
Section 1: SC 13D (SC 13D)

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

SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

Under the Securities Exchange Act of 1934

Essendant Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

296689102
(CUSIP Number)

**Sean D. Rodgers, P.C.
Laura Sullivan
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
212-446-4600**

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

May 7, 2018
(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 Rule 13d-1(e), 13d-1(f) or 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 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).

(Continued on following pages)

- * 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).
-
-

1	Name of Reporting Person	
	Emu Investments LLC	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds	
	AF	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6	Citizenship or Place of Organization	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power
		0
	8	Shared Voting Power
		3,730,557
	9	Sole Dispositive Power
		0
	10	Shared Dispositive Power
		3,730,557
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	3,730,557	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
	<input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11)	
	9.9% (1)	
14	Type of Reporting Person	
	OO	

(1) Calculated based 37,656,113 shares of common stock, par value \$0.10 per share of Essendant Inc., outstanding as of April 20, 2018, as reported in Essendant Inc.'s quarterly report on Form 10-Q for the quarterly period ended March 31, 2018.

1	Name of Reporting Person	
	Staples, Inc.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds	
	WC	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6	Citizenship or Place of Organization	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power
		0
	8	Shared Voting Power
		3,730,557
	9	Sole Dispositive Power
		0
	10	Shared Dispositive Power
		3,730,557
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	3,730,557	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
	<input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11)	
	9.9% (1)	
14	Type of Reporting Person	
	CO	

- (1) Calculated based 37,656,113 shares of common stock, par value \$0.10 per share of Essendant Inc., outstanding as of April 20, 2018, as reported in Essendant Inc.'s quarterly report on Form 10-Q for the quarterly period ended March 31, 2018.

1	Name of Reporting Person	Arch Investors L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds	OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6	Citizenship or Place of Organization	Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 3,730,557
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 3,730,557
11	Aggregate Amount Beneficially Owned by Each Reporting Person	3,730,557
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11)	9.9% (1)
14	Type of Reporting Person	OO

- (1) Calculated based 37,656,113 shares of common stock, par value \$0.10 per share of Essendant Inc., outstanding as of April 20, 2018, as reported in Essendant Inc.'s quarterly report on Form 10-Q for the quarterly period ended March 31, 2018.

1	Name of Reporting Person SP GP (Cayman) Ltd.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 3,730,557
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 3,730,557
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,730,557	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 9.9% (1)	
14	Type of Reporting Person OO	

- (1) Calculated based 37,656,113 shares of common stock, par value \$0.10 per share of Essendant Inc., outstanding as of April 20, 2018, as reported in Essendant Inc.'s quarterly report on Form 10-Q for the quarterly period ended March 31, 2018.

1	Name of Reporting Person Sycamore Partners II, L.P.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 3,730,557
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 3,730,557
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,730,557	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 9.9% (1)	
14	Type of Reporting Person PN	

- (1) Calculated based 37,656,113 shares of common stock, par value \$0.10 per share of Essendant Inc., outstanding as of April 20, 2018, as reported in Essendant Inc.'s quarterly report on Form 10-Q for the quarterly period ended March 31, 2018.

1	Name of Reporting Person Sycamore Partners II GP, L.P.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds NA	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 3,730,557
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 3,730,557
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,730,557	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 9.9 (1)	
14	Type of Reporting Person OO	

- (1) Calculated based 37,656,113 shares of common stock, par value \$0.10 per share of Essendant Inc., outstanding as of April 20, 2018, as reported in Essendant Inc.'s quarterly report on Form 10-Q for the quarterly period ended March 31, 2018.

1	Name of Reporting Person Sycamore Partners II GP, Ltd.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds NA	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 3,730,557
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 3,730,557
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,730,557	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 9.9% (1)	
14	Type of Reporting Person OO	

- (1) Calculated based 37,656,113 shares of common stock, par value \$0.10 per share of Essendant Inc., outstanding as of April 20, 2018, as reported in Essendant Inc.'s quarterly report on Form 10-Q for the quarterly period ended March 31, 2018.

1	Name of Reporting Person	Stefan L. Kaluzny
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds	OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6	Citizenship or Place of Organization	United States
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 3,730,557
	8	Shared Voting Power 0
	9	Sole Dispositive Power 3,730,557
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person	3,730,557
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11)	9.9% (1)
14	Type of Reporting Person	IN

- (1) Calculated based 37,656,113 shares of common stock, par value \$0.10 per share of Essendant Inc., outstanding as of April 20, 2018, as reported in Essendant Inc.'s quarterly report on Form 10-Q for the quarterly period ended March 31, 2018.

