Edgar Filing: MAPLEBY HOLDINGS MERGER Corp - Form 4

MAPLEBY HOLDINGS MERGER Corp

Form 4

November 07, 2013

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

GANGWAL RAKESH

MAPLEBY HOLDINGS MERGER

(Check all applicable)

Corp [OMX]

X_ Director 10% Owner

(Month/Day/Year)

11/05/2013

Officer (give title Other (specify

C/O OFFICEMAX **INCORPORATED, 263 SHUMAN**

(First)

BLVD.

(Last)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

NAPERVILLE, IL 60563

(City) (State) (Zip)

(Street)

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

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

(Middle)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Price Amount (D)

Common 11/05/2013 D 0 179,363 (1) Stock

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

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

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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. Transactic Code (Instr. 8)	5. Number coof 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)		8. F Der Sec (Ins
				Code V	(A) (I))	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Purchase Option	\$ 2.21	11/05/2013		D	66	65	07/01/2000	(2)	Common Stock	665	
Purchase Option	\$ 2.21	11/05/2013		D	90)6	07/01/2001	(3)	Common Stock	906	
Purchase Option	\$ 2.21	11/05/2013		D	5	2	07/01/2002	<u>(4)</u>	Common Stock	52	
Purchase Option	\$ 2.21	11/05/2013		D	2,5	23	07/01/2003	(5)	Common Stock	2,523	
Purchase Option	\$ 2.21	11/05/2013		D	1,8	64	07/01/2004	<u>(6)</u>	Common Stock	1,864	
Purchase Option	\$ 2.21	11/05/2013		D	1,6	74	07/01/2005	<u>(7)</u>	Common Stock	1,674	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
GANGWAL RAKESH C/O OFFICEMAX INCORPORATED 263 SHUMAN BLVD. NAPERVILLE, IL 60563	X						

Signatures

/s/ Matthew R. Broad, by POA from Rakesh
Gangwal

**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) Disposed of pursuant to a merger agreement between OfficeMax Incorporated (the "Company"), Office Depot, Inc. ("ODP") and their respective subsidiaries, in exchange for 2,919 restricted shares of ODP common stock and 479,568 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

Reporting Owners 2

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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.

- This stock option, which provided for expiration three years after the reporting person's termination as a director of the Company, was

 (2) assumed by ODP in connection with the Merger and replaced with an option to purchase 1,788 shares of ODP common stock for \$0.83 per share.
- This stock option, which provided for expiration three years after the reporting person's termination as a director of the Company, was assumed by ODP in connection with the Merger and replaced with an option to purchase 2,437 shares of ODP common stock for \$0.83 per share.
- This stock option, which provided for expiration three years after the reporting person's termination as a director of the Company, was

 (4) assumed by ODP in connection with the Merger and replaced with an option to purchase 139 shares of ODP common stock for \$0.83 per share.
- This stock option, which provided for expiration three years after the reporting person's termination as a director of the Company, was assumed by ODP in connection with the Merger and replaced with an option to purchase 6,786 shares of ODP common stock for \$0.83 per share.
- This stock option, which provided for expiration three years after the reporting person's termination as a director of the Company, was assumed by ODP in connection with the Merger and replaced with an option to purchase 5,014 shares of ODP common stock for \$0.83 per share.
- This stock option, which provided for expiration three years after the reporting person's termination as a director of the Company, was assumed by ODP in connection with the Merger and replaced with an option to purchase 4,503 shares of ODP common stock for \$0.83 per share.

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.