was a liability of $185 million. Changes in assumptions related to the measurement of funded status could have a material impact on the amount reported. We are required to calculate our pension expense and liabilities using actuarial assumptions, including mortality assumptions, a discount rate and long-term asset rate of return. For year end 2015 measurement, we updated North America benefit plans mortality assumptions based on tables recently-published by Society of Actuaries Retirement Plan Experience Committee. We do not anticipate changes to those assumptions in the near future. We base our North America plans discount rate assumptions on the rates of return for theoretical portfolio of high-grade corporate bonds (rated AA- or better) with cash flows that generally match our expected benefit payments in future years. The discount rate for the European plan is derived based on long-term UK government fixed income yields, having regard to the proportion of assets in each asset class. We base our long-term asset rate of return assumptions on the average rates of earnings expected on invested assets. Based on current market conditions, for year end 2015 measurements, the discount rate and the assumed long-term rate of return on plan assets decreased. Currently, the net impact of these plans is an annual credit to income. However, because of the judgments and estimates included in pension and other benefit valuation, such amount could change in future periods and have a significant impact on our financial position and results of operations. A 50 basis point reduction in the discount rate would increase the 2016 pension expense credit by $3 million. A 50 basis point reduction in the assumed long-term rate of return on plan assets would reduce the 2016 net pension credit by $5 million.

Income taxes Income tax accounting requires management to make estimates and apply judgments to events that will be recognized in one period under rules that apply to financial reporting and in a different period in our tax returns. In particular, judgment is required when estimating the value of future tax deductions, tax credits, and the realizability of net operating loss carryforwards (NOLs), as represented by deferred tax assets. When we believe the realization of all or a portion of a deferred tax asset is not likely, we establish a valuation allowance. Changes in judgments that increase or decrease these valuation allowances impact current earnings.

The Company has significant deferred tax assets in the U.S. and in certain foreign jurisdictions against which valuation allowances have been established to reduce such deferred tax assets to the amount that is more likely than not to be realized. As of 2015, valuation allowances remain in the U.S. and certain foreign jurisdictions where the Company believes it is necessary to see further positive evidence, such as sustained achievement of cumulative profits, before these valuation allowances can be released. Given the current earnings trend in the U.S., sufficient positive evidence may become available for the Company to release all or a portion of the U.S. valuation allowance in a future period. Of the $493 million U.S. valuation allowance remaining at December 26, 2015, it is reasonably possible that $265-$360 million may be released in 2016, which would result in a non-cash income tax benefit in the period of release. In addition, if positive evidence develops, the Company may also release valuation allowances in certain foreign jurisdictions in 2016, which would result in an income tax benefit of $3 million in the period of release. However, the exact timing and amount of the valuation allowance releases are subject to change based on the level of profitability actually achieved in future periods.

In addition to judgments associated with valuation allowances, our current tax provision can be affected by our mix of income and identification or resolution of uncertain tax positions. Because income from domestic and international sources may be taxed at different rates, the shift in mix during a year or over years can cause the effective tax rate to change. We base our rate during the year on our best estimate of an annual effective rate, and update that estimate quarterly, with the cumulative effect of a change in the anticipated annual rate reflected in

the tax provision of that period. Such changes can result in significant interim reporting volatility. This volatility can result from changes in our projected earnings levels, the mix of income, the impact of valuation allowances in certain jurisdictions and the interim accounting rules applied to entities expected to pay taxes on a full year basis, but recognizing losses in an interim period.

SIGNIFICANT TRENDS, DEVELOPMENTS AND UNCERTAINTIES

Competitive Factors Over the years, we have seen continued development and growth of competitors in all segments of our business. In particular, mass merchandisers and warehouse clubs, as well as grocery and drugstore chains, have increased their assortment of home office merchandise, attracting additional back-to-school customers and year-round casual shoppers. Warehouse clubs have expanded beyond their in-store assortment by adding catalogs and websites from which a much broader assortment of products may be ordered. We also face competition from other office supply stores that compete directly with us in numerous markets. This competition is likely to result in increased competitive pressures on pricing, product selection and services provided. Many of these retail competitors, including discounters, warehouse clubs, and drug stores and grocery chains, carry basic office supply products. Some of them also feature technology products. Many of them may price certain of these offerings lower than we do, but they have not shown an indication of greatly expanding their somewhat limited product offerings at this time. This trend towards a proliferation of retailers offering a limited assortment of office products is a potentially serious trend in our industry that could shift purchasing away from office supply specialty retailers and adversely impact our results.

We have seen substantial growth in the number of competitors that offer office products over the Internet, as well as the breadth and depth of their product offerings. In addition to large numbers of smaller Internet providers featuring special price incentives and one-time deals (such as close-outs), we are experiencing strong competitive pressures from large Internet providers such as Amazon.com and Walmart that offer a full assortment of office products through direct sales and, in the case of Amazon.com, acting as a storefront for other specialty office product providers. Another trend in our industry has been consolidation, as competitors in office supply stores and the copy/print channel have been acquired and consolidated into larger, well-capitalized corporations. This trend towards consolidation, coupled with acquisitions by financially strong organizations, is potentially a significant trend in our industry that could impact our results.

Additionally, consumers are utilizing more technology and purchasing less paper, ink and toner, physical file storage and general office supplies.

We regularly consider these and other competitive factors when we establish both offensive and defensive aspects of our overall business strategy and operating plans.

Economic Factors Our customers in the North American Retail Division, the International Division, and many of our customers in the North American Business Solutions Division are predominantly small and home office businesses. Accordingly, spending by these customers is affected by macroeconomic conditions, such as changes in the housing market and commodity costs, credit availability and other factors. The downturn in the global economy experienced in recent years negatively impacted our sales and profits.

Liquidity Factors Our cash flow from operating activities, available cash and cash equivalents, and access to broad financial markets provide the liquidity we need to operate our business and fund integration and restructuring activities. Together, these sources have been used to fund operating and working capital needs, as well as invest in business expansion through new store openings, capital improvements and acquisitions. We have in place a $1.25 billion asset based credit facility to provide liquidity, subject to availability as specified in the agreement.

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MARKET SENSITIVE RISKS AND POSITIONS

We have adopted an enterprise risk management process patterned after the principles set out by the Committee of Sponsoring Organizations (COSO). Management utilizes a common view of exposure identification and risk management. A process is in place for periodic risk reviews and identification of appropriate mitigation strategies.

We have market risk exposure related to interest rates, foreign currency exchange rates, and commodities. Market risk is measured as the potential negative impact on earnings, cash flows or fair values resulting from a hypothetical change in interest rates or foreign currency exchange rates over the next year. Interest rate changes on obligations may result from external market factors, as well as changes in our credit rating. We manage our exposure to market risks at the corporate level. The portfolio of interest-sensitive assets and liabilities is monitored to provide liquidity necessary to satisfy anticipated short-term needs. Our risk management policies allow the use of specified financial instruments for hedging purposes only; speculation on interest rates, foreign currency rates, or commodities is not permitted.

Interest Rate Risk

We are exposed to the impact of interest rate changes on cash, cash equivalents, debt obligations, and defined benefit pension and other postretirement plans.

The impact on cash and cash equivalents held at December 26, 2015 from a hypothetical 10% decrease in interest rates would be a decrease in interest income of less than $1 million.

The following tables provide information about our debt portfolio outstanding as of December 26, 2015 that is sensitive to changes in interest rates. The following table does not include our obligations for pension plans and other postretirement benefits, although market risk also arises within our defined benefit pension plans to the extent that the obligations of the pension plans are not fully matched by assets with determinable cash flows. We sponsor U.S. defined benefit pension plans covering certain terminated employees, vested employees, retirees, and some active employees. These plans were acquired in the Merger transaction and have been frozen since 2004. Our active employees and all inactive participants who are covered by these plans are no longer accruing additional benefits. However, the pension plans obligations are still subject to change due to fluctuations in long-term interest rates as well as factors impacting actuarial valuations, such as retirement rates and pension plan participants increased life expectancies. In addition to changes in pension plan obligations, the amount of plan assets available to pay benefits, contribution levels and expense are also impacted by the return on the pension plan assets. The pension plan assets include U.S. equities, international equities, global equities and fixed-income securities, the cash flows of which change as equity prices and interest rates vary. The risk is that market movements in equity prices and interest rates could result in assets that are insufficient over time to cover the level of projected obligations. This in turn could result in significant changes in pension expense and funded status, further impacting future required contributions. Management, together with the trustees who act on behalf of the pension plan beneficiaries, assess the level of this risk using reports prepared by independent external actuaries and investment advisors and take action, where appropriate, in terms of setting investment strategy and agreed contribution levels.

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	2015			2014		
	Carrying	**Fair**	**Risk**	Carrying	Fair	Risk
(In millions)	**Value**	**Value**	**Sensitivity**	Value	Value	Sensitivity
Financial assets:						
Timber notes receivable	**$ 905**	**$ 909**	**$ 17**	$ 926	$ 930	$ 21
Financial liabilities:						
Recourse debt:						
Senior Secured Notes, due 2019	**$ 250**	**$ 265**	**$ 4**	$ 250	$ 280	$ 2
7.35% debentures, due 2016	**$ 18**	**$ 18**	**$**	$ 18	$ 18	$
Revenue bonds, due in varying amounts periodically through 2029	**$ 186**	**$ 186**	**$ 6**	$ 186	$ 185	$ 7
American & Foreign Power Company, Inc. 5% debentures, due 2030	**$ 14**	**$ 13**	**$ 1**	$ 14	$ 13	$ 1
Non-recourse debt	**$ 819**	**$ 825**	**$ 15**	$ 839	$ 845	$ 18

The risk sensitivity of fixed rate debt reflects the estimated increase in fair value from a 50 basis point decrease in interest rates, calculated on a discounted cash flow basis. The sensitivity of variable rate debt reflects the possible increase in interest expense during the next period from a 50 basis point change in interest rates prevailing at year-end.

Foreign Exchange Rate Risk

We conduct business through entities in various countries outside the United States where their functional currency is not the U.S. dollar. Our principal international operations are in countries with Euro, British Pound, Canadian Dollar, Australian Dollar, and New Zealand Dollar functional currencies. We continue to assess our exposure to foreign currency fluctuation against the U.S. dollar. As of December 26, 2015, a 10% change in the applicable foreign exchange rates would result in an increase or decrease in our pretax earnings of $7 million.

Although operations generally are conducted in the relevant local currency, we also are subject to foreign exchange transaction exposure when our subsidiaries transact business in a currency other than their own functional currency. This exposure arises primarily from inventory purchases denominated in a foreign currency. At December 26, 2015, there are foreign exchange forward contracts with an aggregate notional amount of $29 million hedging inventory exposures. Also, from time-to-time, we enter into foreign exchange forward transactions to protect against possible changes in exchange rates related to scheduled or anticipated cash movements among our operating entities. At December 26, 2015, foreign exchange forward contracts with an aggregate notional amount of $64 million were in place to hedge these movements. The highest notional amount outstanding for all the foreign exchange forward contracts at any point during 2015 was $93 million during the month of December. Derivative contracts are marked to market at each reporting period. Gains and loss are presented in the same caption as the hedged item or Other income, net, as appropriate. The economic hedging transactions are not considered material.

Generally, we evaluate the performance of our international businesses by focusing on the results of the business in local currency, and not with regard to the translation into U.S. dollars, as the latter is impacted by external factors. However, changes in foreign exchange rates have affected comparison of reported U.S. dollars Division results. Where applicable, changes in U.S. dollars and constant currencies have been reported in Management s Discussion and Analysis of Financial Condition and Results of Operations.

Commodities Risk

We operate a large network of stores and delivery centers around the world. As such, we purchase fuel needed to transport products to our stores and customers as well as pay shipping costs to import products from overseas. We are exposed to potential changes in the underlying commodity costs associated with this transport activity.

We enter into economic hedge transactions for a portion of our anticipated fuel consumption in the U.S. These arrangements are marked to market at each reporting period. Some of these arrangements may not be designated as hedges for accounting purposes and changes in value are recognized in current earnings through the Cost of goods sold and occupancy costs line on the Consolidated Statements of Operations. Those that are designated as hedges for accounting purposes are also marked to market at each reporting period, with the change in value deferred in accumulated other comprehensive income until the related fuel is consumed. At December 26, 2015, we had entered into contracts for approximately 7 million gallons of fuel that will be settled monthly through January 2017. Currently, these economic hedging transactions are not considered material. As of December 26, 2015, excluding the impact of any hedge transaction, a 10% change in domestic commodity costs would result in an increase or decrease in our operating profit of $4 million.

INFLATION AND SEASONALITY

Although we cannot determine the precise effects of inflation on our business, we do not believe inflation has had a material impact on our sales or the results of our operations. We consider our business to be somewhat seasonal, with sales generally trending lower in the second quarter, following the back-to-business sales cycle in the first quarter and preceding the back-to-school sales cycle in the third quarter and the holiday sales cycle in the fourth quarter. Certain working capital components may build and recede during the year reflecting established selling cycles. Business cycles can and have impacted our operations and financial position when compared to other periods.

NEW ACCOUNTING STANDARDS

In May 2014, the Financial Accounting Standards Board (FASB) issued an accounting standards update that supersedes most current revenue recognition guidance and modifies the accounting for certain costs associated with revenue generation. The core principle of this guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides a number of steps to apply to achieve that principle and requires additional disclosures. The standard was originally to be effective for the Company s first quarter of 2017. In July 2015, the FASB approved a one year extension to the required implementation date but also permits companies to adopt the standard at the original effective date of 2017. Adoption before the original effective date of 2017 is not permitted. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The Company is assessing what impacts this new standard will have on its Consolidated Financial Statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Refer to information in the Market Sensitive Risks and Positions subsection of Part II Item 7. MD&A of this Annual Report.

Item 8. Financial Statements and Supplementary Data.

Refer to Part IV Item 15(a) of this Annual Report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

Based on management s evaluation which included the participation of the Company s Chief Executive Officer (CEO), and Chief Financial Officer (CFO), as of December 26, 2015, the Company s CEO and CFO concluded that the Company s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Act)), were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that the Company files or submits under the Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to the Company s management, including the CEO and CFO, to allow timely decisions regarding required disclosures.

