

OFFICEMAX INC  
Form 425  
May 01, 2013

Coffee Break  
May 1, 2013  
FINAL  
Filed by OfficeMax Incorporated  
pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934

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Subject Company: OfficeMax Incorporated

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the combined company

would

be the third-leading online retailer

in North America based on 2011

sales, edging past previous No. 3

Apple

according to an Internet

Retailer estimate.

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

David Gober, Morgan Stanley

February 20, 2013

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

Chicago Tribune

we view ODP-OMX as a compelling opportunity

Brad Thomas,

Key Banc Capital Markets

March 18, 2013

What the Media

are Saying

What the Analysts

are Saying

Strategically, the deal makes sense, as the companies face a changing competitive environment.

The New York Times

Internet

Retailer

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Merger Next Steps

Joint Proxy/Form S4 Registration  
Statement

Regulatory Review  
and Clearance

OMX and ODP Shareholder

Meetings

CEO Selection Process

Brand Decision

Location Decision

Integration Planning

In the meantime, business as usual!

Filed April 9, 2013

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

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

Integration planning co-chairs announced April 9, 2013

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

Votes to approve merger

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

CEO Selection Committee members:

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

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

Francesca Ruiz de Luzuriaga, OfficeMax Board member

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

Tom Colligan, Office Depot Board member

Marty Evans, Office Depot Board member







NO OFFER OR SOLICITATION  
PARTICIPANTS IN THE SOLICITATION

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

Statement/Prospectus. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of OfficeMax and Office Depot in connection with the proposed transaction, including description of their direct or indirect interests, by security holdings or otherwise, is set forth in the Joint Proxy

Statement/Prospectus. Information regarding OfficeMax's directors

Office Depot has filed with the SEC a registration statement on Form S-4 that includes a preliminary Joint Proxy Statement of OfficeMax and Office Depot that also constitutes a preliminary prospectus of Office Depot. The registration statement has not become effective. OfficeMax and Office Depot plan to mail the definitive Joint Proxy Statement/Prospectus to their respective shareholders in connection with the transaction. INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AS THEY MAY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT OFFICEMAX, OFFICE DEPOT, THE TRANSACTION AND OTHER MATTERS. Investors and shareholders may obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed with the SEC by OfficeMax and Office Depot through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

In addition, investors and shareholders may obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed by OfficeMax with the SEC by contacting OfficeMax Investor Relations at 263 Shuman Blvd., Naperville, Illinois 60563 or by calling 630-864-6800, and may obtain free copies of the definitive Joint Proxy Statement/Prospectus and other documents filed by Office Depot with the SEC by contacting Office Depot Investor Relations at 6600 North Military Trail, Boca Raton, Florida 33496 or by calling 561-438-7878.

IMPORTANT  
ADDITIONAL  
INFORMATION  
FILED  
WITH  
THE  
SEC

## FORWARD-LOOKING STATEMENTS

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

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

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