

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

**Schedule TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**The ODP Corporation**

(Name of Subject Company (Issuer))

USR Parent, Inc.

Staples, Inc.

(Names of Filing Persons (Offerors))

Common Stock, \$0.01 par value

(Title of Class of Securities)

88337F105

(CUSIP Number of Class of Securities)

USR Parent, Inc.

500 Staples Drive

Framingham, MA 01702

Sean D. Rodgers, P.C.

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212-446-4600

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee*
Not Applicable	Not Applicable

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable

Filing Party: Not applicable

Form or Registration No.: Not applicable

Date Filed: Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The pre-commencement communication filed under cover of this Schedule TO relates to a planned tender offer by USR Parent, Inc. a Delaware corporation (the "Offeror"), and Staples, Inc. ("Staples"), a Delaware corporation, for all of the issued and outstanding shares of common stock, \$0.01 par value per share.

The tender offer for the purchase of the issued and outstanding shares of The ODP Corporation ("ODP") common stock described in this document has not yet commenced, and this document is neither an offer to purchase nor a solicitation of an offer to sell securities. At the time the tender offer is commenced, the Offeror will file a tender offer statement on Schedule TO (including the offer to purchase, letter of transmittal and other tender offer materials) with the U.S. Securities and Exchange Commission ("SEC") and ODP will be required to file with the SEC a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Prior to making any decision regarding the tender offer, ODP stockholders are strongly advised to read the tender offer statement (including the offer to purchase, letter of transmittal and other tender offer materials) when they become available as they will contain important information. Once filed, ODP stockholders will be able to obtain the tender offer statement (including the offer to purchase, letter of transmittal and other tender offer materials) and the related solicitation/recommendation statement at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, the tender offer statement (including the offer to purchase, letter of transmittal and other tender offer materials) and the related solicitation/recommendation statement (when available) may be obtained free of charge from the information agent named in the tender offer materials.

#### EXHIBIT INDEX

**EXHIBIT  
NO.**

99.1 Press Release of USR Parent, Inc. dated November 5, 2021

**STAPLES USR PARENT REAFFIRMS ITS PROPOSAL TO ACQUIRE THE ODP CORPORATION'S CONSUMER BUSINESS FOR \$1.0 BILLION; STAPLES USR PARENT WILL CONTINUE TO EVALUATE ALL OPTIONS FOR ITS ODP INVESTMENT**

FRAMINGHAM, MA—November 5, 2021—USR Parent, Inc. (“Staples”) today reaffirmed its June 4, 2021 proposal to The ODP Corporation (together with its subsidiaries, the “Company”) to acquire the Company’s consumer business for a cash purchase price of \$1.0 billion. This proposal was formally delivered to the Company on June 4, 2021 and remains unchanged.

In November 2020, Staples filed the necessary governmental approvals with the Federal Trade Commission to acquire the Company, and has made substantial progress responding to the government’s data requests and inquiries in connection therewith. With the Company’s full cooperation, Staples is confident that the parties will be able to expeditiously obtain the necessary antitrust approvals for the proposed acquisition of the Company’s consumer business.

While Staples has decided to abandon its previously announced intent to commence a tender offer for all of the outstanding shares of the Company, Staples continues to evaluate all options in connection with its investment in the Company, including, but not limited to, the sale of all or a portion of the shares of Company common stock beneficially owned by affiliates of Staples, and reserves all rights in connection therewith.

**About USR Parent, Inc.**

USR Parent, Inc. supports lifelong achievement for businesses and consumers however and wherever they work and learn today. With more than 1,000 retail locations, innovative brands and a product assortment for businesses, entrepreneurs, educators and students, USR Parent, Inc. provides customized solutions for continued professional and personal growth. The company is headquartered in Framingham, Massachusetts.

This communication does not constitute an offer to buy or solicitation of an offer to buy any securities. This communication relates to a proposal that Staples has made for a business combination transaction with The ODP Corporation. In furtherance of this proposal and subject to future developments, Staples may file one or more proxy statements, tender offer statements or other documents with the Securities and Exchange Commission.

This communication is not a substitute for any proxy statement, tender offer statement or other document Staples may file with the SEC in connection with the proposed transaction. This document shall not constitute the solicitation of an offer to buy any securities of ODP.

**Contacts**

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