

OFFICE DEPOT INC  
Form SC 13G  
February 14, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

OFFICE DEPOT INC.  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

676220106  
(CUSIP Number)

December 31, 2017  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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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CUSIP NO. 676220106 13GPAGE 2 OF 24

|   |   |
|---|---|
| 1   | NAME OF REPORTING PERSON  |
|   | Thomas H. Lee Advisors, LLC   |
| 2   | CHECK THE APPROPRIATE BOX<br>IF A MEMBER OF A GROUP*                        |
|   | (a)   |
|   | (b)   |
| 3   | SEC USE ONLY  |
| 4   | CITIZENSHIP OR PLACE OF<br>ORGANIZATION                                     |
|   | Delaware  |
|   | SOLE VOTING POWER   |
| 5   | -0-   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | SHARED VOTING POWER   |
| 6   | 42,738,236 (1)  |
|   | SOLE DISPOSITIVE POWER  |
| 7   | -0-   |
|   | SHARED DISPOSITIVE POWER  |
| 8   | 42,738,236 (1)  |
| 9   | AGGREGATE AMOUNT<br>BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON          |
|   | 42,738,236 (1)  |
| 10  | CHECK BOX IF THE AGGREGATE<br>AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES* |
| 11  | PERCENT OF CLASS<br>REPRESENTED BY AMOUNT IN                                |

ROW (9)

8.28% (2)

TYPE OF REPORTING PERSON

12

OO

(1) Includes 7,123,041 shares held in escrow.

The calculation of the foregoing percentage is based on 516,118,302 shares of Common Stock outstanding as of  
(2) September 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and  
Exchange Commission on November 9, 2017.

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CUSIP NO. 676220106 13GPAGE 3 OF 24

|   |   |
|---|---|
| 1   | NAME OF REPORTING PERSON  |
|   | Thomas H. Lee Equity Fund VI, L.P.  |
| 2   | CHECK THE APPROPRIATE BOX<br>IF A MEMBER OF A GROUP*                        |
|   | (a)   |
|   | (b)   |
| 3   | SEC USE ONLY  |
| 4   | CITIZENSHIP OR PLACE OF<br>ORGANIZATION                                     |
|   | Delaware  |
|   | SOLE VOTING POWER   |
| 5   | -0-   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | SHARED VOTING POWER   |
| 6   | 23,224,543 (1)  |
|   | SOLE DISPOSITIVE POWER  |
| 7   | -0-   |
|   | SHARED DISPOSITIVE POWER  |
| 8   | 23,224,543 (1)  |
| 9   | AGGREGATE AMOUNT<br>BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON          |
|   | 23,224,543 (1)  |
| 10  | CHECK BOX IF THE AGGREGATE<br>AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES* |
| 11  | PERCENT OF CLASS<br>REPRESENTED BY AMOUNT IN                                |

ROW (9)

4.50% (2)

TYPE OF REPORTING PERSON\*

12

PN

(1) Includes 3,870,757 shares held in escrow.

The calculation of the foregoing percentage is based on 516,118,302 shares of Common Stock outstanding as of  
(2) September 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and  
Exchange Commission on November 9, 2017.

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CUSIP NO. 676220106 13GPAGE 4 OF 24

|   |   |
|---|---|
| 1   | NAME OF REPORTING PERSON  |
|   | Thomas H. Lee Parallel Fund VI, L.P.  |
| 2   | CHECK THE APPROPRIATE BOX<br>IF A MEMBER OF A GROUP*                        |
|   | (a)   |
|   | (b)   |
| 3   | SEC USE ONLY  |
| 4   | CITIZENSHIP OR PLACE OF<br>ORGANIZATION                                     |
|   | Delaware  |
|   | SOLE VOTING POWER   |
| 5   | -0-   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | SHARED VOTING POWER   |
| 6   | 15,727,087 (1)  |
|   | SOLE DISPOSITIVE POWER  |
| 7   | -0-   |
|   | SHARED DISPOSITIVE POWER  |
| 8   | 15,727,087 (1)  |
| 9   | AGGREGATE AMOUNT<br>BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON          |
|   | 15,727,087 (1)  |
| 10  | CHECK BOX IF THE AGGREGATE<br>AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES* |
| 11  | PERCENT OF CLASS<br>REPRESENTED BY AMOUNT IN                                |

ROW (9)

3.05% (2)

TYPE OF REPORTING PERSON\*

12

PN

(1) Includes 2,621,181 shares held in escrow.