Changes in Internal Controls

There have been no changes in the Company s internal control over financial reporting that occurred during the Company s most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Management s Report on Internal Control Over Financial Reporting

Management of Office Depot is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Act. Our Internal Control structure is designed to provide reasonable assurance to our management and the Board of Directors regarding the reliability of financial reporting and the preparation and fair presentation of published financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In evaluating our Internal Control, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control Integrated Framework (2013)*. Based on our assessment, management has concluded that the Company s internal control over financial reporting was effective as of December 26, 2015.

Our internal control over financial reporting as of December 26, 2015, has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report provided below.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Office Depot, Inc.

Boca Raton, Florida

We have audited the internal control over financial reporting of Office Depot, Inc. and subsidiaries (the Company) as of December 26, 2015, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed by, or under the supervision of, the company s principal executive and principal financial officers, or persons performing similar functions, and effected by the company s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 26, 2015, based on the criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the fiscal year ended December 26, 2015 of the Company and our report dated February 23, 2016 expressed an unqualified opinion on those financial statements and financial statement schedule.

/s/ DELOITTE & TOUCHE LLP

Certified Public Accountants

Boca Raton, Florida

February 23, 2016

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PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information concerning our executive officers is set forth in Part 1 Item 1. Business of this Annual Report under the caption Executive Officers of the Registrant.

Information required by this item with respect to our directors and the nomination process will be contained under the heading Election of Directors in the proxy statement for our 2016 Annual Meeting of Shareholders to be filed with the SEC (the Proxy Statement) within 120 days after the end of our fiscal year, which information is incorporated by reference in this Annual Report.

Information required by this item with respect to our audit committee and our audit committee financial experts will be contained in the Proxy Statement under the heading Committees of Our Board of Directors Audit Committee and is incorporated by reference in this Annual Report.

Information required by this item with respect to compliance with Section 16(a) of the Exchange Act will be contained in the Proxy Statement under the heading Section 16(a) Beneficial Ownership Reporting Compliance and is incorporated by reference in this Annual Report.

Our Code of Ethical Behavior is in compliance with applicable rules of the SEC that apply to our principal executive officer, our principal financial officer, and our principal accounting officer or controller, or persons performing similar functions. A copy of the Code of Ethical Behavior is available free of charge on the Investor Relations section of our website at www.officedepot.com. We intend to satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of this Code of Ethical Behavior by posting such information on our website at the address and location specified above.

Item 11. Executive Compensation.

Information required by this item with respect to executive compensation and director compensation will be contained in the Proxy Statement under the headings Compensation Discussion & Analysis and Director Compensation, respectively, and is incorporated by reference in this Annual Report.

The information required by this item with respect to compensation committee interlocks and insider participation will be contained in the Proxy Statement under the heading Compensation Committee Interlocks and Insider Participation and is incorporated by reference in this Annual Report.

The compensation committee report required by this item will be contained in the Proxy Statement under the heading Compensation Committee Report and is incorporated by reference in this Annual Report.

The information required by this item with respect to compensation policies and practices as they relate to the Company s risk management will be contained in the Proxy Statement under the heading Board of Directors Role in Risk Oversight and is incorporated by reference in this Annual Report.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information required by this item with respect to securities authorized for issuance under the Company s equity compensation plans is contained in the Proxy Statement under the heading Equity Compensation Plan Information and is incorporated herein by reference in this Annual Report.

Information required by this item with respect to security ownership of certain beneficial owners and management will be contained in the Proxy Statement under the heading Stock Ownership Information and is incorporated by reference in this Annual Report.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information required by this item with respect to such contractual relationships and director independence will be contained in the Proxy Statement under the headings Related Person Transactions Policy and Director Independence, respectively, and is incorporated by reference in this Annual Report.

Item 14. Principal Accountant Fees and Services.

Information with respect to principal accounting fees and services and pre-approval policies will be contained in the Proxy Statement under the headings Audit & Other Fees and Audit Committee Pre-Approval Policies and Procedures respectively, and is incorporated by reference in this Annual Report.

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PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as a part of this report:

1. The financial statements listed in Index to Financial Statements.

2. The financial statement schedules listed in Index to Financial Statement Schedules.

3. The exhibits listed in Index to Exhibits.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on this 23rd day of February 2016.

OFFICE DEPOT, INC.

By: /s/ ROLAND C. SMITH
Roland C. Smith
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities indicated on February 23, 2016.

Signature	Capacity
/s/ ROLAND C. SMITH Roland C. Smith	Chief Executive Officer (Principal Executive Officer) and Chairman, Board of Directors
/s/ STEPHEN E. HARE Stephen E. Hare	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ KIM MOEHLER Kim Moehler	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ WARREN BRYANT Warren Bryant	Director
/s/ RAKESH GANGWAL Rakesh Gangwal	Director
/s/ CYNTHIA T. JAMISON Cynthia T. Jamison	Director
/s/ FRANCESCA RUIZ DE LUZURIAGA Francesca Ruiz de Luzuriaga	Director
/s/ V. JAMES MARINO V. James Marino	Director
/s/ MICHAEL J. MASSEY Michael J. Massey	Director
/s/ DAVID M. SZYMANSKI David M. Szymanski	Director

/s/ NIGEL TRAVIS	Director
Nigel Travis	
/s/ JOSEPH S. VASSALLUZZO	Director
Joseph S. Vassalluzzo	

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Office Depot, Inc.

Boca Raton, Florida

We have audited the accompanying consolidated balance sheets of Office Depot, Inc. and subsidiaries (the Company) as of December 26, 2015 and December 27, 2014, and the related consolidated statements of operations, comprehensive income (loss), stockholders equity, and cash flows for each of the three fiscal years in the period ended December 26, 2015. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Office Depot, Inc. and subsidiaries as of December 26, 2015 and December 27, 2014, and the results of their operations and their cash flows for each of the three fiscal years in the period ended December 26, 2015, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company s internal control over financial reporting as of December 26, 2015, based on the criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 23, 2016 expressed an unqualified opinion on the Company s internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Certified Public Accountants

Boca Raton, Florida

February 23, 2016

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OFFICE DEPOT, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In millions, except per share amounts)

	2015	2014	2013
Sales	**$ 14,485**	$ 16,096	$ 11,242
Cost of goods sold and occupancy costs	**10,983**	12,320	8,616
Gross profit	**3,502**	3,776	2,626
Selling, general and administrative expenses	**3,042**	3,479	2,560
Asset impairments	**13**	88	70
Merger, restructuring, and other operating expenses, net	**332**	403	201
Legal accrual		81	
Operating income (loss)	**115**	(275)	(205)
Other income (expense):			
Interest income	**24**	24	5
Interest expense	**(93)**	(89)	(69)
Gain on disposition of joint venture			382
Other income, net	**1**		14
Income (loss) before income taxes	**47**	(340)	127
Income tax expense	**39**	12	147
Net income (loss)	**8**	(352)	(20)
Less: Results attributable to the noncontrolling interests		2	
Net income (loss) attributable to Office Depot, Inc.	**8**	(354)	(20)
Preferred stock dividends			73
Net income (loss) attributable to common stockholders	**$ 8**	$ (354)	$ (93)
Basic and diluted earnings (loss) per share	**$ 0.01**	$ (0.66)	$ (0.29)

The accompanying notes to consolidated financial statements are an integral part of these statements.

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OFFICE DEPOT, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In millions)

	2015	2014	2013
Net income (loss)	**$ 8**	$ (352)	$ (20)
Other comprehensive income (loss), net of tax, where applicable:			
Foreign currency translation adjustments	**(78)**	(78)	47
Change in deferred pension, net of $1 million, $1 million, and $10 million of deferred income taxes in 2015, 2014, and 2013, respectively	**1**	(87)	12
Total other comprehensive income (loss), net of tax, where applicable	**(77)**	(165)	59
Comprehensive income (loss)	**(69)**	(517)	39
Comprehensive income attributable to the noncontrolling interest		2	
Comprehensive income (loss) attributable to Office Depot, Inc.	**$ (69)**	$ (519)	$ 39

The accompanying notes to consolidated financial statements are an integral part of these statements.

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OFFICE DEPOT, INC.

CONSOLIDATED BALANCE SHEETS

(In millions, except shares and par value)

	December 26, 2015	December 27, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 1,069**	$ 1,071
Receivables, net	**1,166**	1,264
Inventories	**1,698**	1,638
Prepaid expenses and other current assets	**127**	158
Total current assets	**4,060**	4,131
Property and equipment, net	**785**	963
Goodwill	**378**	391
Other intangible assets, net	**54**	72
Timber notes receivable	**905**	926
Deferred income taxes	**24**	36
Other assets	**236**	238
Total assets	**$ 6,442**	$ 6,757
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Trade accounts payable	**$ 1,319**	$ 1,340
Accrued expenses and other current liabilities	**1,355**	1,514
Income taxes payable	**13**	4
Short-term borrowings and current maturities of long-term debt	**56**	32
Total current liabilities	**2,743**	2,890
Deferred income taxes and other long-term liabilities	**459**	541
Pension and postretirement obligations, net	**184**	196
Long-term debt, net of current maturities	**634**	670
Non-recourse debt	**819**	839
Total liabilities	**4,839**	5,136
Commitments and contingencies		
Stockholders equity:		
Common stock authorized 800,000,000 shares of $.01 par value; issued shares 554,835,306 in 2015 and 551,097,537 in 2014	**6**	6
Additional paid-in capital	**2,607**	2,556
Accumulated other comprehensive income	**30**	107
Accumulated deficit	**(982)**	(990)
Treasury stock, at cost 5,915,268 shares in 2015 and 2014	**(58)**	(58)
Total equity	**1,603**	1,621
Total liabilities and stockholders equity	**$ 6,442**	$ 6,757

The accompanying notes to consolidated financial statements are an integral part of these statements.

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OFFICE DEPOT, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

	2015	2014	2013
Cash flows from operating activities:			
Net income (loss)	**$ 8**	$ (352)	$ (20)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	**283**	313	209
Charges for losses on inventories and receivables	**60**	66	59
Asset impairments	**13**	88	70
Compensation expense for share-based payments	**44**	38	38
Loss (gain) on disposition of joint ventures		2	(382)
Deferred income taxes and deferred tax asset valuation allowances	**7**		8
Loss (gain) on disposition of assets	**(36)**	6	(3)
Other	**23**	5	(9)
Changes in assets and liabilities:			
Decrease (increase) in receivables	**47**	(3)	(2)
Increase in inventories	**(139)**	(1)	(34)
Net decrease (increase) in prepaid expenses and other assets	**22**	14	(2)
Net decrease in trade accounts payable, accrued expenses and other current and other long-term liabilities	**(206)**	(20)	(39)
Total adjustments	**118**	508	(87)
Net cash provided by (used in) operating activities	**126**	156	(107)
Cash flows from investing activities:			
Capital expenditures	**(163)**	(123)	(137)
Acquired cash in Merger, net			457
Proceeds from sale of joint ventures, net		43	675
Return of investment in Boise Cascade Holdings, L.L.C.			35
Proceeds from sale of available for sale securities		43	
Acquisition, net of cash acquired	**(9)**		
Restricted cash	**1**	(3)	(4)
Proceeds from disposition of assets and other	**97**	12	2
Net cash provided by (used in) investing activities	**(74)**	(28)	1,028
Cash flows from financing activities:			
Net proceeds from employee share-based transactions	**7**	39	3
Debt retirement			(150)
Debt related fees	**(1)**		(1)
Redemption of redeemable preferred stock			(407)
Redeemable preferred stock dividends			(63)
Proceeds from issuance of borrowings	**20**	21	23
Payments on long and short-term borrowings	**(51)**	(45)	(45)
Net cash provided by (used in) financing activities	**(25)**	15	(640)
Effect of exchange rate changes on cash and cash equivalents	**(29)**	(27)	3
Net increase (decrease) in cash and cash equivalents	**(2)**	116	284
Cash and cash equivalents at beginning of period	**1,071**	955	671

Cash and cash equivalents at end of period	**$ 1,069**	$ 1,071	$ 955
Supplemental information on operating, investing, and financing activities			
Cash interest paid, net of amounts capitalized and Timber notes/Non-recourse debt	**$ 67**	$ 68	$ 65
Cash taxes paid (refunded)	**8**	(10)	139
Non-cash asset additions under capital leases	**25**	21	10
Issuance of common stock associated with the Merger (refer to Note 2)	**$**	$	$ 1,395

The accompanying notes to consolidated financial statements are an integral part of these statements.

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OFFICE DEPOT, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

(In millions, except share amounts)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Treasury Stock	Noncontrolling Interest	Total Equity
Balance at December 29, 2012	291,734,027	$ 3	$ 1,120	$ 213	$ (616)	$ (58)	$	$ 662
Acquisition of noncontrolling interest							1	1
Net loss					(20)			(20)
Other comprehensive income				59				59
Common stock issuance related to OfficeMax merger	239,344,963	2	1,393					1,395
Preferred stock dividends			(73)					(73)
Grant of long-term incentive stock	3,230,565							
Forfeiture of restricted stock	(762,496)							
Exercise and release of incentive stock (including income tax benefits and withholding)	3,082,701		2					2
Amortization of long-term incentive stock grants			38					38
Balance at December 28, 2013	536,629,760	$ 5	$ 2,480	$ 272	$ (636)	$ (58)	$ 1	$ 2,064
Decrease in subsidiary shares from noncontrolling interests							(1)	(1)
Net loss					(354)			(354)
Other comprehensive income				(165)				(165)
Forfeiture of restricted stock	(742,823)							
Exercise and release of incentive stock (including income tax benefits and withholding)	15,210,600	1	38					39
Amortization of long-term incentive stock grants			38					38
Balance at December 27, 2014	551,097,537	$ 6	$ 2,556	$ 107	$ (990)	$ (58)	$	$ 1,621
Net income					8			8
Other comprehensive income				(77)				(77)
Forfeiture of restricted stock	(80,170)							
Exercise and release of incentive stock (including income tax benefits and withholding)	3,817,939		7					7
Amortization of long-term incentive stock grants			44					44
Balance at December 26, 2015	**554,835,306**	**$ 6**	**$ 2,607**	**$ 30**	**$ (982)**	**$ (58)**	**$**	**$ 1,603**

The accompanying notes to consolidated financial statements are an integral part of these statements.

