

CORPORATE EXPRESS N.V.
Form SC 13D
June 16, 2008

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

SCHEDULE 13D

[Rule 13d-101]

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT
TO RULE § 240.13d-2(a)**

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Corporate Express N.V.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

Not Applicable

(CUSIP Number)

Kristin A. Campbell

Senior Vice President, General Counsel and Secretary

Staples, Inc.

500 Staples Drive

Framingham, MA 01702

(508) 253-1690

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 4, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.

- | | | |
|---|--|---------------------------------------|
| 1. | Names of Reporting Persons
Staples Acquisition B.V. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | X |
| | (b) | O |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions)
WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | O |
| 6. | Citizenship or Place of Organization
The Netherlands | |
| | 7. | Sole Voting Power
24,541,518* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
24,541,518* |
| | 10. | Shared Dispositive Power
0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
24,541,518* | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | O |
| | N/A | |
| 13. | Percent of Class Represented by Amount in Row (11)
13.4% | |
| 14. | Type of Reporting Person (See Instructions)
CO | |

* This amount does not include 42,701,904 Ordinary Shares subject to Irrevocable Undertakings for which Staples Acquisition B.V. does not have voting or dispositive power. The form of Irrevocable Undertaking is attached hereto as Exhibit 99.2.

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CUSIP No.

- | | | |
|---|--|---------------------------------------|
| 1. | Names of Reporting Persons
Staples, Inc. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | X |
| | (b) | O |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions)
WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | O |
| 6. | Citizenship or Place of Organization
Delaware | |
| | 7. | Sole Voting Power
24,541,518* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
24,541,518* |
| | 10. | Shared Dispositive Power
0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
24,541,518* | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | O |
| | N/A | |
| 13. | Percent of Class Represented by Amount in Row (11)
13.4% | |
| 14. | Type of Reporting Person (See Instructions)
CO | |

* This amount does not include 42,701,904 Ordinary Shares subject to Irrevocable Undertakings for which Staples, Inc. does not have voting or dispositive power. The form of Irrevocable Undertaking is attached hereto as Exhibit 99.2.

Item 1. Security and Issuer

The class of equity securities to which this statement relates are the Ordinary Shares, nominal value of EUR 1.20 per share (the Shares), of Corporate Express N.V., a public limited liability company incorporated under the laws of The Netherlands (the Issuer), having its statutory seat in Maastricht and its registered office at Hoogoorddreef 62, 1101 BE Amsterdam Zuidoost, The Netherlands.

Item 2. Identity and Background

This statement is being jointly filed by Staples Acquisition B.V. (Staples Acquisition), a private limited liability company, incorporated under the laws of The Netherlands with its statutory seat in Amsterdam, The Netherlands, and its principal business address and principal office located at Jool Hulstraat 24, 1327 HA Almere, The Netherlands, and Staples, Inc. (Staples), a public company duly incorporated and validly existing under the laws of the State of Delaware, having its registered office at 500 Staples Drive, Framingham, MA 01702, United States of America. Staples Acquisition is a wholly-owned subsidiary of Staples. The principal business of Staples Acquisition is to acquire all of the issued and outstanding securities of the Issuer.

Staples pioneered the office superstore concept in 1986 and today is the world's largest office products company. With 76,000 talented associates, Staples is committed to making it easy to buy a wide range of office products, including supplies, technology, furniture, and business services. With sales of approximately \$19.4 billion for the fiscal year ended February 2, 2008, Staples serves consumers and businesses ranging from home-based businesses to Fortune 500 companies in 22 countries throughout North and South America, Europe and Asia. Headquartered outside of Boston, Staples operates more than 2,000 office superstores and also serves its customers through mail order catalogue, e-commerce and contract businesses.

The names of the members of the statutory board of directors of Staples Acquisition, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizenship	Principal Employment or Occupation and Name of Organization in which such employment is conducted
Christine T. Komola	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Senior Vice President and Corporate Controller, Staples, Inc.
Ralph Paulmann	Jool Hulstraat 24, 1327 HA Almere, The Netherlands	The Netherlands	Finance Director, Office Centre Netherlands

T.W.C.M. Van Brandenburg	Jool Julstraat 24, 1327 HA Almere, The Netherlands	The Netherlands	Managing Director, Office Centre Netherlands
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The names of the executive officers and members of the Board of Directors of Staples, their address, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizenship	Principal Employment or Occupation and Name of Organization in which such employment is conducted
Kristin Campbell	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Senior Vice President, General Counsel and Secretary
Joseph G. Doody	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	President, North American Delivery
Christine T. Komola	c/o Staples, Inc. 500 Staples Drive Framingham, MA 01702	US	Senior Vice President, Corporate Controller
John J. Mahoney	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Vice Chairman and Chief Financial Officer
Michael A. Miles, Jr.	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	President and Chief Operating Officer
Demos Parneros	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	President, US Retail
Ronald L. Sargent	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Chairman and Chief Executive Officer, and Director
Basil L. Anderson	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Director

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Arthur M. Blank	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Director
Mary Elizabeth Burton	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Director
Justin King	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	UK	Director
Carol Meyrowitz	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Director
Rowland T. Moriarty	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Director
Robert C. Nakasone	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Director
Robert E. Sulentic	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Director
Martin Trust	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Director
Vijay Vishwanath	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Director
Paul F. Walsh	c/o Staples, Inc. 500 Staples Drive, Framingham, MA 01702	US	Director

During the past five years, none of Staples, Staples Acquisition, or, to the knowledge of Staples and Staples Acquisition without specific inquiry, the individuals listed herein have (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3.

Source and Amount of Funds or Other Consideration

Staples Acquisition used an aggregate of EUR 224,554,889.70 to purchase the shares. The source of the funds for the purchases was the working capital of Staples.

Item 4.