Item 1. Security and Issuer

This statement on Schedule 13D relates to the common stock, par value \$0.10 per share (the "Common Stock"), of Essendant Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at One Parkway North Boulevard, Suite 100, Deerfield, Illinois 60015-2559.

As of May 16, 2018, the Reporting Persons (defined below) beneficially owned an aggregate of 3,730,557 shares of Common Stock, representing approximately 9.9% of the outstanding shares of Common Stock of the Issuer.

Item 2. Identity and Background

(a), (f)

This statement is being filed by:

- (i) Emu Investments LLC, a Delaware limited liability company ("Emu");
- (ii) Staples, Inc., a Delaware corporation ("Staples");

- (iii) Arch Investors L.P., a Delaware limited partnership (“Arch LP”);
- (iv) SP GP (Cayman) Ltd., a Cayman Islands company (“SP GP”);
- (v) Sycamore Partners II, L.P., a Cayman Islands limited partnership (“Sycamore”);
- (vi) Sycamore Partners II GP, L.P., a Cayman Islands limited partnership (“Sycamore GP”);
- (vii) Sycamore Partners II GP, Ltd., a Cayman Islands company (“Sycamore Ltd”); and
- (viii) Stefan L. Kaluzny, a citizen of the United States of America (“Mr. Kaluzny” and together with Emu, Staples, Arch LP, SP GP, Sycamore, Sycamore GP and Sycamore Ltd, the “Reporting Persons”).

The Reporting Persons have entered into a joint filing agreement, dated as of May 16, 2018, a copy of which is attached hereto as Exhibit 99.1.

(b)

The address of the principal business and principal office of each of the Reporting Persons other than Staples and Emu is 9 West 57th Street, 31st Floor, New York, New York 10019. The telephone number of each of the Reporting Persons other than Staples and Emu is (212) 796-8500. The address of the principal business and principal office of each of Staples and Emu is Five Hundred Staples Drive, Framingham, Massachusetts 01702. The telephone number of each of Staples and Emu is (508) 253-5000.

(c)

The principal business of Staples is the provision of products and services primarily to serve the needs of business customers.

The principal business of Arch LP is serving as a holding company of Staples.

SP GP’s principal business is serving as the general partner of Arch LP and other affiliated entities.

Sycamore is a private equity fund whose principal business is investing in securities, businesses and companies.

Sycamore GP’s principal business is serving as the general partner or managing member of Sycamore and other affiliated entities.

Sycamore Ltd’s principal business is serving as the general partner of Sycamore GP.

The principal occupation of Mr. Kaluzny is serving as a director of Sycamore Ltd and managing member or managing director of affiliated entities.

Emu’s principal business is investing in securities of the Issuer.

Staples is the sole member of Emu. As a result, each of Arch LP, SP GP, Sycamore, Sycamore GP, Sycamore Ltd. and Mr. Kaluzny may be deemed, pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the “Act”), to be the beneficial owners of all of the shares of Common Stock owned by Emu. The Reporting Persons are filing this Statement jointly, as they may be considered a “group” under Section 13(d) (3) of the Act. However, neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that such a group exists.

(d), (e) During the last five years, none of the Reporting Persons (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was 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 violations with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

As of May 16, 2018, Emu had invested approximately \$34,011,811.73 (exclusive of brokerage commissions) to purchase the 3,730,557 shares of Common Stock it owns. Emu obtained such funds through cash on hand of Staples.

Item 4. Purpose of Transaction

On April 17, 2018, Staples sent a letter (the "April 17 Letter") to the President and Chief Executive Officer and Board of Directors of the Issuer pursuant to which Staples expressed its interest in engaging in discussions with the Issuer's Board of Directors regarding a proposal to acquire all of the remaining common stock of the Issuer not owned by the Reporting Persons. On April 27, 2018, the President and Chief Executive Officer of the Issuer informed Staples that the Issuer was not able to enter into discussions with Staples under the terms of the Agreement and Plan of Merger dated April 12, 2018 between the Issuer, Genuine Parts Company and certain other parties thereto (the "GPC Agreement").

