

**Section 1: SC 13D/A (SC 13D/A)**

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

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**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  
(Amendment No. 6)**

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**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)

**August 13, 2018**  
(Date of Event Which Requires Filing of this Statement)

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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.

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**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.

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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).

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**SCHEDULE 13D**

CUSIP No. 296689102

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  4,203,631
	9	Sole Dispositive Power  0
	10	Shared Dispositive Power  4,203,631
11	Aggregate Amount Beneficially Owned by Each Reporting Person  4,203,631	
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)  11.15% (1)	
14	Type of Reporting Person  OO	

(1) Calculated based on 37,709,883 shares of common stock, par value \$0.10 per share of Essendant Inc., outstanding as of August 3, 2018, as reported in Essendant Inc.'s quarterly report on Form 10-Q for the quarterly period ended June 30, 2018.

**SCHEDULE 13D**

CUSIP No. 296689102

1	Name of Reporting Person <b>Staples, Inc.</b>	
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 <b>WC</b>	
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 <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>4,203,631</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>4,203,631</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>4,203,631</b>	
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) <b>11.15% (1)</b>	
14	Type of Reporting Person <b>CO</b>	

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**SCHEDULE 13D**

CUSIP No. 296689102

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  4,203,631
	9	Sole Dispositive Power  0
	10	Shared Dispositive Power  4,203,631
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**SCHEDULE 13D**

CUSIP No. 296689102

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  4,203,631
	9	Sole Dispositive Power  0
	10	Shared Dispositive Power  4,203,631
11	Aggregate Amount Beneficially Owned by Each Reporting Person  4,203,631	
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**SCHEDULE 13D**

CUSIP No. 296689102

1	Name of Reporting Person <b>Sycamore Partners II, L.P.</b>	
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 <b>OO</b>	
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 <b>Cayman Islands</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>4,203,631</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>4,203,631</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>4,203,631</b>	
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) <b>11.15% (1)</b>	
14	Type of Reporting Person <b>PN</b>	

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**SCHEDULE 13D**

CUSIP No. 296689102

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  4,203,631
	9	Sole Dispositive Power  0
	10	Shared Dispositive Power  4,203,631
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**SCHEDULE 13D**

CUSIP No. 296689102

1	Name of Reporting Person <b>Sycamore Partners II GP, Ltd.</b>	
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 <b>NA</b>	
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 <b>Cayman Islands</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power <b>0</b>
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14	Type of Reporting Person <b>OO</b>	

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SCHEDULE 13D

CUSIP No. 296689102

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 4,203,631
	8	Shared Voting Power 0
	9	Sole Dispositive Power 4,203,631
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,203,631	
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) 11.15% (1)	
14	Type of Reporting Person IN	

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This statement constitutes Amendment No. 6 to the Schedule 13D relating to the common stock, par value \$0.10 per share (the “Common Stock”), of Essendant Inc., a Delaware corporation (the “Issuer”), and hereby amends the Schedule 13D filed with the Securities and Exchange Commission on May 16, 2018 (the “Initial Schedule 13D”), as amended by Amendment No. 1 filed with the Securities and Exchange Commission on May 21, 2018 (“Amendment No. 1”), Amendment No. 2 filed with the Securities and Exchange Commission on June 4, 2018 (“Amendment No. 2”), Amendment No. 3 filed with the Securities and Exchange Commission on July 31, 2018 (“Amendment No. 3”) and Amendment No. 4 filed with the Securities and Exchange Commission on August 7, 2018 (“Amendment No. 4”) and Amendment No. 5 filed with the Securities and Exchange Commission on August 8, 2018 (together with the Initial Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 and Amendment No. 4 the “Schedule 13D”).

#### **Item 4. Purpose of Transaction**

Item 4 is hereby amended by adding the following paragraphs before the last paragraph in Item 4:

On August 13, 2018 Staples delivered a letter (the “August Letter”) to the President and Chief Executive Officer and Board of Directors of the Issuer that included materials in support of its proposal to acquire all of the remaining common stock of the Issuer not owned by the Reporting Persons.

The foregoing description of the August Letter and enclosures therewith is qualified in its entirety by reference to the full text of the August Letter and such enclosures, a copy of which are attached hereto as Exhibit 99.6 and is incorporated herein by reference.

#### **Item 7. Material to be Filed as Exhibits**

Item 7 is hereby amended and restated as follows:

- 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 (previously filed).
- Exhibit 99.2 Trading data (previously filed).
- Exhibit 99.3 Letter from Staples, Inc. to Essendant Inc. dated April 17, 2018 (previously filed).
- Exhibit 99.4 Letter from Staples, Inc. to Essendant Inc. dated April 29, 2018 (previously filed).
- Exhibit 99.5 Letter from Staples, Inc. to Essendant Inc. dated July 31, 2018 (previously filed).
- Exhibit 99.6 Letter from Staples, Inc. to Essendant Inc. dated August 13, 2018 and enclosures therewith.