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business: Office Depot, Inc. (Office Depot or the Company) is a global supplier of office products and services. On November 5, 2013, the Company merged with OfficeMax Incorporated (OfficeMax); refer to Note 2 for additional discussion of this merger (the Merger). OfficeMax s results are included in the Consolidated Statements of Operations and Cash Flows since the Merger date, affecting comparability of amounts in the three years presented. The merged Company currently operates under several banners, including Office Depot® and OfficeMax® and utilizes several proprietary company and product brand names. The Company s common stock is traded on the NASDAQ Global Select Market under the ticker symbol ODP.

As of December 26, 2015, the Company sold to customers throughout North America, Europe, and Asia/Pacific through three reportable segments (or Divisions): North American Retail Division, North American Business Solutions Division and International Division. Due to the sale of the Company s interest in Grupo OfficeMax S. de R.L. de C.V. and related entities (together, Grupo OfficeMax) in August 2014, the joint venture s results are reported as Other to align with how this information was presented for management reporting.

Office Depot currently operates through wholly-owned entities and participates in other ventures and alliances. The Company s corporate headquarters is located in Boca Raton, FL, and the Company s primary website is www.officedepot.com.

On February 4, 2015, Staples, Inc. (Staples) and the Company announced that the companies have entered into a definitive merger agreement (the Staples Merger Agreement), under which Staples will acquire all of the outstanding shares of Office Depot and the Company will become a wholly owned subsidiary of Staples (the Staples Acquisition). Under the terms of the Staples Merger Agreement, Office Depot shareholders will receive, for each Office Depot share held by such shareholders, $7.25 in cash and 0.2188 of a share in Staples common stock at closing (the Merger Consideration). Each employee share-based award outstanding at the date of the Staples Merger Agreement will vest upon the effective date of the Staples Acquisition. Upon the effective date of the Staples Acquisition, employee share-based awards subsequently granted in 2015 will be converted into a contingent right to receive the cash equivalent of the Merger Consideration subject to the same terms and conditions of the corresponding award; provided that performance and vesting periods shall be reduced in duration. The Staples Merger Agreement includes representations, warranties and conditions, including breakup fees payable or receivable under certain conditions if the transaction fails to close. Under the Staples Merger Agreement, the 9.75% Senior Secured Notes (Senior Secured Notes) will be discharged, redeemed or defeased at the Effective Time of the Staples Acquisition.

The transaction has been approved by both companies Boards of Directors and Office Depot shareholders. The completion of the Staples Acquisition is subject to customary closing conditions including, among others, regulatory approvals under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and under the antitrust and competition laws of the European Union and Canada. The Company and Staples have received antitrust clearance for the transaction from regulators in Australia, New Zealand and China.

On February 10, 2016, Staples announced that it has received conditional approval from European Union regulatory authorities to acquire Office Depot and the parties plan to divest Office Depot s European businesses in connection with the consummation of the pending acquisition of Office Depot by Staples.

On December 7, 2015, the United States Federal Trade Commission (the FTC) informed Office Depot and Staples that it intends to block the Staples Acquisition. On the same date, Office Depot and Staples announced their intent to contest the FTC s decision to challenge the transaction. Also on December 7, 2015, the Canadian

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Competition Bureau filed an application to block the transaction with the Canadian Competition Tribunal. On February 2, 2016, the Company and Staples entered into a letter agreement to waive, until May 16, 2016, certain of their respective rights to terminate the Staples Merger Agreement.

The Company has agreed to pay a fee of $185 million to Staples if each of the following conditions are met: (i) the Staples Merger Agreement is terminated by the Company before the date permitted by the Staples Merger Agreement, as amended, (ii) a third party has made an acquisition proposal before the termination of the Staples Merger Agreement, and (iii) within 12 months of the termination of the Staples Merger Agreement, the Company enters into an alternative transaction. Staples is required to pay Office Depot a termination fee of $250 million if the Staples Merger Agreement is terminated in certain circumstances relating to the antitrust regulatory review process.

Refer to the Company s Current Report on Form 8-K filed with the SEC on February 4, 2015 for additional information on the transaction. Also, refer to Note 3 for expenses incurred in 2015 related to the Staples Acquisition.

Basis of Presentation: The consolidated financial statements of Office Depot include the accounts of all wholly owned and financially controlled subsidiaries prior to disposition. Also, variable interest entities formed by OfficeMax in prior periods solely related to the Timber Notes and Non-recourse debt are consolidated because the Company is the primary beneficiary. Refer to Note 7 for additional information. As a result of the Merger, the Company owns 88% of a subsidiary that formerly owned assets in Cuba, which were confiscated by the Cuban government in the 1960 s. Due to various asset restrictions, the fair value of this investment at the Merger date was not determinable and no amounts are included in the consolidated financial statements. Intercompany transactions have been eliminated in consolidation.

The equity method of accounting is used for investments in which the Company does not control but either shares control equally or has significant influence; the cost method is used when the Company neither shares control nor has significant influence.

During the fourth quarter of 2015, the Company early adopted the new accounting standard that requires debt issuance costs to be presented as a reduction of the related liability rather than as an asset and the new accounting standard that requires that all deferred taxes be presented as noncurrent on the Consolidated Balance Sheets. Amounts reported in the Consolidated Balance Sheet as of December 27, 2014 have been reclassified to conform with current year presentation, as follows.

(In millions)	Previously Reported	Changes	As Reported
Assets:			
Prepaid expenses and other current assets	$ 245	$ (87)	$ 158
Deferred income taxes noncurrent	32	4	36
Other assets	242	(4)	238
Total assets	6,844	(87)	6,757
Liabilities:			
Accrued expenses and other current liabilities	1,517	(3)	1,514
Deferred income taxes and other long-term liabilities	621	(80)	541
Long term debt, net of current maturities	674	(4)	670
Total liabilities	5,223	(87)	5,136

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company also early adopted for 2015 reporting the new accounting standard that allows as a practical expedient, the measurement of pension assets and liabilities at the calendar year end, rather than the fiscal year end date. There were no changes to prior reported amounts or disclosures from adopting this standard.

Fiscal Year: Fiscal years are based on a 52- or 53-week period ending on the last Saturday in December. Certain international locations operate on a calendar year basis; however, the reporting difference is not considered significant. All years presented in the Consolidated Financial Statements consisted of 52 weeks; fiscal year 2016 will include 53 weeks.

Estimates and Assumptions: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Foreign Currency: International operations primarily use local currencies as their functional currency. Assets and liabilities are translated into U.S. dollars using the exchange rate at the balance sheet date. Revenues, expenses and cash flows are translated at average monthly exchange rates, or rates on the date of the transaction for certain significant items. Translation adjustments resulting from this process are recorded in Stockholders equity as a component of Accumulated other comprehensive income.

Foreign currency transaction gains or losses are recorded in the Consolidated Statements of Operations in Other income (expense), net or Cost of goods sold and occupancy costs, depending on the nature of the transaction.

Cash and Cash Equivalents: All short-term highly liquid investments with original maturities of three months or less from the date of acquisition are classified as cash equivalents. Amounts in transit from banks for customer credit card and debit card transactions are classified as cash. The banks process the majority of these amounts within two business days.

Amounts not yet presented for payment to zero balance disbursement accounts of $32 million and $91 million at December 26, 2015 and December 27, 2014, respectively, are presented in Trade accounts payable and Accrued expenses and other current liabilities.

Cash and cash equivalents held outside the United States at December 26, 2015 amounted to $253 million.

Receivables: Trade receivables, net, totaled $774 million and $812 million at December 26, 2015 and December 27, 2014, respectively. An allowance for doubtful accounts has been recorded to reduce receivables to an amount expected to be collectible from customers. The allowance at December 26, 2015 and December 27, 2014 was $16 million and $18 million, respectively.

Exposure to credit risk associated with trade receivables is limited by having a large customer base that extends across many different industries and geographic regions. However, receivables may be adversely affected by an economic slowdown in the United States or internationally. No single customer accounted for more than 10% of total sales or receivables in 2015, 2014 or 2013.

Other receivables are $392 million and $452 million at December 26, 2015 and December 27, 2014, respectively, of which $308 million and $360 million, respectively, are amounts due from vendors under purchase rebate, cooperative advertising and various other marketing programs.

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company sells selected accounts receivables on a non-recourse basis to an unrelated financial institution under a factoring agreement in France. The Company accounts for this transaction as a sale of receivables, removes receivables sold from its financial statements, and records cash proceeds when received by the Company as cash provided by operating activities in the Consolidated Statements of Cash Flows. The financial institution retains a portion of the sold receivables as a guarantee until the receipt of the proceeds associated with the factored invoices. Retention guarantees of $10 million and $11 million are included in Prepaid expenses and other current assets in the Consolidated Balance Sheets as of December 26, 2015 and December 27, 2014, respectively.

In 2015 and 2014, the Company withdrew $345 million and $479 million, respectively, under the factoring agreement. Receivables sold for which the Company did not obtain cash directly from the financial institution are included in Receivables and amount to $6 million as of December 26, 2015 and December 27, 2014.

Inventories: Inventories are stated at the lower of cost or market value and are reduced for inventory losses based on estimated obsolescence and the results of physical counts. In-bound freight is included as a cost of inventories. Also, cash discounts and certain vendor allowances that are related to inventory purchases are recorded as a product cost reduction. The weighted average method is used throughout the Company to determine the cost of inventory and the first-in-first-out method is used for inventory held within certain European countries where the Company has operations.

Income Taxes: Income taxes are accounted for under the asset and liability method. This approach requires the recognition of deferred tax assets and liabilities attributable to differences between the carrying amounts and the tax bases of assets and liabilities and operating loss and tax credit carryforwards. Valuation allowances are recorded to reduce deferred tax assets to the amount believed to be more likely than not to be realized. The Company recognizes tax benefits from uncertain tax positions when it is more likely than not that the position will be sustained upon examination. Interest related to income tax exposures is included in interest expense in the Consolidated Statements of Operations. Refer to Note 9 for additional information on income taxes.

Property and Equipment: Property and equipment additions are recorded at cost. Depreciation and amortization is recognized over the estimated useful lives using the straight-line method. The useful lives of depreciable assets are estimated to be 15-30 years for buildings and 3-10 years for furniture, fixtures and equipment. Computer software is amortized over three years for common office applications, five years for larger business applications and seven years for certain enterprise-wide systems. Leasehold improvements are amortized over the shorter of the estimated economic lives of the improvements or the terms of the underlying leases, including renewal options considered reasonably assured. The Company capitalizes certain costs related to internal use software that is expected to benefit future periods. These costs are amortized using the straight-line method over the 3 7 year expected life of the software. Major repairs that extend the useful lives of assets are capitalized and amortized over the estimated use period. Routine maintenance costs are expensed as incurred.

Goodwill and Other Intangible Assets: Goodwill is the excess of the cost of an acquisition over the fair value assigned to net tangible and identifiable intangible assets of the business acquired. The Company reviews goodwill for impairment annually or sooner if indications of possible impairment are identified. The annual review period for the goodwill is as of the first day of the third quarter. The Company elected to conduct a quantitative assessment of possible goodwill impairment in 2015. In periods that a quantitative test is used, the Company estimates the reporting unit s fair value using discounted cash flow analysis and market-based evaluations, when available. If the reporting unit s carrying value exceeds its fair value, an impairment charge is recognized to the extent that the carrying amount of goodwill exceeds its implied fair value. This method of estimating fair value requires assumptions, judgments and estimates of future performance. The Company may

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

assess goodwill for possible impairment in future periods by considering qualitative factors, rather than this quantitative test.

Amortizable intangible assets are periodically reviewed to determine whether events and circumstances warrant a revision to the remaining period of amortization or asset impairment. Certain locations identified for closure resulted in impairment of favorable lease assets recorded as part of the Merger.

Impairment of Long-Lived Assets: Long-lived assets with identifiable cash flows are reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Because of recent operating results and implementation of the post-Merger real estate strategy (the Real Estate Strategy), retail store long-lived assets have been reviewed for impairment indicators quarterly. Impairment is assessed at the individual store level which is the lowest level of identifiable cash flows, and considers the estimated undiscounted cash flows over the asset s remaining life. If estimated undiscounted cash flows are insufficient to recover the investment, an impairment loss is recognized equal to the difference between the estimated fair value of the asset and its carrying value, net of salvage, and any costs of disposition. The fair value estimate is generally the discounted amount of estimated store-specific cash flows.

Facility Closure and Severance Costs: Store performance is regularly reviewed against expectations and stores not meeting performance requirements may be closed. Additionally, since 2014, the Company has been closing stores in connection with the Real Estate Strategy which is expected to be completed in 2016. Refer to Note 3 for additional information.

Costs associated with facility closures, principally accrued lease costs, are recognized when the facility is no longer used in an operating capacity or when a liability has been incurred. Store assets are also reviewed for possible impairment, or reduction of estimated useful lives.

Accruals for facility closure costs are based on the future commitments under contracts, adjusted for assumed sublease benefits and discounted at the Company s credit-adjusted risk-free rate at the time of closing. Accretion expense is recognized over the life of the contractual payments. Additionally, the Company recognizes charges to terminate existing commitments and charges or credits to adjust remaining closed facility accruals to reflect current expectations. Accretion expense and adjustments to facility closure costs are presented in the Consolidated Statements of Operations in Selling, general and administrative expenses if the related facility was closed as part of ongoing operations or in Merger, restructuring and other operating expenses, net, if the related facility was closed as part of Merger or restructuring activities. Refer to Note 3 for additional information on accrued expenses relating to closed facilities. The short-term and long-term components of this liability are included in Accrued expenses and other current liabilities and Deferred income taxes and other long-term liabilities, respectively, on the Consolidated Balance Sheets.