After reviewing the GPC Agreement (which became publicly available subsequent to the April 17 Letter), on April 29, 2018, Staples sent a letter (the "April 29 Letter" and, together with the April 17 Letter, collectively, the "April Letters") to the President and Chief Executive Officer and Board of Directors of the Issuer which reiterated the terms of the April 17 Letter and encouraged the Issuer to engage in discussions with Staples regarding its proposal.

The foregoing description of the April Letters is qualified in its entirety by reference to the full text of the April Letters, copies of which are attached hereto as Exhibit 99.3 and Exhibit 99.4, respectively, and are incorporated herein by reference.

On Monday, May 10, 2018, the Issuer sent a draft of an "Acceptable Confidentiality Agreement" (as defined in the GPC Agreement) to Staples. The terms of this draft confidentiality agreement are currently being reviewed by Staples and its representatives.

In the event that Staples and the Issuer enter into a mutually acceptable confidentiality agreement, the Reporting Persons will seek to engage with representatives of the Issuer and its advisors to discuss the proposal set forth in the April Letters. In addition, the Reporting Persons may engage in discussions with the Issuer's management, members of the Issuer's Board of Directors, other stockholders of the Issuer and other relevant parties concerning the business, assets, capitalization, financial condition, operations, management, governance, strategy and future plans of the Issuer, which discussions may include proposing or considering one or more of the actions described in subsections (a) through (j) of Item 4 of Schedule 13D. There can be no assurance as to the outcome of any of the discussions referred to in this Schedule 13D.

The Reporting Persons intend to review their investments in the Issuer on a continuing basis. Depending on various factors, including, without limitation, the Issuer's financial position and strategic direction, actions taken by the board, price levels of shares of the Common Stock, other investment opportunities available to the Reporting Persons, concentration of positions in the portfolios managed by the Reporting Persons, market conditions and general economic and industry conditions, the Reporting Persons may take such actions with respect to their investments in the Issuer as they deem appropriate, including, without limitation, purchasing additional shares of the Common Stock or other financial instruments related to the Issuer or selling some or all of their beneficial or economic holdings, engaging in hedging or similar transactions with respect to the securities relating to the Issuer and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) , (b) Based upon the Issuer's quarterly report on Form 10-Q for the quarterly period ended March 31, 2018, there were 37,656,113 shares of the Common Stock outstanding as of April 20, 2018.

Based on the foregoing, as of May 16, 2018, the 3,730,557 shares of the Common Stock (the "Subject Shares") beneficially owned by the Reporting Persons represent approximately 9.9% of the shares of the Common Stock issued and outstanding. Such 3,730,557 shares of the Common Stock are directly owned by Emu.

Each of Staples, Arch LP, SP GP, Sycamore, Sycamore GP, Sycamore Ltd. and Mr. Kaluzny, in their respective capacities (i) as the sole member of Emu, (ii) the indirect parent of Staples, (iii) the general partner of Arch LP, (iv) the sole member of SP GP, (v) the general partner of Sycamore, (vi) the general partner of Sycamore GP and (vii) the director of Sycamore Ltd., may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Subject Shares.

The Reporting Persons are responsible for the completeness and accuracy of the information concerning the Reporting Persons contained herein.

As of the date hereof, none of the Reporting Persons owns any shares of the Common Stock other than the Subject Shares covered in this Statement.

(c) Exhibit 99.2, which is incorporated by reference into this Item 5(c) as if restated in full, describes all of the transactions in shares of Common Stock that were effected in the past sixty days by the Reporting Persons. Except as set forth in Exhibit 99.2 attached hereto, within the last 60 days, no reportable transactions were effected by any Reporting Person.

(d) No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of the Common Stock covered by this Schedule 13D.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Except for the matters described herein, the Reporting Persons do not have any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits

Exhibit 99.1	Joint Filing Agreement, dated as of May 16, 2018, among Emu Investments LLC, Staples, Inc., Arch Investors L.P., SP GP (Cayman) Ltd., Sycamore Partners II, L.P., Sycamore Partners II GP, L.P., Sycamore Partners II GP, Ltd. and Stefan L. Kaluzny
Exhibit 99.2	Trading data.
Exhibit 99.3	Letter from Staples, Inc. to Essendant Inc. dated April 17, 2018
Exhibit 99.4	Letter from Staples, Inc. to Essendant Inc. dated April 29, 2018

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: May 16, 2018

EMU INVESTMENTS LLC

By: /s/ Stefan L. Kaluzny
Stefan L. Kaluzny
Chief Executive Officer

STAPLES, INC.