**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: August 13, 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

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**SYCAMORE PARTNERS II GP, LTD.**

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

/s/ Stefan L. Kaluzny  
**STEFAN L. KALUZNY**

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 (previously filed).
99.2	Trading data (previously filed).
99.3	Letter from Staples, Inc. to Essendant Inc. dated April 17, 2018 (previously filed).
99.4	Letter from Staples, Inc. to Essendant Inc. dated April 29, 2018 (previously filed).
99.5	Letter from Staples, Inc. to Essendant Inc. dated July 31, 2018 (previously filed).
99.6	Letter from Staples, Inc. to Essendant Inc. dated August 13, 2018 and enclosures therewith.

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**Section 2: EX-99.6 (EX-99.6)**

Exhibit 99.6



August 13, 2018

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

Dear Mr. Phillips:

In furtherance of our current proposal to acquire all of the outstanding shares of Essendant common stock that we do not already own, please find attached analyses supporting the views we relayed, including (a) that the market valued your proposed transaction with Genuine Parts Company at below \$10 per share before Staples began acquiring shares and (b) that absent any transaction, Essendant would be trading below \$5 per share. We believe that the enclosed materials clearly outline why our proposal is superior to the proposed transaction with Genuine Parts Company.

As discussed with you and your advisors, we welcome the opportunity to meet with you to discuss these materials and next steps to reach a transaction that delivers superior value to the Essendant shareholders, more quickly and with more certainty than your current proposed transaction with Genuine Parts Company.

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

Enclosures

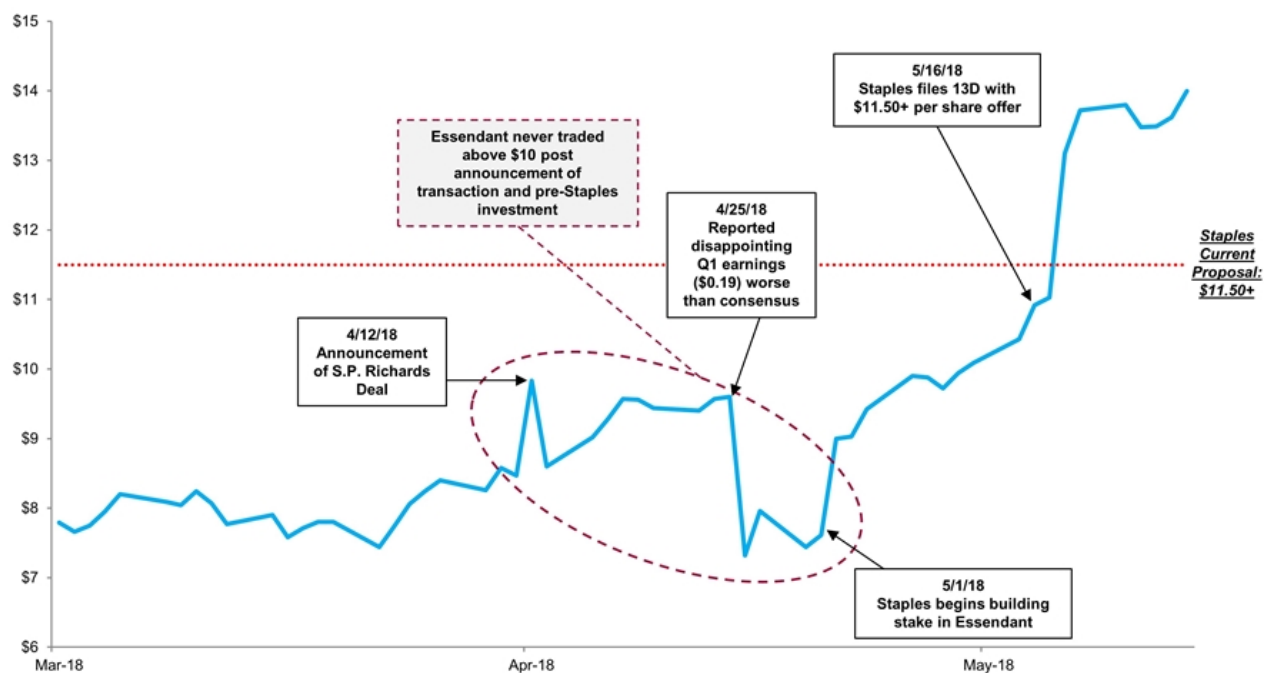
Staples, Inc.