Employee termination costs covered under written and substantive plans are accrued when probable and estimable and consider continuing service requirements, if any. Additionally, incremental one-time employee benefit costs are recognized when the key terms of the arrangements have been communicated to affected employees. Amounts are recognized when communicated or over the remaining service period, based on the terms of the arrangements.

Accrued Expenses: Included in Accrued expenses and other current liabilities in the Consolidated Balance Sheets are accrued payroll-related amounts of $291 million and $343 million at December 26, 2015 and December 27, 2014, respectively.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Fair Value of Financial Instruments: The Company measures fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In developing its fair value estimates, the Company uses the following hierarchy:

Level 1	Quoted prices in active markets for identical assets or liabilities.
Level 2	Observable market based inputs or unobservable inputs that are corroborated by market data.
Level 3	Significant unobservable inputs that are not corroborated by market data. Generally, these fair value measures are model-based valuation techniques such as discounted cash flows or option pricing models using own estimates and assumptions or those expected to be used by market participants.

The fair values of cash and cash equivalents, receivables, trade accounts payable and accrued expenses and other current liabilities approximate their carrying values because of their short-term nature. Refer to Note 15 for further fair value information.

Revenue Recognition: Revenue is recognized at the point of sale for retail transactions and at the time of successful delivery for contract, catalog and Internet sales. Shipping and handling fees are included in Sales with the related costs included in Cost of goods sold and occupancy costs in the Consolidated Statements of Operations. Service revenue is recognized in Sales as the services are rendered. The Company recognizes sales on a gross basis when it is considered the primary obligor in the transaction and on a net basis when it is considered to be acting as an agent. Sales taxes collected are not included in reported Sales. The Company uses judgment in estimating sales returns, considering numerous factors such as historical sales return rates. The Company also records reductions to revenue for customer programs and incentive offerings including special pricing agreements, certain promotions and other volume-based incentives.

A liability for future performance is recognized when gift cards are sold and the related revenue is recognized when gift cards are redeemed as payment for products or when the likelihood of gift card redemption is considered remote. Gift cards do not have an expiration date. The Company recognizes the estimated portion of the gift card program liability that will not be redeemed, or the breakage amount in proportion to usage.

Franchise fees, royalty income and the sales of products to franchisees and licensees, which currently are not significant, are included in Sales, while related product costs are included in Cost of goods sold and occupancy costs in the Consolidated Statements of Operations.

Cost of Goods Sold and Occupancy Costs: Cost of goods sold and occupancy costs include:

- inventory costs (as discussed above);
- outbound freight;
- employee and non-employee receiving, distribution, and occupancy costs (rent), including real estate taxes and common area costs, of inventory-holding and selling locations; and
- identifiable employee-related costs associated with services provided to customers.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Selling, General and Administrative Expenses: Selling, general and administrative expenses include amounts incurred related to expenses of operating and support functions, including:

- employee payroll and benefits, including variable pay arrangements;
- advertising;
- store and field support;
- executive management and various staff functions, such as information technology, human resources functions, finance, legal, internal audit, and certain merchandising and product development functions;
- other operating costs incurred relating to selling activities; and
- closed defined benefit pension and postretirement plans.

Selling, general and administrative expenses are included in the determination of Division operating income to the extent those costs are considered to be directly or closely related to segment activity and through allocation of support costs.

Merger, Restructuring, and Other Operating Expenses, net: Merger, restructuring, and other operating expenses, net in the Consolidated Statements of Operations includes amounts related to the Merger, international restructuring plans, and the Staples Acquisition. The line item includes charges and, where applicable, credits for components such as: employee termination and retention, transaction and integration-related professional fees, facility closure costs, gains and losses on asset dispositions, and other incremental costs directly related to these activities. This presentation is used to separate these significant and unusual impacts from captions that are more directly related to ongoing operations. Changes in estimates and accruals related to these activities are also reflected on this line.

Merger, restructuring, and other operating expenses, net are not included in the measure of Division operating income. Refer to Note 3 for additional information.

Advertising: Advertising costs are charged either to Selling, general and administrative expenses when incurred or, in the case of direct marketing advertising, capitalized and amortized in proportion to the related revenues over the estimated life of the materials, which range from several months to up to one year.

Advertising expense recognized was $370 million in 2015, $447 million in 2014 and $378 million in 2013. Prepaid advertising costs were $14 million as of December 26, 2015 and $21 million as of December 27, 2014.

Share-Based Compensation: Compensation expense for all share-based awards expected to vest is measured at fair value on the date of grant and recognized on a straight-line basis over the related service period. The Black-Scholes valuation model is used to determine the fair value of stock options. The fair value of restricted stock and restricted stock units, including performance-based awards, is determined based on the Company s stock price on the date of grant. The Merger-date value of former OfficeMax share-based awards was valued using the Black-Scholes model and apportioned between Merger consideration and unearned compensation to be recognized in expense as earned in future periods based on remaining service periods.

Self-insurance: Office Depot is primarily self-insured for workers compensation, auto and general liability and employee medical insurance programs. The Company has stop-loss coverage to limit the exposure arising from these claims. Self-insurance liabilities are based on claims filed and estimates of claims incurred but not reported. These liabilities are not discounted.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Vendor Arrangements: The Company enters into arrangements with substantially all significant vendors that provide for some form of consideration to be received from the vendors. Arrangements vary, but some specify volume rebate thresholds, advertising support levels, as well as terms for payment and other administrative matters. The volume-based rebates, supported by a vendor agreement, are estimated throughout the year and reduce the cost of inventory and cost of goods sold during the year. This estimate is regularly monitored and adjusted for current or anticipated changes in purchase levels and for sales activity. Other promotional consideration received is event-based or represents general support and is recognized as a reduction of Cost of goods sold and occupancy costs or Inventories, as appropriate based on the type of promotion and the agreement with the vendor. Certain arrangements meet the specific, incremental, identifiable criteria that allow for direct operating expense offset, but such arrangements are not significant.

Pension and Other Postretirement Benefits: The Company sponsors certain closed U.S. and international defined benefit pension plans, certain closed U.S. retiree medical benefit and life insurance plans, as well as a Canadian retiree medical benefit plan open to certain employees.

The Company recognizes the funded status of its defined benefit pension, retiree medical benefit and life insurance plans in the Consolidated Balance Sheets, with changes in the funded status recognized primarily through accumulated other comprehensive income (loss), net of tax, in the year in which the changes occur. Actuarially-determined liabilities related to pension and postretirement benefits are recorded based on estimates and assumptions. Factors used in developing estimates of these liabilities include assumptions related to discount rates, rates of return on investments, healthcare cost trends, benefit payment patterns and other factors. The Company also updates periodically its assumptions about employee retirement factors, mortality, and turnover. Refer to Note 13 for additional details.

Environmental and Asbestos Matters: Environmental and asbestos liabilities relate to acquired legacy paper and forest products businesses and timberland assets. The Company accrues for losses associated with these obligations when probable and reasonably estimable. These liabilities are not discounted. A receivable for insurance recoveries is recorded when probable.

Acquisitions: The Company applies the acquisition method of accounting for acquisitions, including mergers where the Company is considered the accounting acquirer. As such, the total consideration is allocated to the fair value of assets acquired and liabilities assumed at the point the Company obtains control of the entity. Refer to Note 2 for additional information.

Leasing Arrangements: The Company conducts a substantial portion of its business in leased properties. Some of the Company s leases contain escalation clauses and renewal options. The Company recognizes rental expense for leases that contain predetermined fixed escalation clauses on a straight-line basis over the expected term of the lease.

The expected term of a lease is calculated from the date the Company first takes possession of the facility, including any periods of free rent and any option or renewal periods management believes are probable of exercise. This expected term is used in the determination of whether a lease is capital or operating and in the calculation of straight-line rent expense. Rent abatements and escalations are considered in the calculation of minimum lease payments in the Company s capital lease tests and in determining straight-line rent expense for operating leases. Straight-line rent expense is also adjusted to reflect any allowances or reimbursements provided by the lessor. When required under lease agreements, estimated costs to return facilities to original condition are accrued over the lease period.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Derivative Instruments and Hedging Activities: The Company records derivative instruments on the balance sheet at fair value. Changes in the fair value of derivative instruments are recorded in current income or deferred in accumulated other comprehensive income, depending on whether a derivative is designated as, and is effective as, a hedge and on the type of hedging transaction. Changes in fair value of derivatives that are designated as cash flow hedges are deferred in accumulated other comprehensive income until the underlying hedged transactions are recognized in earnings, at which time any deferred hedging gains or losses are also recorded in earnings. If a derivative instrument is designated as a fair value hedge, changes in the fair value of the instrument are reported in current earnings and offset the change in fair value of the hedged assets, liabilities or firm commitments. Historically, the Company has not entered into transactions to hedge its net investment in foreign operations but may in future periods. At December 26, 2015 the fair value of derivative instruments were not considered material and the Company had no material hedge transactions in 2015, 2014 or 2013.

New Accounting Standards: In May 2014, the Financial Accounting Standards Board (FASB) issued an accounting standards update that supersedes most current revenue recognition guidance and modifies the accounting for certain costs associated with revenue generation. The core principle of this guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides a number of steps to apply to achieve that principle and requires additional disclosures. The standard was originally to be effective for the Company s first quarter of 2017. In July 2015, the FASB approved a one year extension to the required implementation date but also permitted companies to adopt the standard at the original effective date of 2017. Adoption before the original effective date of 2017 is not permitted. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The Company is assessing what impacts this new standard will have on its Consolidated Financial Statements.

NOTE 2. MERGER, ACQUISITION, AND DISPOSITIONS

Merger

On November 5, 2013, the Company completed its merger of equals transaction with OfficeMax. In connection with the Merger, each former share of OfficeMax common stock, par value $2.50 per share, issued and outstanding immediately prior to the effective time of the Merger was converted to 2.69 shares of Office Depot common stock. The Company issued approximately 240 million shares of Office Depot, Inc. common stock to former holders of OfficeMax common stock, representing approximately 45% of the approximately 530 million total shares of Company common stock outstanding on the Merger date. Additionally, OfficeMax employee stock options and restricted stock were converted into mirror awards exercisable or earned in Office Depot, Inc. common stock. The value of these awards was apportioned between total Merger consideration and unearned compensation and is being recognized over the remaining original vesting periods of the awards. The consideration transferred in this all stock transaction amounted to approximately $1.4 billion.

Office Depot was determined to be the accounting acquirer. In this all-stock transaction only Office Depot common stock was transferred, the Office Depot shareholders received approximately 55% of the voting interest of the combined company and other factors were equally shared between the two former companies, including representation on the combined entity s Board of Directors, or were further indicators of the Company being the accounting acquirer.

Like Office Depot, OfficeMax was a leader in both business-to-business and retail office products distribution. OfficeMax had operations in the U.S., Canada, Mexico, Australia, New Zealand, the U.S. Virgin Islands and Puerto Rico. The Merger was intended to create a more efficient global provider of these products and services that is better able to compete in a changing office supply industry. OfficeMax s results since the Merger date are included in the Consolidated Statements of Operations.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Merger and integration costs are accounted for as expenses in the period in which the costs are incurred. Transaction-related expenses are included in the Merger, restructuring, and other operating expenses, net line in the Consolidated Statements of Operations. Refer to Note 3 for additional information about the costs incurred and Note 9 for discussion of the income tax impacts of the Merger.

Acquisition

During the first quarter of 2015, the Company acquired an interior furniture business for $9 million. The business supports the contract channel of the North American Business Solutions Division. Fair value of assets acquired and liabilities assumed are included in the balance sheet since acquisition and include certain amortizing intangible assets and tax-deductible goodwill. Supplemental pro forma financial information is not provided based on materiality considerations.

Dispositions

Grupo OfficeMax

In August 2014, the Company completed the sale of its 51% capital stock interest in Grupo OfficeMax, the former OfficeMax business in Mexico, to its joint venture partner for net cash proceeds of $43 million. The loss associated with the disposed business amounted to $2 million, which resulted primarily from the release of the net foreign currency remeasurement differences from investment to the disposition date recorded in other comprehensive income (cumulative translation adjustment) and fees incurred to complete the transaction. The loss on disposition is included in Merger, restructuring, and other operating expenses, net in the Consolidated Statements of Operations. This disposition did not have a major effect on the Company s operations and financial results and, therefore, is not presented as discontinued operations.

The amounts included in the 2014 Consolidated Statements of Operations for this business through the date of sale are as follows:

(In millions)	
Sales	$ 155
Income before income taxes	6
Income attributable to Office Depot, before income taxes	4

Office Depot de Mexico

From 1994 through the third quarter of 2013, the Company participated in a joint venture that sold office products and services in Mexico and Central and South America. In the third quarter of 2013, the Company sold its 50 percent investment in Office Depot de Mexico, S.A. de C.V. (Office Depot de Mexico) to its joint venture partner, Grupo Gigante, S.A.B. de C.V. (Grupo Gigante). The transaction generated cash proceeds of the Mexican Peso amount of 8,777 million in cash ($680 million at then-current exchange rates). A pretax gain of $382 million was recognized in 2013 as Gain on the disposition of joint venture in Other income (expense) in the Consolidated Statements of Operations. The gain is net of third party fees, as well as recognition of $39 million of cumulative translation losses released from Other comprehensive income because the subsidiary holding the joint venture investment was substantially liquidated following the disposition. The investment in this joint venture was accounted for under the equity method of accounting. For periods prior to the sale, the Company s proportionate share of Office Depot de Mexico s net income is presented in Other income (expense), net in the Consolidated Statements of Operations and totaled $13 million through the date of sale in 2013.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 3. MERGER, RESTRUCTURING, AND OTHER ACCRUALS

In recent years, the Company has taken actions to adapt to changing and competitive conditions. These actions include closing facilities, consolidating functional activities, eliminating redundant positions, disposing of businesses and assets, and taking actions to improve process efficiencies. In 2013, the Merger was completed and integration activities similar to the actions described above began. The Company also assumed certain restructuring liabilities previously recorded by OfficeMax. In mid-2014, the Company s Real Estate Strategy identified at least 400 retail stores for closure through 2016 along with planned changes to the supply chain. In 2014, the Company approved a plan to realign the European organization from a geographic-focus to a business channel-focus (the European Restructuring Plan). In 2015, the Staples Acquisition was announced. Significant expenses have been recognized associated with these activities, as discussed below.

