

OFFICEMAX INC
Form 425
March 27, 2013

March 2013
OFFICEMAX
A COMPANY ON THE MOVE
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
Subject Company: OfficeMax Incorporated
Commission File No.: 1-5057
Date: March 27, 2013

2

What Analysts are Saying

We are getting more bullish on the
deal...

David Strasser,

Janney Capital Markets

March 21, 2013

Anthony Chukumba,
BB&T Capital Markets
November 6, 2012

Office Products is a tough
neighborhood, but OMX is showing
improvement in every aspect of the
business it can control
David Strasser,
Janney Capital Markets
August 2, 2012

David Gober, Morgan Stanley
February 20, 2013

Michael Lasser, UBS
February 21, 2013

we view ODP-OMX as a
compelling opportunity
Brad Thomas,
Key Banc Capital Markets
March 18, 2013

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

the sector is certainly worth
watching, as these transformative
events unfold.

Turnaround Plan Continues to Gain
Traction

3

What Media are Saying

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

The New York Times

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

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.

Internet Retailer

Company's ability to control costs signaled a healthy company to investors

Associated Press

OfficeMax named among world's most ethical companies

OPI

Daily Herald, Chicago, 2013

It's the second consecutive year OfficeMax has received the ethics award, which highlights companies that outperform industry peers when it comes to ethical behavior.

4
Enhanced financial performance
Increased scale and competitiveness
Global footprint
Improved customer experience
Accelerated innovation
Strategic Benefits of the Merger

Combined company will leverage talented Associates
and managers with deep industry knowledge

5
Improved Customer Experience

Continued focus on a high level of service

Improved omni-channel capabilities to better
serve our valued customers

Products, services and solutions that enable customers to work more efficiently and productively

Accelerate change in the office solutions business, bringing to customers innovative solutions for today's workplace

Provide customers with a seamless experience across retail stores, direct sales, telesales and digital environments

6

Accelerated Innovation

Sharing customer insights and learnings from innovative pilot programs underway to better identify and fulfill evolving

customer needs

Improved and expanded
eCommerce offerings

Complementary capabilities will
provide customers with better
solutions faster and more
efficiently

7
NO OFFER OR SOLICITATION
This
communication
is
not
intended

to
and
does
not
constitute
an
offer
to
sell
or
the
solicitation
of
an
offer
to
subscribe
for
or
buy
or
an
invitation
to
purchase
or
subscribe
for
any
securities or the solicitation of any vote or approval in any jurisdiction in connection with OfficeMax's proposed merger with
sale,
issuance
or
transfer
of
securities
in
any
jurisdiction
in
contravention
of
applicable
law.
No
offer
of
securities
shall
be

made
except
by
means
of
a
prospectus
meeting
the

requirements of Section 10 of the Securities Act of 1933, as amended.

IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

Office Depot will file with the SEC a registration statement on Form S-4 that will include a Joint Proxy Statement of OfficeMa

of
Office
Depot.
OfficeMax
and
Office
Depot
plan
to
mail
the
Joint
Proxy
Statement/Prospectus
to
their
respective
shareholders
in
connection
with
the
transaction.

INVESTORS

**AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER REL
THE SEC CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFO
TRANSACTION AND RELATED MATTERS.**

Investors and shareholders will be able to obtain free copies of the 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.

In
addition,
investors
and
shareholders

will
be
able
to
obtain

free

copies of the Joint Proxy Statement/Prospectus and other documents filed by OfficeMax with the SEC by contacting OfficeMax at Naperville, Illinois 60563 or by calling 630-864-6800, and will be able to obtain free copies of the Joint Proxy Statement/Prospectus

with
the
SEC

by
contacting
Office
Depot
Investor
Relations

at
6600
North
Military
Trail,
Boca
Raton,
Florida
33496

or
by
calling
561-438-3657.

PARTICIPANTS IN THE SOLICITATION

OfficeMax and Office Depot and their respective directors and executive officers may be deemed to be participants in the solicitation of OfficeMax and Office Depot in respect of the transaction described in the Joint Proxy Statement/Prospectus. Information regarding the solicitation of the SEC, be deemed participants in the solicitation of the respective shareholders of OfficeMax and Office Depot in connection with

of
their
direct
or

indirect
interests,
by
security
holdings
or
otherwise,
will
be
set
forth
in
the
Joint
Proxy
Statement/Prospectus
when
it
is
filed
with
the
SEC.
Information
regarding

OfficeMax's directors and executive officers is contained in OfficeMax's Annual Report on Form 10-K for the year ended December 31, 2012, and its Proxy Statement on Schedule 14A, dated March 15, 2013, which are filed with the SEC. Information regarding Office Depot's directors and executive officers is contained in Office Depot's Annual Report on Form 10-K for the year ended December 29, 2012 and its Proxy Statement on Schedule 14A, dated March 15, 2012, which are filed with the SEC.

8

FORWARD-LOOKING STATEMENTS

Certain statements made in this document and other written or oral statements made by or on behalf of OfficeMax constitute "forward-looking statements" under the federal securities laws, including statements regarding OfficeMax's future performance, as well as management's expectations, projections, forecasts, and estimates relating to the future. These forward-looking statements are based on management's current expectations and are subject to various risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements.

the
future.
OfficeMax
cannot
guarantee
that
the
macroeconomy
will
perform
within
the
assumptions
underlying
its
projected
outlook;
that
its
initiatives
will

be successfully executed and produce the results underlying its expectations, due to the uncertainties inherent in new initiatives, expenses or challenges, or slower-than-expected results from initiatives; or that its actual results will be consistent with the foregoing. OfficeMax does not intend to 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 obtain regulatory approvals or third-party approvals for the transaction and the timing and conditions for such approvals; the ability of OfficeMax and Office Depot to obtain the necessary approvals from the stockholders of OfficeMax and Office Depot; the risk that the synergies from the transaction may not be realized, may take longer

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, or
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
undertakes
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
that
may
cause
results

to
differ
from
expectations
are
included
in
OfficeMax's
Annual
Report
on
Form
10-K
for
the
year
ended
December
29,
2012,
under
1A
"Risk
Factors",
and
in
OfficeMax's
other
filings with the SEC.