By: /s/ Stefan L. Kaluzny
Stefan L. Kaluzny
Director

ARCH INVESTORS L.P.

By: SP GP (Cayman) Ltd.,
its General Partner

By: /s/ Stefan L. Kaluzny
Stefan L. Kaluzny
Director

SP GP (CAYMAN) LTD.

By: /s/ Stefan L. Kaluzny
Stefan L. Kaluzny
Director

SYCAMORE PARTNERS II, L.P.

By: Sycamore Partners II GP, L.P.,
its General Partner

By: Sycamore Partners II GP, Ltd.,
its General Partner

By: /s/ Stefan L. Kaluzny
Stefan L. Kaluzny
Director

SYCAMORE PARTNERS II GP, L.P.

By: Sycamore Partners II GP, Ltd.,
its General Partner

By: /s/ Stefan L. Kaluzny

Stefan L. Kaluzny
Director

SYCAMORE PARTNERS II GP, LTD.

By: /s/ Stefan L. Kaluzny

Stefan L. Kaluzny
Director

/s/ Stefan L. Kaluzny

STEFAN L. KALUZYNY

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Joint Filing Agreement, dated as of May 16, 2018, among Emu Investments LLC, Staples, Inc., Arch Investors L.P., SP GP (Cayman) Ltd., Sycamore Partners II, L.P., Sycamore Partners II GP, L.P., Sycamore Partners II GP, Ltd. and Stefan L. Kaluzny
99.2	Trading data.
99.3	Letter from Staples, Inc. to Essendant Inc. dated April 17, 2018
99.4	Letter from Staples, Inc. to Essendant Inc. dated April 29, 2018

17

[\(Back To Top\)](#)**Section 2: EX-99.1 (EX-99.1)****Exhibit 99.1****JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing, along with all other such undersigned, on behalf of the Reporting Persons (as defined in the joint filing), of a statement on Schedule 13D (including amendments thereto) with respect to the common stock, par value \$0.10 per share, of Essendant Inc., and that this agreement be included as an Exhibit 99.1 to such joint filing. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument. The undersigned acknowledge that each shall be responsible for the timely filing of any amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned hereby executes this agreement as of this 16th day of May 2018.

EMU INVESTMENTS LLC

By: Staples, Inc.
its Sole Member

By: /s/ Stefan L. Kaluzny

Stefan L. Kaluzny
Managing Member

STAPLES, INC.

By: /s/ Stefan L. Kaluzny

Stefan L. Kaluzny
Director

ARCH INVESTORS L.P.

By: SP GP (Cayman) Ltd.,
its General Partner

By: /s/ Stefan L. Kaluzny

Stefan L. Kaluzny
Director

SP GP (CAYMAN) LTD.

By: /s/ Stefan L. Kaluzny

Stefan L. Kaluzny
Director

SYCAMORE PARTNERS II, L.P.

By: Sycamore Partners II GP, L.P.,
its General Partner

By: Sycamore Partners II GP, Ltd.,
its General Partner

By: /s/ Stefan L. Kaluzny

Stefan L. Kaluzny
Director

SYCAMORE PARTNERS II GP, L.P.

By: Sycamore Partners II GP, Ltd.,
its General Partner

By: /s/ Stefan L. Kaluzny
Stefan L. Kaluzny
Director

SYCAMORE PARTNERS II GP, LTD.

By: /s/ Stefan L. Kaluzny
Stefan L. Kaluzny
Director

/s/ Stefan L. Kaluzny
STEFAN L. KALUZNY

[\(Back To Top\)](#)

Section 3: EX-99.2 (EX-99.2)

Exhibit 99.2

TRADING DATA

EMU Investments LLC

<u>Shares of Common Stock Purchased</u>	<u>Price Per Share (\$ (15)</u>	<u>Date of Purchase</u>
130,132	\$ 7.54(2)	May 1, 2018
361,925	\$ 8.70(3)	May 2, 2018
24,242	\$ 9.00(4)	May 2, 2018
236,500	\$ 9.01(5)	May 3, 2018
135,000	\$ 9.48(6)	May 4, 2018
559,378	\$ 9.77(7)	May 7, 2018
212,052	\$ 9.77(8)	May 8, 2018
241,203	\$ 9.59(9)	May 9, 2018
157,862	\$ 9.93(10)	May 10, 2018
946,056(1)	\$ 7.59	May 11, 2018
75,000	\$10.02(11)	May 11, 2018
171,668	\$10.35(12)	May 14, 2018
394,539	\$10.69(13)	May 15, 2018
85,000	\$11.34(14)	May 16, 2018

Staples, Inc.