Merger, Restructuring, and Other Operating Expenses, net

The Company presents Merger, restructuring and other operating expenses, net on a separate line in the Consolidated Statements of Operations to identify these activities apart from the expenses incurred to sell to and service its customers. These expenses are not included in the determination of Division operating income. The table below summarizes the major components of Merger, restructuring and other operating expenses, net.

(In millions)	**2015**	2014	2013
Merger related expenses:			
Severance, retention, and relocation	**$ 15**	$ 148	$ 92
Transaction and integration	**81**	124	80
Facility closure, contract termination, and other expenses, net	**44**	60	8
Total Merger related expenses	**140**	332	180
International restructuring and certain other expenses:			
Severance and retention	**63**	55	17
Integration	**6**	9	
Other related expenses	**12**	7	4
Total International restructuring and certain other expenses	**81**	71	21
Staples Acquisition expenses:			
Retention	**72**		
Transaction	**39**		
Total Staples Acquisition expenses	**111**		
Total Merger, restructuring and other operating expenses, net	**$ 332**	$ 403	$ 201

Merger related expenses

Severance, retention, and relocation expenses include amounts incurred by Office Depot in 2013 and by the combined companies since the date of the Merger, and reflect integration throughout the staff functions. Since the second quarter of 2014, the Real Estate Strategy has been sufficiently developed to provide a basis for estimating termination benefits for certain retail and supply chain closures that are expected to be substantially complete by the end of 2017. Such benefits are being accrued through the anticipated facility closure dates. Severance calculations consider factors such as the expected timing of facility closures, terms of existing severance plans, expected employee turnover and attrition.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Transaction and integration expenses include integration-related professional fees, incremental temporary contract labor, salary and benefits for employees dedicated to the Merger activity, travel costs, non-capitalizable software integration costs, and other direct costs to combine the companies. Such costs are being recognized as incurred. Expenses in 2013 primarily relate to legal, accounting, and pre-merger integration activities incurred by Office Depot.

Facility closure, contract termination and other costs primarily relate to facility closure accruals, contract termination cost, gains and losses on asset dispositions, and accelerated depreciation. Facility closure expenses include amounts incurred by the Company to close retail stores in the United States as part of the Real Estate Strategy, as well as supply chain facilities. The Company closed 168 and 181 retail stores in 2014 and 2015, respectively, and expects to close more than 50 additional stores in 2016. During 2015, the Company recognized gains of $36 million from the sale of warehouse facilities that had been classified as assets held for sale. The gains are included in Merger, restructuring and other operating expenses, net, as the dispositions were part of the supply chain integration associated with the Merger.

International restructuring and certain other expenses

International restructuring and certain other expenses in 2015 and 2014 include charges related to the European Restructuring Plan, including severance and retention, professional integration fees, facility closure and other restructuring costs. Additionally, charges related to international organizational changes and facility closures which were started prior to the European Restructuring Plan are presented in this caption. Accruals related to the European Restructuring Plan were substantially completed during 2015.

Staples Acquisition expenses

Staples Acquisition expenses recognized in 2015 include retention accruals, transaction costs, including costs associated with regulatory filings and professional fees. The retention amounts will be paid in the first quarter of 2016 regardless of whether the transaction is approved.

Asset impairments are not included in the table above. Refer to Note 15 for further information.

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Merger and Restructuring Accruals

The activity in the merger and restructuring accruals in 2015 and 2014 is presented in the table below. Of the total $332 million and $403 million Merger, restructuring and other expenses incurred in 2015 and 2014, respectively, $241 million and $266 million are related to merger or restructuring liabilities and are included as Charges incurred in the table below. The remaining $91 million and $137 million in 2015 and 2014, respectively, are excluded from the table above because these items are expensed as incurred, non-cash, or otherwise not associated with the merger and restructuring balance sheet accounts (see further discussion below).

(In millions)	Beginning Balance	Charges Incurred	Cash Payments	Currency, Lease Accretion, and Other Adjustments	Ending Balance
2015					
Termination benefits:					
Merger-related accruals	$ 31	$ 16	$ (31)	$	$ 16
European Restructuring Plan	26	53	(32)	(5)	42
Other restructuring accruals	8	7	(14)		1
Lease and contract obligations, accruals for facilities closures and other costs:					
Merger-related accruals	71	76	(70)		77
European Restructuring Plan		10	(10)	1	1
Other restructuring accruals	35	4	(17)	3	25
Acquired entity accruals	36	3	(15)	1	25
Staples acquisition related accruals		72			72
Total merger and restructuring accruals	$ 207	$ 241	$ (189)	$	$ 259
2014					
Termination benefits:					
Merger-related accruals	$ 23	$ 99	$ (91)	$	$ 31
European Restructuring Plan		26			26
Other restructuring accruals	5	23	(21)	1	8
Acquired entity accruals	4		(2)	(2)	
Lease and contract obligations, accruals for facilities closures and other costs:					
Merger-related accruals	25	111	(65)		71
European Restructuring Plan		2	(2)		
Other restructuring accruals	62	5	(33)	1	35
Acquired entity accruals	59		(25)	2	36
Total merger and restructuring accruals	$ 178	$ 266	$ (239)	$ 2	$ 207

The short-term and long-term components of these liabilities are included in Accrued expenses and other current liabilities and Deferred income taxes and other long-term liabilities, respectively, on the Consolidated Balance Sheets.

The remaining $91 million incurred in 2015 is comprised of $81 million Merger transaction and integration expenses, $6 million European restructuring integration expenses, $39 million Staples Acquisition transaction expenses, and $1 million associated primarily to fixed assets and rent related expenses, partially offset by the $36 million gain on the disposition of the warehouse facilities associated with the supply chain integration. The

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

remaining $137 million incurred in 2014 is comprised of $124 million Merger transaction and integration expenses, $9 million European restructuring integration expenses, $5 million employee non-cash equity compensation expenses, and $1 million net credit associated primarily to fixed assets and rent related items.

NOTE 4. PROPERTY AND EQUIPMENT

Property and equipment consists of:

(In millions)	**December 26, 2015**	December 27, 2014
Land	**$ 62**	$ 88
Buildings	**343**	431
Leasehold improvements	**755**	745
Furniture, fixtures and equipment	**1,436**	1,480
	2,596	2,744
Less accumulated depreciation	**(1,811)**	(1,781)
Total	**$ 785**	$ 963

The above table of property and equipment includes assets held under capital leases as follows:

(In millions)	**December 26, 2015**	December 27, 2014
Buildings	**$ 202**	$ 204
Furniture, fixtures and equipment	**84**	74
	286	278
Less accumulated depreciation	**(146)**	(124)
Total	**$ 140**	$ 154

Depreciation expense was $193 million in 2015, $210 million in 2014, and $149 million in 2013.

Included in furniture, fixtures and equipment above are capitalized software costs of $544 million and $558 million at December 26, 2015 and December 27, 2014, respectively. The unamortized amounts of the capitalized software costs are $114 million and $148 million at December 26, 2015 and December 27, 2014, respectively. Amortization of capitalized software costs totaled $76 million, $86 million and $56 million in 2015, 2014 and 2013, respectively. Software development costs that do not meet the criteria for capitalization are expensed as incurred.

Estimated future amortization expense related to capitalized software at December 26, 2015 is as follows:

(In millions)	
2016	$ 52
2017	31
2018	18
2019	9
2020	4

The weighted average remaining amortization period for capitalized software is 2.4 years.

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Other assets held for sale

Certain facilities identified for closure through integration and other activities have been accounted for as assets held for sale. Assets held for sale primarily consist of supply chain facilities and are presented in Prepaid expenses and other current assets in the Consolidated Balance Sheets. The assets held for sale activity in 2015 is presented in the table below.

(In millions)	
Balance as of December 27, 2014	$ 31
Additions	67
Dispositions	(57)
Reclassifications and other adjustments	(11)
Balance as of December 26, 2015	$ 30

Any gain on these dispositions, which are expected to be completed within one year, will be recognized at the Corporate level and included when realized in Merger, restructuring and other operating expenses, net in the Consolidated Statements of Operations. Refer to Note 3 for further information on Merger, restructuring and other operating expenses, net, including gains realized related to disposition of held for sale assets.

NOTE 5. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

The components of goodwill by segment are provided in the following table:

(In millions)	North American Retail Division	North American Business Solutions Division	International Division	Corporate	Total
Goodwill	$ 2	$ 370	$ 909	$ 377	$ 1,658
Accumulated impairment losses	(2)	(349)	(907)		(1,258)
Foreign currency rate impact			(2)		(2)
Balance as of December 28, 2013	$	$ 21	$	$ 377	$ 398
Purchase accounting adjustments				17	17
Sale of Grupo OfficeMax				(24)	(24)
Allocation to reporting units	78	277	15	(370)	

Balance as of December 27, 2014	$	78	$	298	$	15	$	$	391
Purchase accounting adjustments				**(13)**					**(13)**
Balance as of December 26, 2015	**$**	**78**	**$**	**285**	**$**	**15**	**$**	**$**	**378**

Purchase accounting adjustments relate to goodwill associated with a 2015 acquisition, as disclosed in Note 2, as well as final adjustments related to prior acquisitions.

The allocation of the Merger consideration to the reporting units was completed in the third quarter of 2014. As the Company finalized the purchase price allocation in 2014, certain preliminary values were adjusted as additional information became available. Initial amounts allocated to certain property and equipment accounts

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

decreased by $16 million and tax account adjustments were $1 million. Goodwill of $24 million was allocated to the Grupo OfficeMax business and was removed following the August 2014 sale of that business.

Intangible Assets

Definite-lived intangible assets are reviewed periodically to determine whether events and circumstances indicate the carrying amount may not be recoverable or the remaining period of amortization should be revised. In connection with implementing the Real Estate Strategy in 2015 and 2014, the Company recognized impairment charges associated with favorable leases related to identified closing locations totaling $1 million and $5 million, respectively. These impairment charges are presented in Asset impairments in the Consolidated Statements of Operations. Refer to Note 15 for additional information on fair value measurement and Real Estate Strategy.

During 2014, the Company reassessed its use of a $6 million private brand trade name used internationally that previously had been assigned an indefinite life. The expected change in profile and life of this brand, along with assigning an estimated life of three years, resulted in an impairment charge of $5 million which is reported in Asset impairments in the Consolidated Statement of Operations.

Definite-lived intangible assets, which are included in Other intangible assets, net in the Consolidated Balance Sheets, are as follows:

	December 26, 2015		
	Gross	**Accumulated**	**Net**
(In millions)	**Carrying Value**	**Amortization**	**Carrying Value**
Customer relationships	**$ 78**	**$ (47)**	**$ 31**
Favorable leases	**30**	**(7)**	**23**
Trade names	**9**	**(9)**	
Total	**$ 117**	**$ (63)**	**$ 54**

	December 27, 2014		
	Gross	Accumulated	Net
(In millions)	Carrying Value	Amortization	Carrying Value
Customer relationships	$ 77	$ (37)	$ 40
Favorable leases	36	(8)	28
Trade names	9	(5)	4
Total	$ 122	$ (50)	$ 72

Definite-lived intangible assets generally are amortized using the straight-line method. The pattern of benefit associated with one customer relationship asset recognized as part of the Merger warranted a three-year accelerated declining balance method. Favorable leases are amortized using the straight-line method over the lives of the individual leases, including option renewals anticipated in the original valuation. The remaining weighted average amortization periods for customer relationships and favorable leases are 5 years, and 16 years, respectively.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Amortization of intangible assets was $14 million in 2015, $18 million in 2014, and $4 million in 2013. Intangible assets amortization expenses are included in the Consolidated Statements of Operations in Selling, general and administrative expenses. Amortization of favorable leases is included in rent expense. Refer to Note 10 for further detail.

Estimated future amortization expense for the intangible assets is as follows:

(In millions)	
2016	**$ 12**
2017	**7**
2018	**5**
2019	**5**
2020	**5**
Thereafter	**20**
Total	**$ 54**

NOTE 6. INVESTMENTS

Boise Cascade Holdings, LLC

As part of the Merger, the Company acquired an investment of approximately 20% of the voting equity securities (Common Units) of Boise Cascade Holdings, L.L.C. (Boise Cascade Holdings), a building products company that originated in connection with the OfficeMax sale of its paper, forest products and timberland assets in 2004. Through the end of 2013, Boise Cascade Holdings owned common stock of Boise Cascade Company (Boise Cascade), a publicly traded entity, which gave the Company the indirect ownership interest of approximately 4% of the shares of Boise Cascade. During the first quarter of 2014, Boise Cascade Holdings distributed to its shareholders all of the Boise Cascade common stock it held. The Company received 1.6 million shares in this distribution, which the Company fully disposed of in open market transactions through the end of the second quarter of 2014 for total cash proceeds of $43 million. During the third quarter of 2014, the Company received an additional $1 million of cash in conjunction with the dissolution of Boise Cascade Holdings.

Through the date of disposition, the investment in Boise Cascade Holdings was accounted for under the cost method because the Company did not have the ability to significantly influence the entity s operating and financial policies. The investment was recorded at fair value on the date of the Merger.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 7. TIMBER NOTES/NON-RECOURSE DEBT

As part of the Merger, the Company also acquired credit-enhanced timber installment notes with an original principal balance of $818 million (the Installment Notes) that were part of the consideration received in exchange for OfficeMax s sale of timberland assets in October 2004. The Installment Notes were issued by a single-member limited liability company formed by affiliates of Boise Cascade, L.L.C. (the Note Issuers). The Installment Notes are non-amortizing obligations bearing interest at 4.98% and maturing in 2020. In order to support the issuance of the Installment Notes, the Note Issuers transferred a total of $818 million in cash to Wells Fargo & Company (Wells Fargo) (which at the time was Wachovia Corporation). Wells Fargo issued a collateral note (the Collateral Note) to the Note Issuers. Concurrently with the issuance of the Installment Notes and the Collateral Note, Wells Fargo guaranteed the respective Installment Notes and the Note Issuers pledged the Collateral Note as security for the performance of the obligations under the Installment Notes. As all amounts due on the Installment Notes are current and the Company has no reason to believe that the Company will not be able to collect all amounts due according to the contractual terms of the Installment Notes, the Installment Notes are reported as Timber Notes in the Consolidated Balance Sheets in the amount of $905 million and $926 million at December 26, 2015 and December 27, 2014, respectively, which represents the original principal amount of $818 million plus a fair value adjustment recorded through purchase accounting in connection with the Merger. The premium is amortized under the effective interest method as a component of interest income through the maturity date.

