UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

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

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 As set forth in the attached correspondence, Staples has withdrawn its Hart-Scott-Rodino Notification and Report Forms filed for this proposed acquisition.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,

/s/ Carrie Mahan
Carrie Mahan
Jeffrey Perry
WEIL, GOTSHAL & MANGES LLP
1300 Eye Street NW
Washington, DC 20005
Telephone: (202) 682-7000

/s/ Tara Reinhart
Tara Reinhart
Charles Loughlin
Alexis Gilman
Stelios Xenakis
Complaint Counsel
FEDERAL TRADE COMMISSION
Matthew J. Reilly  
Andrew M. Lacy  
Peter C. Herrick  
SIMPSON THACHER & BARTLETT LLP  
900 G Street, NW  
Washington, DC 20001  
Telephone: (202) 636-5566  
Facsimile: (202) 636-5502  
matt.reilly@stblaw.com  
alacy@stblaw.com  
peter.herrick@stblaw.com  

Counsel for Respondent Office Depot, Inc.
May 17, 2016

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

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understand that the HSR notification form associated with the above-referenced transaction number has been deemed to be withdrawn as of May 16, 2016.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
BEFORE THE FEDERAL TRADE COMMISSION

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

[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

Carrie Mahan  
Jeffrey Perry  
Weil, Gotshal & Manges LLP  
1300 Eye Street, N.W., Suite 900  
Washington, D.C. 20005  
carrie.mahan@weil.com  
jeffrey.perry@weil.com

Diane Sullivan  
Weil, Gotshal & Manges LLP  
767 Fifth Ave.  
New York, NY 10153  
diane.sullivan@weil.com

Counsel for Respondent Staples, Inc.

Matthew J. Reilly  
Andrew M. Lacy  
Peter C. Herrick  
Simpson Thacher & Bartlett LLP  
900 G Street, N.W.  
Washington, D.C. 20001  
202-636-5566  
matt.reilly@stblaw.com  
alacy@stblaw.com
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