None.

Arch Investors L.P.

None.

SP GP (Cayman) Ltd.

None.

Sycamore Partners II, L.P.

None.

Sycamore Partners II GP, L.P.

None.

Sycamore Partners II GP, Ltd.

None.

Stefan L. Kaluzny

None.

(1) Represents a privately negotiated block trade with a single counterparty. Beneficial ownership of such shares was acquired by certain of the Reporting Persons on April 26, 2018, April 27, 2018 and April 30, 2018.

(2) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.37 to \$7.68, inclusive. The reporting persons undertake to provide to the staff of the Securities and Exchange Commission (the "Staff"), upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (13) and (14).

(3) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.99 to \$8.99, inclusive.

(4) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.995 to \$9.01, inclusive.

(5) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.70 to \$9.20, inclusive.

(6) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.06 to \$9.75, inclusive.

(7) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.41 to \$10.00, inclusive.

(8) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.55 to \$9.96, inclusive.

(9) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.25 to \$10.00, inclusive.

(10) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.45 to \$10.00, inclusive.

(11) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.96 to \$10.11, inclusive.

(12) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.02 to \$10.46, inclusive.

(13) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.24 to \$10.97, inclusive.

(14) The purchase price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.97 to \$11.50, inclusive.

(15) Inclusive of brokerage commission.

[\(Back To Top\)](#)

Section 4: EX-99.3 (EX-99.3)

Exhibit 99.3



April 17, 2018

Richard D. Phillips
President and CEO of Essendant Inc . One Parkway North Blvd.
Suite 100
Deerfield, Illinois 60015 Dear

Mr. Phillips:

On behalf of Staples, Inc. ("Staples"), I am pleased to submit this proposal to acquire Essendant Inc. ("Essendant"). This transaction represents a compelling opportunity to create superior value for your stockholders. Under our proposal, Staples would acquire all of the outstanding shares of Essendant common stock for \$11.50 per share in cash.

Our proposal represents a 23.9% premium over the all-stock consideration to be received by your stockholders pursuant to the proposed combination with Genuine Parts Company's S.P. Richards business ("S.P. Richards") based on the April 17th closing price of Essendant's common stock. Furthermore, our proposal represents a 35.7% premium over the closing price of Essendant's common stock on the day immediately prior to the announcement of the proposed business combination with S.P. Richards.

Our controlling stockholder, Sycamore Partners, has significant experience in public-to-private transactions of this nature and each of Sycamore Partners' Investment Committee and our board of directors has unanimously approved this proposal and authorized us to proceed expeditiously. We do not require any third party financing or financing approvals to consummate the transaction and intend to fund the transaction with available funds.

We understand that Essendant is currently party to a merger agreement with Genuine Parts Company ("GPC"). Although such merger agreement has not yet been made publicly available, based on the description of such agreement in Essendant's Current Report on Form 8-K filed on April 12, 2018 (the "8-K"), we are confident that our proposal constitutes a superior proposal or could reasonably be expected to lead to a superior proposal under the terms of that merger agreement for reasons including the following:

- our proposal delivers a significant premium and a significantly higher value for Essendant's stockholders than the proposed GPC transaction;
- our proposal delivers greater certainty of value than the GPC transaction because it is 100% cash; and
- our proposal provides greater certainty of closing than the GPC transaction because the GPC transaction is effectively a "merger to monopoly" that will incite significant customer opposition and therefore faces substantial antitrust hurdles that are likely to jeopardize closing. Unlike the GPC transaction, we are confident that any regulatory requirements will be met in a timely manner since we believe a business combination of Staples and Essendant will likely generate significant cost savings, such as lower cost of goods sold, and other synergies, and will not lessen competition.

Staples, Inc.

