



Final Report of the Hearing Officer¹

Staples / Office Depot

Case M.7555

On 21 August 2015, the Commission received a notification of a proposed concentration by which Staples, Inc. ("Staples") would acquire sole control of Office Depot, Inc. ("Office Depot") within the meaning of Article 3(1)(b) of the Merger Regulation² by way of purchase of shares (the "Proposed Transaction").

On 25 September 2015, the Commission adopted a decision initiating proceedings pursuant to Article 6(1)(c) of the Merger Regulation. In that decision, the Commission indicated that the Proposed Transaction falls within the scope of the Merger Regulation and that it raised serious doubts as to its compatibility with the internal market and with the functioning of the EEA Agreement as regards the potential markets for the sale of office supplies through international contracts in the EEA and through national contracts in the Netherlands and Sweden and in relation to the potential market for the wholesale of office supplies in Sweden.

Staples submitted written comments on the concerns raised by the Commission pursuant to Article 6(1)(c) of the Merger Regulation on 6 October 2015.

On 11 November 2015, the Commission, with the agreement of Staples, extended the time limit to review the Proposed Transaction by fifteen working days in accordance with Article 10(3) of the Merger Regulation. The time limit was further extended by five working days on 25 November 2015 by means of another decision under that Article 10(3).

On 27 November 2015, Staples and Office Depot submitted commitments to the Commission. The Commission launched a market test of these commitments on 30 November 2015. Following this market test, Staples and Office Depot submitted, on 10 December 2015, an amended version of the proposed commitments (the "Final Commitments").

¹ Pursuant to Articles 16 and 17 of Decision 2011/695/EU of the President of the European Commission of 13 October 2011 on the function and terms of reference of the hearing officer in certain competition proceedings, OJ L 275, 20.10.2011, p. 29 ("Decision 2011/695/EU").

² Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings, OJ L 24, 29.1.2004, p. 1 (the "Merger Regulation").

In the draft decision, the Commission concludes that the Final Commitments are adequate and sufficient to eliminate the significant impediment to effective competition identified by the Commission. The draft decision therefore declares the Proposed Transaction compatible with the internal market and the EEA Agreement, subject to compliance with the Final Commitments set out as conditions and obligations attached to the draft decision.

Pursuant to Article 16 of Decision 2011/695/EU, I have examined whether the draft decision deals only with objections in respect of which the parties have been afforded the opportunity of making known their views. I conclude that it does.

In view of the above, and taking into account that no request or complaint has been addressed to me, I consider that the effective exercise of procedural rights has been respected during the present proceedings.

Brussels, 29 January 2016

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