STAPLES INC
Form DEFA14A
May 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(RULE 14a-101)
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý
Filed by a Party other than the Registrant
Check the appropriate box:
o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
o Definitive Proxy Statement
ý Definitive Additional Materials
o Soliciting Material under §240.14a-1

Staples, Inc.
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):
ý No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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STAPLES, INC.

Proxy Statement Relating to 2012 Annual Meeting of Stockholders

Supplemental Information Regarding Item 5 -

APPROVAL OF AMENDED AND RESTATED EXECUTIVE OFFICER INCENTIVE PLAN

Staples is seeking stockholder approval of amendments to, and a restatement of, the Executive Officer Incentive Plan (the "Annual Cash Plan"), as set forth in Staples' Proxy Statement dated April 23, 2012 (the "Proxy Statement") relating to Staples' 2012 Annual Meeting of Stockholders to be held on June 4, 2012. The purpose of this document is to correct errors in the "Annual Cash Plan Benefits" table appearing on page 62 of the Proxy Statement that resulted from a formatting problem in the preparation of such table. The table is correctly reproduced below in full. In addition, in the table below, the values in the column labeled "Threshold" are now presented using the same methodology for calculating minimum payment opportunities as used in other tables in the Proxy Statement. This supplement should be read in conjunction with the Proxy Statement.

The table below shows the threshold, target and maximum amounts payable under the 2012 Annual Awards.

Name of Individual and Title/Position or Identification of Group	Threshold ($)	Target ($)	Maximum ($)
Ronald L. Sargent Chairman & Chief Executive Officer	176,105	1,761,053	3,522,105
John J. Mahoney Vice Chairman & Chief Financial Officer	71,094	710,940	1,421,880
Michael A. Miles, Jr. President & Chief Operating Officer	71,094	710,940	1,421,880
Joseph G. Doody President, North American Delivery	47,352	473,528	947,056
Demos Parneros President, US Retail	47,352	473,528	947,056
All current executive officers, as a group	453,718	4,537,189	9,074,377
All current directors, who are not executive officers, as a group*	—	—	—
All employees, including all current officers, who are not executive officers, as a group**	—	—	—

* Non-employee directors are not eligible to participate in the Annual Cash Plan.
** No employees, other than executive officers, participate in the Annual Cash Plan. Employees that are not executive officers and eligible for annual cash incentives participate in the Company's Key Management Bonus Plan.

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