500 Staples Drive, Framingham, MA 01702

We are confident that, after you have considered our proposal, you will agree that its terms are considerably more attractive to your stockholders than the proposed GPC transaction and that our proposal constitutes a superior proposal under your existing merger agreement. Based on the description of the existing merger agreement in the 8-K, we expect that once you have provided appropriate notice to GPC under your merger agreement, you will authorize your management to enter into discussions with us and provide information to us, subject to our entering into a customary confidentiality agreement with you. We respectfully request that you (i) publicly file the existing merger agreement and (ii) make the determination that our proposal is superior to the terms of the GPC transaction, in each case, as soon as possible. We are prepared to enter into a customary confidentiality agreement with you so long as it does not contain a “standstill” or similar limitation and, promptly following the termination of your agreement with GPC, enter into a merger agreement that would provide greater value to your stockholders.

We believe we have completed all work that is feasible from an outside perspective. In order to finalize our proposal, we would need to complete customary confirmatory due diligence based on non-public information, which we would commence immediately and believe could be completed expeditiously. Other than any confidentiality agreement we may enter into with you, there will be no legally binding agreement between us regarding the proposed transaction unless and until a merger agreement is executed by Essendant and Staples.

We and our advisors are ready to meet with you and your advisors at any time to discuss this proposal and answer any questions you may have. We look forward to hearing from you.

Sincerely,

Staples, Inc.

/s/ Stefan Kaluzny

Stefan Kaluzny
Director

cc:

Charles K. Crovitz
Chairman of the Board of Directors of Essendant Inc.
One Parkway North Blvd.
Suite 100
Deerfield, Illinois 60015

Staples, Inc.

[\(Back To Top\)](#)

500 Staples Drive, Framingham, MA 01702

Section 5: EX-99.4 (EX-99.4)

Exhibit 99.4

STAPLES
IT'S PRO TIME™

April 29, 2018

Richard D. Phillips
President and CEO of Essendant Inc.
One Parkway North Blvd.
Suite 100
Deerfield, Illinois 60015

Dear Mr. Phillips:

We were surprised and disappointed to receive your letter of April 27, 2018 indicating that Essendant's board of directors had determined that our proposal to acquire all of the outstanding shares of Essendant common stock for \$11.50 per cash was not a “Superior Proposal” or even

reasonably likely to lead to a “Superior Proposal” under your merger agreement with Genuine Parts Company (the “Merger Agreement”). As you know, based on Friday’s closing price of Essendant’s stock, our proposal now represents a **44.5% premium** over the public value attributed to your proposed combination with S.P. Richards. In addition, our proposed transaction has no financing risk as it will be fully financed with available cash and presents significantly less antitrust completion risk than your current transaction. We are therefore concerned that our proposal is not being thoughtfully and appropriately considered by your board of directors.

As you know, our initial proposal was submitted prior to your making the Merger Agreement publicly available. After having reviewed the Merger Agreement with our advisors we would like to emphasize the following:

- We remain committed to acquiring all of the outstanding shares of Essendant common stock for \$11.50 per share in cash notwithstanding the significant decline in Essendant’s share price since our proposal on April 17, 2018.
- After receiving confidential information about Essendant and in engaging in discussions with you, we believe we will be able to identify incremental value opportunities which should enable us to increase our all-cash offer significantly in excess of \$11.50 per share.
- We are prepared to enter into an “Acceptable Confidentiality Agreement” immediately.
- We have engaged Kirkland & Ellis LLP as our legal counsel and are prepared to commit all necessary resources to complete our due diligence review expeditiously.

We continue to believe that our proposal is a more attractive opportunity for Essendant stockholders than your proposed transaction with Genuine Parts Company as it reduces their ongoing market risk and enables them to realize both immediate liquidity and a substantial premium over your proposed transaction. Accordingly, we encourage you to now engage with us.

Staples, Inc.

500 Staples Drive, Framingham, MA 01702

As we consider all of our alternatives, we ask that you respond to us no later than 5 p.m. Eastern time on Monday, May 7, 2018.

Sincerely,

Staples, Inc.

/s/ Stefan Kaluzny

Stefan Kaluzny

Director

cc: Charles K. Crovitz
Chairman of the Board of Directors of Essendant Inc.
One Parkway North Blvd.
Suite 100
Deerfield, Illinois 60015

Staples, Inc.

[\(Back To Top\)](#)

500 Staples Drive, Framingham, MA 01702