500 Staples Drive, Framingham, MA 01702

# Investors Valued Pro Forma ESND / SPR at Below \$10 per Share

ESND's Current Trading Levels Are Based On Takeover Speculation

## Essendant Stock Price Performance

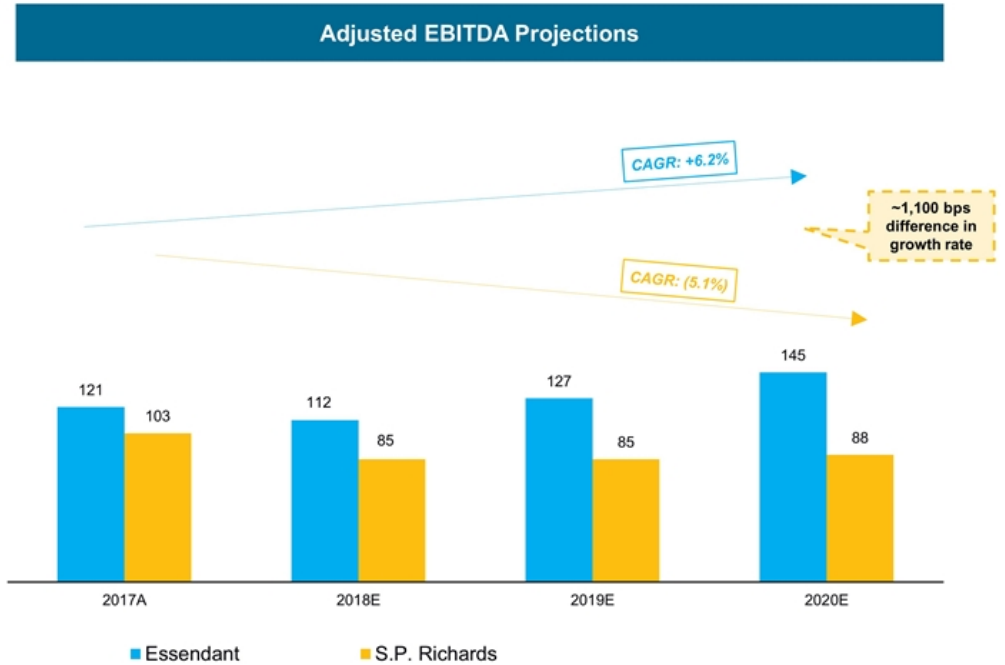


Source: Capital IQ.

# SPR: Slow-Growth Merger Candidate With Weak Outlook

## Divergent Growth Outlooks Challenge Deal Rationale & Value Creation for Shareholders

- S.P. Richards' EBITDA growth rate over the 2017 – 2020 period lags ~**1,100 bps** behind that of Essendant

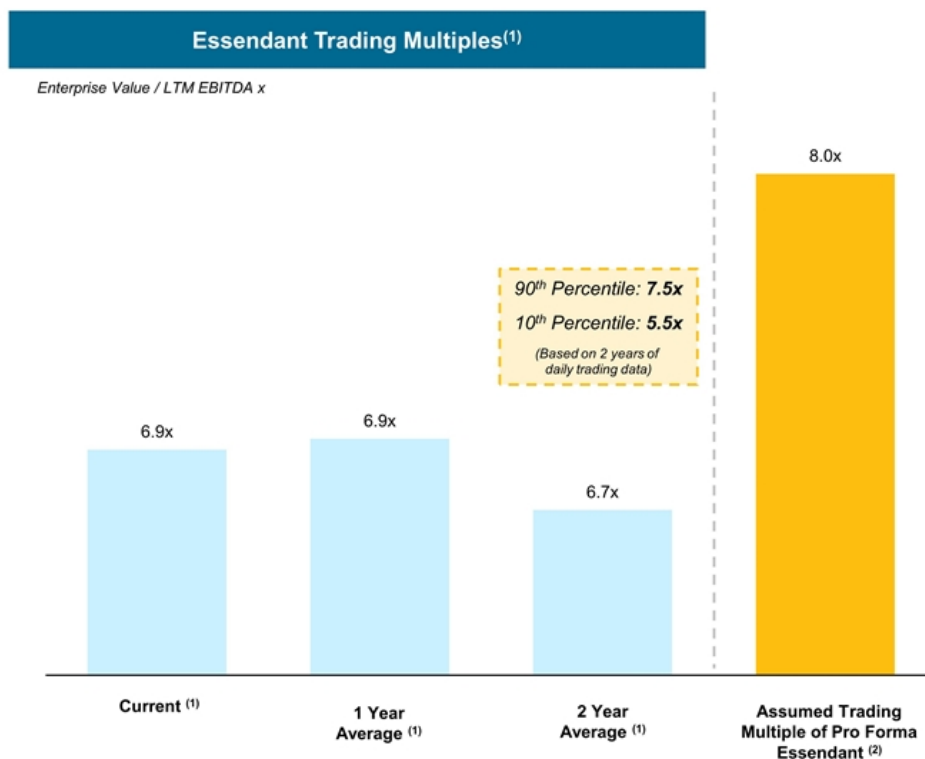


Source: Essendant S-4/A filed on August 7, 2018.

