

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

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 As set forth in the attached correspondence, Staples has withdrawn its Hart-Scott-Rodino Notification and Report Forms filed for this proposed acquisition.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

Facsimile: (202) 857-0940  
carrie.mahan@weil.com  
jeffrey.perry@weil.com

Diane Sullivan  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8897  
Facsimile: (212) 310-8007  
diane.sullivan@weil.com

*Counsel for Respondent Staples, Inc.*

/s/ Matthew J. Reilly

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.*

600 Pennsylvania Avenue NW  
Washington, DC 20580  
Telephone: (202) 326-2638  
treinhart@ftc.gov  
cloughlin@ftc.gov  
agilman@ftc.gov  
sxenakis@ftc.gov

*Counsel Supporting the Complaint*

PUBLIC

**Weil, Gotshal & Manges LLP**

1300 Eye Street NW, Suite 900  
Washington, DC 20005-3314  
+1 202 682 7000 tel  
+1 202 857 0940 fax

Jonathan E. Cheng  
+1 202 682 7248  
jonathan.cheng@weil.com

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

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BEFORE THE FEDERAL TRADE COMMISSION**

**COMMISSIONERS:**      **Edith Ramirez, Chairwoman**  
                                 **Maureen K. Ohlhausen**  
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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

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

Peter.Herrick@stblaw.com

*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*