Also as part of the Merger, the Company acquired non-recourse debt that OfficeMax issued under the structure of the timber note transactions. In December 2004, the interests in the Installment Notes and related guarantee were transferred to wholly-owned bankruptcy remote subsidiaries in a securitization transaction. The subsidiaries pledged the Installment Notes and related guarantee and issued for cash securitized notes (the Securitization Notes) in the amount of $735 million supported by the Wells Fargo guaranty. Recourse on the Securitization Notes is limited to the proceeds of the applicable pledged Installment Notes and underlying Wells Fargo guaranty, and therefore there is no recourse against the Company. The Securitization Notes are non-amortizing and pay interest of 5.42% through maturity in 2019. The Securitization Notes are reported as Non-recourse debt in the Company s Consolidated Balance Sheets in the amount of $819 million and $839 million at December 26, 2015 and December 27, 2014, respectively, which represents the original principal amount of $735 million plus a fair value adjustment recorded through purchase accounting in connection with the Merger. The premium is amortized under the effective interest method as a component of interest expense through the maturity date. Refer to Note 8 for additional information.

The Installment Notes and related Securitization Notes are scheduled to mature in 2020 and 2019, respectively. The Securitization Notes have an initial term that is approximately three months shorter than the Installment Notes.

The sale of the timberlands in 2004 generated a tax gain for OfficeMax and a related deferred tax liability was recognized. The timber installment notes structure allowed the deferral of the resulting tax liability until 2020, the maturity date for the Installment Notes. At December 26, 2015, there is a deferred tax liability of $260 million related to the Installment Notes, that will reverse upon maturity.

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 8. DEBT

Debt consists of the following:

(In millions)	**December 26, 2015**	December 27, 2014
Recourse debt:		
Short-term borrowings and current maturities of long-term debt:		
Short-term borrowings	**$ 4**	$ 1
Capital lease obligations	**30**	29
7.35% debentures, due 2016	**18**	
Other current maturities of long-term debt	**4**	2
Total	**$ 56**	$ 32
Long-term debt, net of current maturities:		
Senior Secured Notes, due 2019	**$ 250**	$ 250
Unamortized debt issuance cost	**(3)**	(4)
Senior Secured Notes, due 2019, net	**247**	246
7.35% debentures, due 2016		18
Revenue bonds, due in varying amounts periodically through 2029	**186**	186
American & Foreign Power Company, Inc. 5% debentures, due 2030	**14**	14
Capital lease obligations	**175**	192
Other	**12**	14
Total	**$ 634**	$ 670
Non-recourse debt:		
5.42% Securitization Notes, due 2019 Refer to Note 7	**$ 735**	$ 735
Unamortized premium	**84**	104
Total	**$ 819**	$ 839

The Company was in compliance with all applicable financial covenants of existing loan agreements at December 26, 2015.

Amended Credit Agreement

On May 25, 2011, the Company entered into an Amended and Restated Credit Agreement with a group of lenders. Additional amendments to the Amended and Restated Credit Agreement have been entered into and were effective February 2012, March 2013, November 2013, and May 2015 (the Amended and Restated Credit Agreement including all amendments is referred to as the Amended Credit Agreement). The Amended Credit Agreement provides for an asset based, multi-currency revolving credit facility of up to $1.25 billion (the Facility). The Amended Credit Agreement also provides that the Facility may be increased by up to $250 million, subject to certain terms and conditions, including obtaining increased commitments from existing or new lenders. The amount that can be drawn on the Facility at any given time is determined based on

percentages of certain accounts receivable, inventory and credit card receivables (the Borrowing Base). The Facility includes a sub-facility of up to $200 million which is available to certain of the Company s European and Canadian subsidiaries (the European Borrowers). Certain of the Company s domestic subsidiaries guaranty the

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

obligations under the Facility (the Domestic Guarantors). The Amended Credit Agreement also provides for a letter of credit sub-facility of up to $400 million, as well as a swingline loan sub-facility of up to $125 million to the Company and an additional swingline loan sub-facility of up to $25 million to the European Borrowers. All loans borrowed under the Facility may be borrowed, repaid and reborrowed from time to time until the maturity date of May 25, 2017, as provided in the Amended Credit Agreement.

All amounts borrowed under the Facility, as well as the obligations of the Domestic Guarantors, are secured by a first priority lien on the Company s and such Domestic Guarantors accounts receivables, inventory, cash, cash equivalents and deposit accounts and a second priority lien on substantially all of the Company s and the Domestic Guarantors other assets. All amounts borrowed by the European Borrowers under the Facility are secured by a lien on such European Borrowers accounts receivable, inventory, cash, cash equivalents and deposit accounts, as well as certain other assets. At the Company s option, borrowings made pursuant to the Facility bear interest at either, (i) the alternate base rate (defined as the higher of the Prime Rate (as announced by the Agent), the Federal Funds Rate plus 1/2 of 1% and the one month Adjusted LIBO Rate (defined below) and 1%) or (ii) the Adjusted LIBO Rate (defined as the LIBO Rate as adjusted for statutory revenues) plus, in either case, a certain margin based on the aggregate average availability under the Facility.

The Amended Credit Agreement also contains representations, warranties, affirmative and negative covenants, and default provisions which are conditions precedent to borrowing. The most significant of these covenants and default provisions include limitations in certain circumstances on acquisitions, dispositions, share repurchases and the payment of cash dividends. The Company has never paid a cash dividend on its common stock.

The Facility also includes provisions whereby if the global availability is less than $150 million, or the European availability is below $25 million, the Company s cash collections go first to the agent to satisfy outstanding borrowings. Further, if total availability falls below $125 million, a fixed charge coverage ratio test is required. Any event of default that is not cured within the permitted period, including non-payment of amounts when due, any debt in excess of $25 million becoming due before the scheduled maturity date, or the acquisition of more than 40% of the ownership of the Company by any person or group, within the meaning of the Securities and Exchange Act of 1934, could result in a termination of the Facility and all amounts outstanding becoming immediately due and payable.

The amendment entered into by the Company which is effective November 5, 2013 increased the Facility from $1.0 billion to $1.25 billion, allowed for the Merger, recognized OfficeMax debt and assets, expanded amounts permitted for indebtedness, liens, investments and asset sales and increased restricted payments and capital expenditure limits, among other changes.

At December 26, 2015, the Company had $1.2 billion of available credit under the Facility based on the December 2014 Borrowing Base certificate. At December 26, 2015, no amounts were outstanding under the Facility. Letters of credit outstanding under the Facility totaled $84 million. There were no borrowings under the Facility during 2015.

Senior Secured Notes

On March 14, 2012, the Company issued $250 million aggregate principal amount of its 9.75% Senior Secured Notes due March 15, 2019 (Senior Secured Notes) with interest payable in cash semiannually in arrears on March 15 and September 15 of each year. The Senior Secured Notes are fully and unconditionally guaranteed on a senior secured basis by each of the Company s existing and future domestic subsidiaries that guarantee the Amended Credit Agreement. The Senior Secured Notes are secured on a first-priority basis by a lien on substantially all of the Company s domestic subsidiaries present and future assets, other than assets that secure

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

the Amended Credit Agreement, and certain of their present and future equity interests in foreign subsidiaries. The Senior Secured Notes are secured on a second-priority basis by a lien on the Company and its domestic subsidiaries assets that secure the Amended Credit Agreement. The Senior Secured Notes were issued pursuant to an indenture, dated as of March 14, 2012, among the Company, the domestic subsidiaries named therein and U.S. Bank National Association, as trustee (the Indenture).

The terms of the Indenture provide that, among other things, the Senior Secured Notes and guarantees will be senior secured obligations and will: (i) rank senior in right of payment to any future subordinated indebtedness of the Company and the guarantors; (ii) rank equally in right of payment with all of the existing and future senior indebtedness of the Company and the guarantors; (iii) rank effectively junior to all existing and future indebtedness under the Amended Credit Agreement to the extent of the value of certain collateral securing the Facility on a first-priority basis, subject to certain exceptions and permitted liens; (iv) rank effectively senior to all existing and future indebtedness under the Amended Credit Agreement to the extent of the value of certain collateral securing the Senior Secured Notes; and (v) be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of the Company s non-guarantor subsidiaries (other than indebtedness and liabilities owed to the Company or one of the guarantors).

The Indenture contains affirmative and negative covenants that, among other things, limit or restrict the Company s ability to: incur additional debt or issue stock, pay dividends, make certain investments or make other restricted payments; engage in sales of assets; and engage in consolidations, mergers and acquisitions. However, many of these currently active covenants will cease to apply for so long as the Company receives and maintains investment grade ratings from specified debt rating services and there is no default under the Indenture. There are no maintenance financial covenants.

The Senior Secured Notes may be redeemed by the Company, in whole or in part, at any time prior to March 15, 2016 at a price equal to 100% of the principal amount plus a make-whole premium as of the redemption date and accrued and unpaid interest. Thereafter, the Senior Secured Notes carry optional redemption features whereby the Company has the redemption option prior to maturity at par plus a premium beginning at 104.875% at March 15, 2016 and declining ratably to par at March 15, 2018 and thereafter, plus accrued and unpaid interest.

Upon the occurrence of a change of control, holders of the Senior Secured Notes may require the Company to repurchase all or a portion of the Senior Secured Notes in cash at a price equal to 101% of the principal amount to be repurchased plus accrued and unpaid interest to the repurchase date. Change of control, as defined in the Indenture, is a transfer of all or substantially all of the assets of Office Depot, acquisition of more than 50% of the voting power of Office Depot by a person or group, or members of the Office Depot Board of Directors as previously approved by the stockholders of Office Depot ceasing to constitute a majority of the Office Depot Board of Directors.

Under the Staples Merger Agreement, the Senior Secured Notes will be discharged, redeemed or defeased at the Effective Time of the Staples Acquisition.

Other Short- and Long-Term Debt

As a result of the Merger, the Company assumed the liability for the amounts in the table above related to the (i) 7.35% debentures, due 2016, which were paid in full at maturity in February 2016, (ii) Revenue bonds, due in varying amounts periodically through 2029, and (iii) American & Foreign Power Company, Inc. 5% debentures, due 2030.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Capital Lease Obligations

Capital lease obligations primarily relate to buildings and equipment.

Short-Term Borrowings

The Company had short-term borrowings of $4 million at December 26, 2015 under various local currency credit facilities for international subsidiaries that had an effective interest rate at the end of the year of approximately 4%. The maximum month end amount occurred in June 2015 at $6 million and the maximum monthly average amount occurred in July 2015 at $5 million. The majority of these short-term borrowings represent outstanding balances on uncommitted lines of credit, which do not contain financial covenants.

Refer to Note 7 for further information on non-recourse debt.

Schedule of Debt Maturities

Aggregate annual maturities of recourse debt and capital lease obligations are as follows:

(In millions)	
2016	**$ 66**
2017	**40**
2018	**36**
2019	**283**
2020	**39**
Thereafter	**289**
Total	**753**
Less amount representing interest on capital leases	**(60)**
Total	**693**
Less:	
Current portion	**(56)**
Unamortized debt issuance cost	**(3)**
Total long-term debt	**$ 634**

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 9. INCOME TAXES

The components of income (loss) before income taxes consisted of the following:

(In millions)	**2015**	2014	2013
United States	**$ 136**	$ (264)	$ (230)
Foreign	**(89)**	(76)	357
Total income (loss) before income taxes	**$ 47**	$ (340)	$ 127

The income tax expense related to income (loss) from operations consisted of the following:

(In millions)	**2015**	2014	2013
Current:			
Federal	**$ 18**	$ (2)	$ 15
State	**4**	(1)	5
Foreign	**10**	15	125
Deferred :			
Federal	**(1)**		(4)
State	**2**	3	(1)
Foreign	**6**	(3)	7
Total income tax expense	**$ 39**	$ 12	$ 147

The following is a reconciliation of income taxes at the U.S. Federal statutory rate to the provision for income taxes:

(In millions)	**2015**	2014	2013
Federal tax computed at the statutory rate	**$ 16**	$ (119)	$ 44
State taxes, net of Federal benefit	**5**	4	3
Foreign income taxed at rates other than Federal	**(10)**	(10)	(28)
Increase (decrease) in valuation allowance	**(3)**	112	8
Non-deductible goodwill impairment			15
Non-deductible Merger expenses	**11**		13
Non-deductible foreign interest	**11**	13	8
Other non-deductible expenses	**5**	12	4
Non-taxable income and additional deductible expenses	**(4)**		
Change in unrecognized tax benefits		(2)	
Tax expense from intercompany transactions	**7**	2	2
Subpart F and dividend income, net of foreign tax credits	**1**	2	75
Change in tax rate	**1**		2
Deferred taxes on undistributed foreign earnings			5
Other items, net	**(1)**	(2)	(4)

Income tax expense	**$ 39**	$ 12	$ 147

The increase in income tax expense from 2014 to 2015 is primarily related to the transition of the U.S. business from a loss jurisdiction with valuation allowance to a profitable tax-paying jurisdiction with valuation allowance. The Company also incurred charges related to certain Staples Acquisition expenses that are not deductible for tax purposes, which increased the effective tax rate for 2015. In addition, the 2015 effective tax rate includes U.S. income tax expense on a foreign exchange gain associated with the restructuring of certain intercompany financing. In 2014, the Company recognized income tax expense on a pretax loss due to deferred tax benefits not being recognized on pretax losses in certain tax jurisdictions with valuation allowances, while income tax expense was

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

recognized in tax jurisdictions with pretax income. The significant income tax expense in 2013 is primarily attributable to the 2013 sale of the Company s investment in Office Depot de Mexico, which is discussed in Note 2. In 2013, the Company paid $117 million of Mexican income tax upon the sale and recognized additional U.S. income tax expense of $23 million due to dividend income and Subpart F income as a result of the sale, for total income tax expense of $140 million. The sale of the Company s interest in Grupo OfficeMax during 2014 did not generate a similar gain or income tax expense. The 2013 effective tax rate also includes charges related to goodwill impairment (refer to Note 15) and certain Merger expenses that are not deductible for tax purposes.

