

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](http://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, 2013, 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 other forward-looking information relating to OfficeMax's business, operations, financial performance, and other matters.

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 to

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.