



5825960

BEFORE THE

COMMISSIONERS:

Terren McSweeney

ORIGINAL

In the

Docket No. 9387

STANBLES, INC.
a corporation,

and

OFFICE DEPOT, INC.
a corporation.

JOINT MOTION TO DISMISS COMPLAINT

Complaint Concerning the Proposed Acquisition of Office Depot, Inc. by Stanley

(“Office Depot”) jointly filed with the Commission on May 11, 2016.

On May 17, 2016, the respondents informally advised the Commission that they have terminated the proposed

merger of Office Depot into Stanley. As set forth in the attached correspondence, Stanley

has withdrawn its Hart-Scott-Rodino Notification and Report Form filed in connection with the

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

Received by the Commission on May 18, 2016

/s/ Carrie Mahan
Carrie Mahan
Jeffery Peirce
WEIL, GOTSCHALK & POLENTINO
1300 Eye Street, NW
Washington, DC 20004
Telephone: (202) 692-7000

/s/ Tara Remhart
Tara Remhart
Charles S. Gilman
Stelios Xenakis
FEDERAL TRADE COMMISSION

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

Diane Sullivan
W

Weil, Gotshal & Mander LLP

BY HAND

1300 Eye Street NW, Suite 900

+1 202 682 7000 tel
+1 202 682 0940 fax

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

May 15, 2016
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
400 7th Street, SW
5th Floor, Room 5301
Washington, DC 20014

MAY 17 11:23 AM '16
REGISTRATION
MERGER
OFFICE

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

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

Ladies and Gentlemen:

Pursuant to C.F.R. § 101.12(b), we are writing to notify you that Staples, Inc. publicly announced the termination of the Agreement and Plan of Merger between Staples, Inc. and Depot, Inc. yesterday, May 16, 2016. Accordingly, we understand that the FSK notification form associated with the above-referenced transaction number has been deemed to be void as of May 16, 2016. Enclosed is Form 8-K, which was filed yesterday, disclosing the termination.

Please let me know if you can acknowledge receipt by time-stamping the enclosed copy of this letter.

Very truly yours,



Jonathan Cheng

Enclosures

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

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

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~~ original of the signed document that is available for review ~~by~~ the parties and the adjudicator.

May 18, 2016

By: /s/ Tara Reinhart