The Company operates in several foreign jurisdictions with income tax rates that differ from the U.S. Federal statutory rate, which resulted in a benefit for all years presented in the effective tax rate reconciliation. This benefit in 2015 is primarily attributable to earnings in the Netherlands. Significant foreign tax jurisdictions for which the Company realized such benefit in 2014 and 2013 also included the UK and France. Additionally, Mexico is included for 2013 due to the sale of Office Depot de Mexico.

Due to valuation allowances against the Company s deferred tax assets, no income tax benefit was initially recognized in the 2015, 2014, or 2013 Consolidated Statement of Operations related to stock-based compensation expense. However, due to the profitable tax-paying position in the U.S. in 2015 and 2013, the Company realized an income tax benefit of $3 million and $5 million, respectively, for the utilization of net operating loss carryforwards that had resulted from excess stock-based compensation deductions for which no benefit was previously recorded. The Company also realized an income tax benefit of $7 million and $3 million for excess stock-based compensation deductions resulting from the exercise and vesting of equity awards during 2015 and 2013, respectively. These income tax benefits were recorded as increases to additional paid-in capital in 2015 and 2013. The income tax benefits recorded in 2013 were primarily attributable to the sale of Office Depot de Mexico.

The components of deferred income tax assets and liabilities consisted of the following:

	December 26,	December 27,
(In millions)	**2015**	2014
U.S. and foreign net operating loss carryforwards	**$ 324**	$ 322
Deferred rent credit	**68**	80
Pension and other accrued compensation	**181**	184
Accruals for facility closings	**43**	45
Inventory	**20**	23
Self-insurance accruals	**33**	33
Deferred revenue	**39**	39
U.S. and foreign income tax credit carryforwards	**232**	246
Allowance for bad debts	**6**	5
Accrued expenses	**43**	80
Basis difference in fixed assets	**81**	59
Other items, net	**8**	8
Gross deferred tax assets	**1,078**	1,124
Valuation allowance	**(763)**	(804)
Deferred tax assets	**315**	320
Internal software	**5**	8
Installment gain on sale of timberlands	**260**	251
Deferred Subpart F income	**27**	27
Undistributed foreign earnings	**2**	2

Deferred tax liabilities		**294**		288
Net deferred tax assets	**$**	**21**	$	32

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of December 26, 2015 and December 27, 2014, deferred income tax liabilities amounting to $3 million and $4 million, respectively, are included in Deferred income taxes and other long-term liabilities.

During the fourth quarter of 2015, the Company early adopted the new accounting standard that requires that all deferred taxes be presented as noncurrent on the Consolidated Balance Sheets. Refer to *Basis of Presentation* in Note 1 for further information.

As of December 26, 2015, the Company has utilized all of its U.S. Federal net operating loss (NOL) carryforwards. The Company has $903 million of foreign and $1.5 billion of state NOL carryforwards. Of the foreign NOL carryforwards, $737 million can be carried forward indefinitely, $7 million will expire in 2016, and the remaining balance will expire between 2017 and 2035. Of the state NOL carryforwards, $48 million will expire in 2016, and the remaining balance will expire between 2017 and 2035. The Company also has $102 million of U.S. Federal alternative minimum tax credit carryforwards, which can be used to reduce future regular federal income tax, if any, over an indefinite period. Additionally, the Company has $117 million of U.S. Federal foreign tax credit carryforwards, which expire between 2016 and 2025, and $17 million of state and foreign tax credit carryforwards, $5 million of which can be carried forward indefinitely, and the remaining balance will expire between 2023 and 2027.

As of December 26, 2015, the Company has not triggered an ownership change as defined in Internal Revenue Code Section 382 or other similar provisions that would limit the use of NOL and tax credit carryforwards. However, if the Company were to experience an ownership change in future periods, the Company s deferred tax assets and income tax expense may be negatively impacted.

U.S. deferred income taxes have not been provided on certain undistributed earnings of foreign subsidiaries, which were approximately $204 million as of December 26, 2015. The determination of the amount of the related unrecognized deferred tax liabilities is not practicable because of the complexities associated with the hypothetical calculations. The Company has historically reinvested such earnings overseas in foreign operations and expects that future earnings will also be indefinitely reinvested overseas, with the exception of certain foreign subsidiaries acquired as a result of the Merger. Accordingly, the Company has recorded the deferred tax liabilities associated with the undistributed earnings of such foreign subsidiaries.

The following summarizes the activity related to valuation allowances for deferred tax assets:

(In millions)	**2015**	2014	2013
Beginning balance	**$ 804**	$ 683	$ 583
Additions, charged to expense		121	26
Additions, due to the Merger			84
Reductions	**(41)**		(10)
Ending balance	**$ 763**	$ 804	$ 683

The Company has significant deferred tax assets in the U.S. and in certain foreign jurisdictions against which valuation allowances have been established to reduce such deferred tax assets to the amount that is more likely than not to be realized. The establishment of valuation allowances requires significant judgment and is impacted by various estimates. Both positive and negative evidence, as well as the objectivity and verifiability of that evidence, is considered in determining the appropriateness of recording a valuation allowance on deferred tax assets. An accumulation of recent pre-tax losses is considered strong negative evidence in that evaluation. While the Company believes positive evidence exists with regard to the realizability of the deferred tax assets in these jurisdictions, it is not considered sufficient to outweigh the objectively verifiable negative evidence, including the cumulative 36-month pre-tax loss history, as of December 26, 2015.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company s total valuation allowance decreased by $41 million during 2015, of which $27 million was attributable to foreign currency translation adjustments. In addition, the Company recognized income tax expense of $4 million associated with the establishment of valuation allowances in certain foreign jurisdictions in 2015 because the realizability of the related deferred tax assets was no longer more likely than not. Valuation allowances were released in certain foreign jurisdictions in 2014 due to the existence of sufficient positive evidence, which resulted in an income tax benefit of $4 million. As of 2015, valuation allowances remain in the U.S. and certain foreign jurisdictions where the Company believes it is necessary to see further positive evidence, such as sustained achievement of cumulative profits, before these valuation allowances can be released. Given the current earnings trend in the U.S., sufficient positive evidence may become available for the Company to release all or a portion of the U.S. valuation allowance in a future period. Of the $493 million U.S. valuation allowance remaining at December 26, 2015, it is reasonably possible that $265-$360 million may be released in 2016, which would result in a non-cash income tax benefit in the period of release. In addition, if positive evidence develops, the Company may also release valuation allowances in certain foreign jurisdictions in 2016, which would result in an income tax benefit of $3 million in the period of release. However, the exact timing and amount of the valuation allowance releases are subject to change based on the level of profitability actually achieved in future periods. The Company will continue to assess the realizability of its deferred tax assets in the U.S. and remaining foreign jurisdictions.

The following table summarizes the activity related to unrecognized tax benefits:

(In millions)	**2015**	2014	2013
Beginning balance	**$ 23**	$ 15	$ 5
Increase related to current year tax positions	**1**	7	4
Increase related to prior year tax positions	**1**	4	
Decrease related to prior year tax positions	**(6)**	(2)	
Decrease related to lapse of statute of limitations	**(1)**		
Decrease related to settlements with taxing authorities		(1)	
Increase related to the Merger			6
Ending balance	**$ 18**	$ 23	$ 15

Due to the completion of the Internal Revenue Service (IRS) examination for 2013, the Company s balance of unrecognized tax benefits decreased by $4 million during 2015, which did not impact income tax expense due to an offsetting change in valuation allowance. Included in the balance of $18 million at December 26, 2015, are $6 million of unrecognized tax benefits that, if recognized, would affect the effective tax rate. The difference of $12 million primarily results from tax positions which if sustained would be offset by changes in valuation allowance. It is reasonably possible that certain tax positions will be resolved within the next 12 months, which would decrease the Company s balance of unrecognized tax benefits by $5 million but would not affect the effective tax rate due to an offsetting change in valuation allowance. Additionally, the Company anticipates that it is reasonably possible that new issues will be raised or resolved by tax authorities that may require changes to the balance of unrecognized tax benefits; however, an estimate of such changes cannot reasonably be made.

The Company recognizes interest related to unrecognized tax benefits in interest expense and penalties in the provision for income taxes. The Company recognized interest and penalty expense of $2 million and $1 million in 2015 and 2013, respectively. The Company recognized a net interest and penalty benefit of $9 million in 2014 due to settlements reached with certain taxing authorities. The Company had approximately $3 million accrued for the payment of interest and penalties as of December 26, 2015, which is not included in the table above.

The Company files a U.S. federal income tax return and other income tax returns in various states and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal and state and local income tax examinations for years before 2014 and 2009, respectively. During 2015, the IRS examination of the

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

OfficeMax 2012 U.S. federal income tax return concluded, which resulted in a $6 million decrease in tax credit carryforwards. Such decrease had no impact on income tax expense due to an offsetting change in valuation allowance. The acquired OfficeMax U.S. consolidated group is no longer subject to U.S. federal and state and local income tax examinations for years before 2013 and 2006, respectively. The U.S. federal income tax returns for 2014 and 2015 are currently under review. Generally, the Company is subject to routine examination for years 2008 and forward in its international tax jurisdictions.

NOTE 10. LEASES

The Company leases retail stores and other facilities, vehicles, and equipment under operating lease agreements. Facility leases typically are for a fixed non-cancellable term with one or more renewal options. In addition to minimum rentals, the Company is required to pay certain executory costs such as real estate taxes, insurance and common area maintenance on most of the facility leases. Many lease agreements contain tenant improvement allowances, rent holidays, and/or rent escalation clauses. Certain leases contain provisions for additional rent to be paid if sales exceed a specified amount, though such payments have been immaterial during the years presented.

For tenant improvement allowances, scheduled rent increases, and rent holidays, a deferred rent liability is recognized and amortized over the terms of the related lease as a reduction of rent expense. Rent related accruals totaled $230 million and $275 million at December 26, 2015 and December 27, 2014, respectively. The short-term and long-term components of these liabilities are included in Accrued expenses and other current liabilities and Deferred income taxes and other long-term liabilities, respectively, on the Consolidated Balance Sheets.

Rent expense, including equipment rental, was $579 million, $682 million and $458 million in 2015, 2014, and 2013, respectively. Rent expense was reduced by sublease income of $4 million in 2015, $6 million in 2014, and $4 million in 2013.

Future minimum lease payments due under the non-cancelable portions of leases as of December 26, 2015 include facility leases that were accrued as store closure costs and are as follows:

(In millions)	
2016	**$ 619**
2017	**504**
2018	**392**
2019	**294**
2020	**202**
Thereafter	**417**
	2,428
Less sublease income	**(51)**
Total	**$ 2,377**

These minimum lease payments do not include contingent rental payments that may be due based on a percentage of sales in excess of stipulated amounts.

As of December 26, 2015 and December 27, 2014, unfavorable lease deferred credit for store leases with terms above market value amounted to $18 million and $33 million, respectively, and are included in Deferred income taxes and other long-term liabilities in the Consolidated Balance Sheets. The unfavorable lease values are amortized on a straight-line basis over the lives of the leases, unless the facility has been identified for closure under the Real Estate Strategy. In 2015 and 2014, the net amortization of favorable and unfavorable lease values reduced rent expense by $7 million and $9 million, respectively. Refer to Note 5 for further details on favorable leases.

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Unfavorable leases estimated future amortization is as follows:

(In millions)	
2016	**$ 7**
2017	**5**
2018	**3**
2019	**1**
2020	**1**
Thereafter	**1**
Total	**$ 18**

The Company has capital lease obligations primarily related to buildings and equipment. Refer to Note 8 for further details on amounts due related to capital lease obligations.

NOTE 11. STOCKHOLDERS EQUITY

Preferred Stock

As of December 26, 2015 and December 27, 2014, there were 1,000,000 shares of $0.01 par value preferred stock authorized; no shares were issued and outstanding.

Treasury Stock

At December 26, 2015, there were 5,915,268 common shares held in treasury. The Company s Senior Secured Notes and the Facility include restrictions on additional common stock repurchases, based on the Company s liquidity and borrowing availability. There were no repurchases of common stock in 2015 or 2014.

Accumulated Other Comprehensive Income

Accumulated other comprehensive income activity, net of tax, where applicable, is provided in the following tables:

(In millions)	**Foreign Currency Translation Adjustments**	**Change in Deferred Pension**	**Total**
Balance at December 27, 2014	$ 186	$ (79)	$ 107
Other comprehensive loss activity before reclassifications	(78)	2	(76)
Amounts reclassified from Accumulated other comprehensive income to Net income [a]			
Tax impact		(1)	(1)

Net year-to-date other comprehensive income	(78)	1	(77)
Balance at December 26, 2015	**$ 108**	**$ (78)**	**$ 30**

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In millions)	Foreign Currency Translation Adjustments	Change in Deferred Pension	Total
Balance at December 28, 2013	$ 264	$ 8	$ 272
Other comprehensive loss activity before reclassifications	(79)	(88)	(167)
Amounts reclassified from Accumulated other comprehensive income to Net loss [(a)]	1		1
Tax impact		1	1
Net year-to-date other comprehensive income	(78)	(87)	(165)
Balance at December 27, 2014	$ 186	$ (79)	$ 107

(a) Amounts in parentheses indicate an increase to earnings.

Because of valuation allowances in U.S. and several international taxing jurisdictions, items other than deferred pension amounts generally have little or no tax impact. The component balances are net of immaterial tax impacts, where applicable.

