

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



ORIGINAL

COMMISSIONERS: Edith Ramirez, Chairwoman
Maureen K. Ohlhausen
Terrell McSweeney

In the Matter of

STAPLES, INC.
a corporation,

and

OFFICE DEPOT, INC.
a corporation.

Docket No. 9367

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents Staples, Inc. (“Staples”) and Office Depot, Inc. (“Office Depot”) jointly move to dismiss the complaint in the above-captioned matter. On May 17, 2016, Respondents informed Complaint Counsel that they have terminated the proposed merger of Office Depot into Staples. As set forth in the attached correspondence, Staples has withdrawn its Hart-Scott-Rodino Notification and Report Forms filed for this proposed acquisition. The complaint is now moot.

Accordingly, the parties respectfully request that the Commission dismiss the complaint.

A proposed order is attached.

Dated: May 18, 2016

Respectfully Submitted,

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FEDERAL TRADE COMMISSION

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PUBLIC

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BY HAND

May 17, 2016

Premerger Notification Office
Bureau of Competition
Federal Trade Commission
400 7th Street, SW
5th Floor, Room 5301
Washington, DC 20024

RECEIVED
PREMERGER NOTIFICATION
OFFICE
MAY 17 PM 12:13

Re: **Premerger Notification Transaction Number: 2015-0670**

Proposed Acquisition by Staples, Inc. of All of the Outstanding Voting Securities of Office Depot, Inc.

Ladies and Gentlemen:

Pursuant to C.F.R. §803.12(b), we are writing to notify you that Staples Inc. publicly announced the termination of the Agreement and Plan of Merger with Office Depot, Inc. yesterday, May 16, 2016. Accordingly, we understand that the HSR notification form associated with the above-referenced transaction number has been deemed to be withdrawn as of May 16, 2016. Enclosed is a copy of SEC Form 8-K, which was filed yesterday, disclosing the termination.

Please let me know if you have any questions or if you would like to discuss. Kindly acknowledge receipt by time-stamping the enclosed copy of this letter.

Very truly yours,


Jonathan E. Cheng

Enclosures

**UNITED STATES OF AMERICA
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[PROPOSED] ORDER DISMISSING COMPLAINT

This matter comes before the Commission on Complaint Counsel's and Respondents' Joint Motion to Dismiss Complaint. Having considered the motion, it is hereby

ORDERED, that the Joint Motion to Dismiss Complaint dated May 18, 2016, is **GRANTED** and the complaint is dismissed without prejudice.

By the Commission.

ISSUED: _____

Donald S. Clark
Secretary

CERTIFICATE OF SERVICE

I hereby certify that on May 18, 2016 I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

Donald S. Clark
Secretary
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-113
Washington, DC 20580

I also certify that I delivered via electronic mail a copy of the foregoing document to:

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-110
Washington, DC 20580

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Counsel for Respondent Office Depot, Inc.

CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary of the Commission is a true and correct copy of the paper original and that I possess a paper original of the signed document that is available for review by the parties and the adjudicator.

May 18, 2016

By: */s/ Tara Reinhart*