

MAPLEBY HOLDINGS MERGER Corp
 Form 4
 November 07, 2013

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Hartley Larry

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Supply Chain

C/O OFFICEMAX
 INCORPORATED, 263 SHUMAN
 BLVD.

(Street)

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

NAPERVILLE, IL 60563

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Series D Convertible Preferred Stock	11/05/2013		J ⁽³⁾	1,371	D	(3)	0	I	By ESOP Trust
Common Stock	11/05/2013		J ⁽³⁾	4,118	A	(3)	4,118	I	By ESOP Trust
Common Stock	11/05/2013		D	4,118	D	(4)	0	I	By ESOP Trust
Common Stock	11/05/2013		D	50,362	D	(2)	0	D	

Stock (1)

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

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SEC 1474
(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
					V	(A)	(D)			
Employee Stock Option (Right to Buy)	\$ 12.82	11/05/2013		D		13,357	<u>(5)</u> 02/11/2017	Common Stock	13,357	
Employee Stock Option (Right to Buy)	\$ 14.89	11/05/2013		D		10,373	<u>(6)</u> 02/09/2018	Common Stock	10,373	
Employee Stock Option (Right to Buy)	\$ 4.92	11/05/2013		D		11,869	<u>(7)</u> 02/16/2019	Common Stock	11,869	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartley Larry C/O OFFICEMAX INCORPORATED 263 SHUMAN BLVD. NAPERVILLE, IL 60563			SVP, Supply Chain	

Signatures

/s/ Susan Wagner-Fleming, by POA from Larry
Hartley

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 71,033 shares of ODP common stock and 64,442 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.

(2)

Pursuant to the Certificate of Designation of Convertible Preferred Stock, Series D, each share of OfficeMax Series D 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 OfficeMax common stock, which were valued for such purposes at their Fair Market Value of as of the redemption date (as defined in the Certificate of Designation), or \$15.415 per share. The reporting person received 4,118 shares of OfficeMax common stock in connection with the redemption of his OfficeMax Series D Preferred Stock.

(3)

Disposed of pursuant to a merger agreement between the Company, ODP and their respective subsidiaries, in exchange for 11,078 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.

(4)

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 35,930 shares of ODP common stock for \$4.77 per share.

(5)

This stock option, which provided for vesting in three equal annual installments, on each of the first three anniversaries of its 2/9/2011 grant date, was assumed by ODP in connection with the Merger and replaced with an option to purchase 27,903 shares of ODP common stock for \$5.54 per share.

(6)

This stock option, which provided for vesting in three equal annual installments, on each of the first three anniversaries of its 2/16/2012 grant date, was assumed by ODP in connection with the Merger and replaced with an option to purchase 31,927 shares of ODP common stock for \$1.83 per share.

(7)

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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