NOTE 12. STOCK-BASED COMPENSATION

Long-Term Incentive Plans

During 2015, the Company s Board of Directors adopted, and the shareholders approved, the Office Depot, Inc. 2015 Long-Term Incentive Plan (the Plan). The Plan replaces the Office Depot, Inc. 2007 Long-Term Incentive Plan, as amended, and the 2003 OfficeMax Incentive and Performance Plan (both referred to as the Prior Plans). No additional awards will be granted under the Prior Plans effective April 27, 2015, the effective date of the Plan. The Plan permits the issuance of stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, and other equity-based incentive awards. Employee share-based awards are generally issued in the first quarter of the year.

Each option to purchase OfficeMax common stock outstanding immediately prior to the effective time of the Merger was converted into an option to purchase Office Depot common stock, on the same terms and conditions adjusted by the 2.69 exchange ratio provided for in the Merger Agreement. The fair value of those options was measured using an option pricing model with the following assumptions: risk-free rate 0.42%; expected life 2.34; dividend yield of zero; expected volatility 52.18% and forfeiture rate of 5%.

Similarly, each previously-existing OfficeMax restricted stock and restricted stock unit outstanding immediately prior to the effective time of the Merger was converted into an Office Depot restricted stock or restricted stock unit, as appropriate, at the 2.69 exchange ratio. The fair value of these awards was allocated to consideration and unearned compensation, based on the past and future service conditions. The assumed awards related to the Merger have been identified, as applicable, in the tables that follow.

Stock Options

The Company s stock option exercise price for each grant of a stock option shall not be less than 100% of the fair market value of a share of common stock on the date the option is granted. Options granted under the Prior Plans have vesting periods ranging from one to five years and from one to three years after the date of grant, provided that the individual is continuously employed with the Company. Following the date of grant, all options granted under the Prior Plans expire no more than ten years. No stock options were granted in 2015 or 2014.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

A summary of the activity in the stock option awards for the last three years is presented below.

	2015		2014		2013	
	Shares	**Weighted Average Exercise Price**	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at beginning of year	**8,602,626**	**$ 4.53**	22,702,534	$ 4.48	12,578,071	$ 5.25
Granted					2,003,000	5.24
Assumed Merger					13,142,351	3.62
Forfeited	**(574,967)**	**9.29**	(1,323,664)	10.46	(2,072,560)	8.83
Exercised	**(2,248,062)**	**3.34**	(12,776,244)	3.83	(2,948,328)	1.40
Outstanding at end of year	**5,779,597**	**$ 4.53**	8,602,626	$ 4.53	22,702,534	$ 4.48

The weighted-average grant date fair value of options granted during 2013 was $3.00, using the following weighted average assumptions for grants:

- Risk-free interest rates of 1.69%
- Expected lives of six years
- A dividend yield of zero
- Expected volatility ranging from 61% to 69%
- Forfeitures are anticipated at 5% and are adjusted for actual experience over the vesting period

The following table summarizes information about stock options outstanding and exercisable at December 26, 2015.

	Options Outstanding			Options Exercisable		
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining	Weighted Average	Number Exercisable	Weighted Average Remaining	Weighted Average

		Contractual Life (in years)	Exercise Price		Contractual Life (in years)	Exercise Price
$0.83 $3.00	1,579,501	1.99	$ 1.44	1,579,501	1.99	$ 1.44
3.01 5.12	788,176	2.12	4.34	784,622	2.11	4.35
5.13	194,805	1.45	5.13	194,805	1.45	5.13
5.14 8.00	2,904,615	5.94	5.66	2,237,948	5.36	5.79
8.01 11.27	312,500	1.20	9.64	312,500	1.20	9.64
$0.83 $11.27	5,779,597	3.93	$ 4.53	5,109,376	3.42	$ 4.43

The intrinsic value of options exercised in 2015, 2014, and 2013, was $12 million, $27 million, and $10 million, respectively. The aggregate intrinsic value of options outstanding and exercisable at December 26, 2015 was $8 million and $8 million, respectively.

As of December 26, 2015, there was approximately $1.8 million of total stock-based compensation expense that has not yet been recognized relating to non-vested stock option awards. This expense is expected to be recognized over a weighted-average period of approximately 0.9 years. The Company estimates that all of the 0.7 million unvested options will vest. The number of exercisable options was 5.1 million and 6.7 million shares of common stock at December 26, 2015 and December 27, 2014, respectively.

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Restricted Stock and Restricted Stock Units

In 2015, the Company granted 2.9 million shares of restricted stock and restricted stock units to eligible employees. In addition, 0.1 million shares were granted to the Board of Directors as part of their annual compensation and vested immediately on the grant date with distribution to occur following their separation from service with the Company. Restricted stock grants to Company employees typically vest annually over a three-year service period. A summary of the status of the Company s nonvested shares and changes during 2015, 2014, and 2013 is presented below.

	2015		2014		2013	
	Shares	Weighted Average Grant-Date Price	Shares	Weighted Average Grant-Date Price	Shares	Weighted Average Grant-Date Price
Outstanding at beginning of year	**10,708,372**	**$ 4.65**	10,207,546	$ 4.76	5,459,900	$ 3.52
Granted	**2,886,640**	**9.43**	5,809,821	4.33	4,884,848	4.54
Assumed Merger					6,426,968	3.46
Vested	**(3,370,569)**	**4.46**	(4,179,789)	4.75	(5,788,992)	4.49
Forfeited	**(635,554)**	**5.94**	(1,129,206)	3.65	(775,178)	4.01
Outstanding at end of year	**9,588,889**	**$ 6.07**	10,708,372	$ 4.65	10,207,546	$ 4.76

As of December 26, 2015, there was $29 million of total unrecognized compensation cost related to nonvested restricted stock. This expense, net of forfeitures, is expected to be recognized over a weighted-average period of approximately 1.8 years. Total outstanding shares of 9.6 million include 1.7 million granted to members of the Board of Directors that have vested but will not be issued until separation from service and 7.9 million unvested shares granted to employees. Of the 7.9 million unvested shares at year end, the Company estimates that 7.6 million shares will vest. The total fair value of shares at the time they vested during 2015 was $31 million.

Performance-Based Incentive Program

The Company has a performance-based long-term incentive program consisting of performance stock units. Payouts under this program are based on achievement of certain financial targets set by the Board of Directors and are subject to additional service vesting requirements, generally of three years from the grant date.

A summary of the activity in the performance-based long-term incentive program since inception is presented below.

	2015		2014		2013	
	Shares	**Weighted Average**	Shares	Weighted Average	Shares	Weighted Average

		Grant-Date		Grant-Date		Grant-Date
		Price		Price		Price
Outstanding at beginning of the year	**6,808,964**	**$ 4.43**	3,076,292	$ 4.45	1,030,753	$ 3.25
Granted	**2,745,303**	**9.45**	5,289,047	4.55	4,317,314	4.55
Vested	**(283,244)**	**3.98**	(1,246,006)	3.74	(261,095)	3.63
Forfeited	**(681,909)**	**5.67**	(310,369)	4.16	(2,010,680)	4.15
Outstanding at end of the year	**8,589,114**	**$ 5.95**	6,808,964	$ 4.43	3,076,292	$ 4.45

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of December 26, 2015, there was $30 million of total unrecognized compensation expense related to the performance-based long-term incentive program. This expense, net of forfeitures, is expected to be recognized over a weighted-average period of approximately 1.9 years. Of the 8.6 million unvested shares at year end, the Company estimates that 8 million shares will vest. The total fair value of shares at the time they vested during 2015 was $3 million.

NOTE 13. EMPLOYEE BENEFIT PLANS

Pension and Other Postretirement Benefit Plans

Pension and Other Postretirement Benefit Plans North America

The Company has retirement obligations under OfficeMax s U.S. pension plans. The Company sponsors these defined benefit pension plans covering certain terminated employees, vested employees, retirees and some active employees. In 2004 or earlier, OfficeMax s pension plans were closed to new entrants and the benefits of eligible participants were frozen. Under the terms of these plans, the pension benefit for employees was based primarily on the employees years of service and benefit plan formulas that varied by plan. The Company s general funding policy is to make contributions to the plans in amounts that are within the limits of deductibility under current tax regulations, and not less than the minimum contribution required by law.

Additionally, under previous OfficeMax arrangements, the Company has responsibility for sponsoring retiree medical benefit and life insurance plans including plans related to operations in the U.S. and Canada (referred to as Other Benefits in the tables below). The type of retiree benefits and the extent of coverage vary based on employee classification, date of retirement, location, and other factors. All of these postretirement medical plans are unfunded. The Company explicitly reserves the right to amend or terminate its retiree medical and life insurance plans at any time, subject only to constraints, if any, imposed by the terms of collective bargaining agreements. Amendment or termination may significantly affect the amount of expense incurred.

The impact of these assumed plans is included in the consolidated financial statements from the date of the Merger.

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Obligations and Funded Status

The following table provides a reconciliation of changes in the projected benefit obligation and the fair value of plans assets, as well as the funded status of the plans to amounts recognized on the Company s Consolidated Balance Sheets. Pension plans with benefit obligations and accumulated benefit obligations exceed plan assets in all individual plans.

	Pension Benefits		Other Benefits	
(In millions)	**2015**	2014	**2015**	2014
Changes in projected benefit obligation:				
Obligation at beginning of period	**$ 1,218**	$ 1,122	**$ 17**	$ 17
Service cost	**3**	3		
Interest cost	**46**	52	**1**	1
Actuarial (gain) loss	**(78)**	138	**(2)**	1
Currency exchange rate change			**(2)**	(1)
Benefits paid	**(95)**	(97)	**(1)**	(1)
Obligation at end of period	**$ 1,094**	$ 1,218	**$ 13**	$ 17
Change in plan assets:				
Fair value of plan assets at beginning of period	**$ 1,039**	$ 986	**$**	$
Actual return (loss) on plan assets	**(30)**	107		
Employer contribution	**8**	43	**1**	1
Benefits paid	**(95)**	(97)	**(1)**	(1)
Fair value of plan assets at end of period	**922**	1,039		
Net liability recognized at end of period	**$ (172)**	$ (179)	**$ (13)**	$ (17)

The following table shows the amounts recognized in the Consolidated Balance Sheets related to the Company s North America defined benefit pension and other postretirement benefit plans as of year-ends:

	Pension Benefits		Other Benefits	
(In millions)	**2015**	2014	**2015**	2014
Noncurrent assets	**$**	$	**$**	$
Current liabilities	**(3)**	(3)	**(1)**	(1)
Noncurrent liabilities	**(169)**	(176)	**(12)**	(16)
Net amount recognized	**$ (172)**	$ (179)	**$ (13)**	$ (17)

Components of Net Periodic Cost (Benefit)

The components of net periodic cost (benefit) are as follows:

(In millions)	Pension Benefits **2015**	2014	2013	Other Benefits **2015**	2014	2013
Service cost	**$ 3**	$ 3	$	**$**	$	$
Interest cost	**46**	52	7	**1**	1	
Expected return on plan assets	**(56)**	(62)	(8)			
Net periodic cost (benefit)	**$ (7)**	$ (7)	$ (1)	**$ 1**	$ 1	$

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OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Other changes in plan assets and benefit obligations recognized in other comprehensive loss (income) are as follows:

	Pension Benefits			Other Benefits		
(In millions)	2015	2014	2013	2015	2014	2013
Accumulated other comprehensive loss (income) at beginning of year	$ 67	$ (26)	$	$ 1	$	$
Net loss (gain)	9	93	(26)	(2)	1	
Accumulated other comprehensive loss (income) at end of year	$ 76	$ 67	$ (26)	$ (1)	$ 1	$

Less than $1 million of the accumulated other comprehensive loss is expected to be recognized as components of net periodic cost during 2016.

Accumulated other comprehensive loss (income) as of year-ends 2014 and 2015 consist of net losses (gains).

Assumptions

The assumptions used in accounting for the Company s plans are estimates of factors including, among other things, the amount and timing of future benefit payments. The following table presents the key weighted average assumptions used in the measurement of the Company s benefit obligations as of year-ends:

				Other Benefits					
	Pension Benefits			United States			Canada		
	2015	2014	2013	2015	2014	2013	2015	2014	2013
Discount rate	4.33%	3.91%	4.84%	3.70%	3.40%	4.00%	4.00%	4.00%	4.80%

The following table presents the weighted average assumptions used in the measurement of net periodic benefit:

				Other Benefits					
	Pension Benefits			United States			Canada		
	2015	2014	2013	2015	2014	2013	2015	2014	2013
Discount rate	3.91%	4.84%	4.76%	3.40%	4.00%	3.80%	4.00%	4.80%	4.60%
Expected long-term rate of return on plan assets	5.85%	6.50%	6.60%	%	%	%	%	%	%

For pension benefits, the selected discount rates (which is required to be the rates at which the projected benefit obligations could be effectively settled as of the measurement date) are based on the rates of return for a theoretical portfolio of high-grade corporate bonds (rated AA- or better) with cash flows that generally match expected benefit payments in future years. In selecting bonds for this theoretical portfolio, the Company focuses on bonds that match cash flows to benefit payments and limit the concentration of bonds by issuer. To the extent scheduled bond proceeds exceed the estimated benefit payments in a given period; the yield calculation assumes those excess proceeds are reinvested at an assumed forward rate. The implied forward rate used in the bond model is based on the Citigroup Pension Discount Curve as of the last day of the year. The selected discount rate for other benefits is from a discount rate curve matched to the assumed payout of related obligations.

The expected long-term rates of return on plan assets assumptions are based on the weighted average of expected returns for the major asset classes in which the plans assets are held. Asset-class expected returns are based on long-term historical returns, inflation expectations, forecasted gross domestic product and earnings growth, as

OFFICE DEPOT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

well as other economic factors. The weights assigned to each asset class are based on the Company s investment strategy. The weighted average expected return on plan assets used in the calculation of net periodic pension cost for 2016 is 6.00%.

Obligation and costs related to the Canadian retiree health plan are impacted by changes in trend rates.

The following table presents the assumed healthcare cost trend rates used in measuring the Company s postretirement benefit obligations at year-ends:

	2015	2014	2013
Weighted average assumptions as of year-end:			
Healthcare cost trend rate assumed for next year	**6.20%**	6.40%	6.70%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	**4.50**		