

MAPLEBY HOLDINGS MERGER Corp
 Form 4
 November 07, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Broad Matthew R

2. Issuer Name and Ticker or Trading Symbol
MAPLEBY HOLDINGS MERGER Corp [OMX]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP and General Counsel

(Last) (First) (Middle)
C/O OFFICEMAX INCORPORATED, 263 SHUMAN BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2013

(Street)
NAPERVILLE, IL 60563

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/05/2013		D	(A) or (D) <u>(2)</u>	144,456 <u>(1)</u>	D	
Series D Convertible Preferred Stock	11/05/2013		J ⁽³⁾	D <u>(3)</u>	2,539	I	By ESOP Trust
Common Stock	11/05/2013		J ⁽³⁾	A <u>(3)</u>	7,626	I	By ESOP Trust
Common Stock	11/05/2013		D	D <u>(4)</u>	7,626	I	By ESOP

Stock

Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 4.24	11/05/2013		D	55,492	<u>(5)</u> 02/12/2016	Common Stock	55,492	
Employee Stock Option (Right to Buy)	\$ 12.82	11/05/2013		D	36,539	<u>(6)</u> 02/11/2017	Common Stock	36,539	
Employee Stock Option (Right to Buy)	\$ 14.89	11/05/2013		D	28,392	<u>(7)</u> 02/09/2018	Common Stock	28,392	
Employee Stock Option (Right to Buy)	\$ 4.92	11/05/2013		D	53,412	<u>(8)</u> 02/16/2019	Common Stock	53,412	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Broad Matthew R
C/O OFFICEMAX INCORPORATED
263 SHUMAN BLVD.
NAPERVILLE, IL 60563

EVP and General Counsel

Signatures

/s/ Susan Wagner-Fleming, by POA from Matthew R.
Broad

11/07/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes shares acquired through a dividend reinvestment plan that were not previously reported.

Disposed of pursuant to a merger agreement between OfficeMax Incorporated (the "Company"), Office Depot, Inc. ("ODP") and their respective subsidiaries, in exchange for 178,738 shares of ODP common stock and 209,850 ODP restricted stock units, on the effective date of the merger (such merger, the "Merger") (in accordance with the exchange ratio set forth in the merger agreement pursuant to which each share of the Company's common stock was exchanged for 2.69 shares of ODP common stock). The closing price of ODP common stock on November 5, 2013 (the effective date of the Merger) was \$5.65 per share.

(3) Pursuant to the Certificate of Designation of Convertible Preferred Stock, Series D, each share of OfficeMax Series D Convertible Preferred Stock was redeemed on November 5, 2013, following the redemption date of November 4, 2013, for a redemption price of \$45.00 per share, plus all accrued and unpaid dividends thereon. The redemption price was paid in shares of Company common stock, which were valued for such purposes at their Fair Market Value as of the redemption date (as defined in the Certificate of Designation), or \$15.415 per share. The reporting person received 7,626 shares of OfficeMax common stock in connection with the redemption of his OfficeMax Series D Convertible Preferred Stock.

(4) Disposed of pursuant to a merger agreement between the Company, ODP and their respective subsidiaries, in exchange for 20,514 shares of ODP common stock, on the effective date of the Merger (in accordance with the exchange ratio set forth in the merger agreement pursuant to which each share of the Company's common stock was exchanged for 2.69 shares of ODP common stock). The closing price of ODP common stock on November 5, 2013 (the effective date of the Merger) was \$5.65 per share.

(5) This stock option, which provided for vesting in three equal annual installments, on each of the first three anniversaries of its 2/12/2009 grant date, was assumed by ODP in connection with the Merger and replaced with an option to purchase 149,273 shares of ODP common stock for \$1.58 per share.

(6) This stock option, which provided for vesting in three equal annual installments, on each of the first three anniversaries of its 2/11/2010 grant date, was assumed by ODP in connection with the Merger and replaced with an option to purchase 98,289 shares of ODP common stock for \$4.77 per share.

(7) This stock option, which provided for vesting in three equal annual installments, on each of the first three anniversaries of its 2/9/2011 grant date, was assumed by ODP in connection with the Merger and replaced with an option to purchase 76,374 shares of ODP common stock for \$5.54 per share.

(8) This stock option, which provided for vesting in three equal annual installments, on each of the first three anniversaries of its 2/16/2012 grant date, was assumed by ODP in connection with the Merger and replaced with an option to purchase 143,678 shares of ODP common stock for \$1.83 per share.

Remarks:

In connection with the Merger (defined in the footnotes above), Mapleby Holdings Merger Corporation has become the successor

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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