# ESND / SPR Pro Forma Multiple Guidance Has No Basis

## 8.0x Not Supportable

- On average, Essendant has traded below 7.0x LTM EBITDA in recent years, with a trading range of ~5.5x to ~7.5x
- No basis to assume Essendant / S. P. Richards would trade at 8.0x multiple, especially given S.P. Richards' declining financial profile



Source: Company Filings, CapitalIQ.

1. Market data as of April 11, 2018, one day prior to announcement of entry into definitive agreement, multiples based on daily trading data.

2. Genuine Parts Company press release, May 16, 2018.



# Staples Offers Superior Value for ESND Shareholders

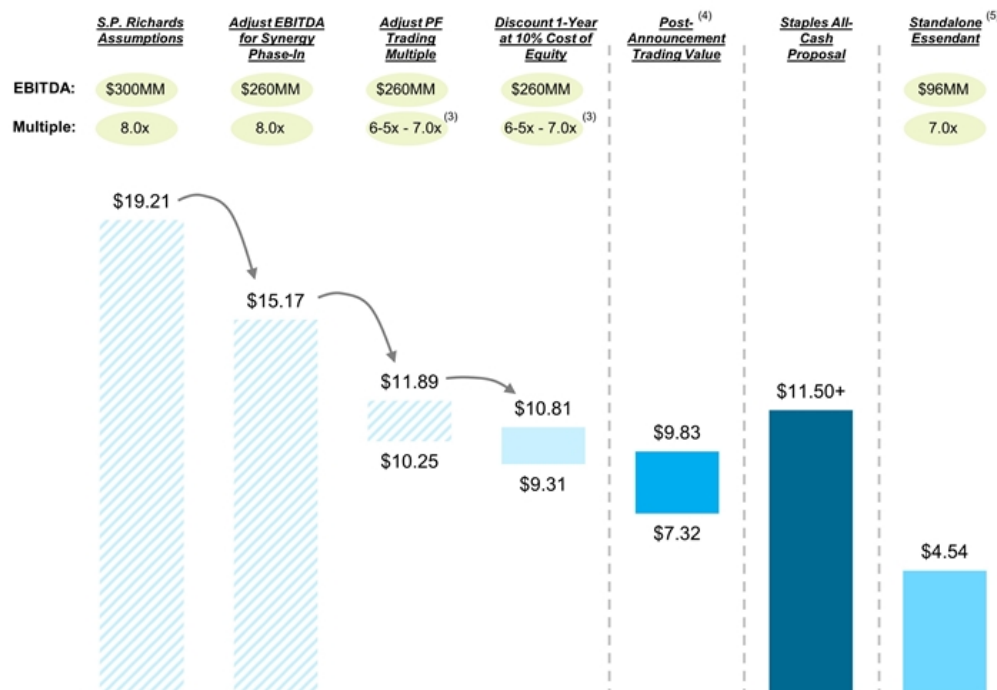
**\$11.50+ per Share All-cash Offer Provides Greater Value and Certainty versus ESND / SPR or Standalone ESND**

- Assumes Pro Forma

Net Debt of \$879MM  
and 79.2MM Shares

Outstanding<sup>(1)</sup>

- Adjustment to EBITDA  
of \$40MM from  
synergies as they are  
phased in over several  
years<sup>(2)</sup>



Source: Company Filings, CapitalIQ.

1. \$879MM of Pro Forma Net Debt and 40.2 million shares issued per the S-4/A filing of August 7, 2018 and the merger announcement presentation, respectively.  
 2. Per merger announcement presentation, \$75MM of run-rate synergies, 90% of which realized by year two; analysis assumes the following phase in schedule: Year 1: \$34MM, Year 2: \$68MM, Year 3: \$75MM.  
 3. Illustrative pro forma trading multiple range of 6.5x - 7.0x incorporates impact of S.P. Richards' declining financial profile on pro forma company.  
 4. Trading value range based on trading from April 12<sup>th</sup> to April 30<sup>th</sup>, 2018.  
 5. As of Q2 10Q filing, Net debt of \$493MM, LTM Adj. EBITDA of \$96MM, Fully Diluted Shares Outstanding of 39.0 million shares.