The calculation of the foregoing percentage is based on 516,118,302 shares of Common Stock outstanding as of  
(2) September 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and  
Exchange Commission on November 9, 2017.

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CUSIP NO. 676220106 13GPAGE 5 OF 24

1 NAME OF REPORTING PERSON  
Thomas H. Lee Parallel (DT) Fund VI,  
L.P.

2 CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

2,746,584 (1)

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

2,746,584 (1)

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

2,746,584 (1)

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN



ROW (9)

0.53% (2)

TYPE OF REPORTING PERSON\*

12

PN

(1) Includes 457,764 shares held in escrow.

The calculation of the foregoing percentage is based on 516,118,302 shares of Common Stock outstanding as of  
(2) September 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and  
Exchange Commission on November 9, 2017.

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CUSIP NO. 676220106 13GPAGE 6 OF 24

|   |   |
|---|---|
| 1   | NAME OF REPORTING PERSON  |
|   | THL Coinvestment Partners, L.P.   |
| 2   | CHECK THE APPROPRIATE BOX<br>IF A MEMBER OF A GROUP*                        |
|   | (a)   |
|   | (b)   |
| 3   | SEC USE ONLY  |
| 4   | CITIZENSHIP OR PLACE OF<br>ORGANIZATION                                     |
|   | Delaware  |
|   | SOLE VOTING POWER   |
| 5   | -0-   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | SHARED VOTING POWER   |
| 6   | 728,781 (1)   |
|   | SOLE DISPOSITIVE POWER  |
| 7   | -0-   |
|   | SHARED DISPOSITIVE POWER  |
| 8   | 728,781 (1)   |
| 9   | AGGREGATE AMOUNT<br>BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON          |
|   | 728,781 (1)   |
| 10  | CHECK BOX IF THE AGGREGATE<br>AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES* |
| 11  | PERCENT OF CLASS<br>REPRESENTED BY AMOUNT IN                                |

ROW (9)

0.14% (2)

TYPE OF REPORTING PERSON\*

12

PN

(1) Includes 121,464 shares held in escrow.

The calculation of the foregoing percentage is based on 516,118,302 shares of Common Stock outstanding as of  
(2) September 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and  
Exchange Commission on November 9, 2017.

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CUSIP NO. 676220106 13GPAGE 7 OF 24

|   |   |
|---|---|
| 1   | NAME OF REPORTING PERSON  |
|   | THL Operating Partners, L.P.  |
| 2   | CHECK THE APPROPRIATE BOX<br>IF A MEMBER OF A GROUP*                        |
|   | (a)   |
|   | (b)   |
| 3   | SEC USE ONLY  |
| 4   | CITIZENSHIP OR PLACE OF<br>ORGANIZATION                                     |
|   | Delaware  |
|   | SOLE VOTING POWER   |
| 5   | -0-   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | SHARED VOTING POWER   |
| 6   | 69,663 (1)  |
|   | SOLE DISPOSITIVE POWER  |
| 7   | -0-   |
|   | SHARED DISPOSITIVE POWER  |
| 8   | 69,663 (1)  |
| 9   | AGGREGATE AMOUNT<br>BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON          |
|   | 69,663 (1)  |
| 10  | CHECK BOX IF THE AGGREGATE<br>AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES* |
| 11  | PERCENT OF CLASS<br>REPRESENTED BY AMOUNT IN                                |

ROW (9)

0.01% (2)

TYPE OF REPORTING PERSON\*

12

PN

(1) Includes 11,611 shares held in escrow.

The calculation of the foregoing percentage is based on 516,118,302 shares of Common Stock outstanding as of  
(2) September 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and  
Exchange Commission on November 9, 2017.

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CUSIP NO. 676220106 13GPAGE 8 OF 24

|   |   |
|---|---|
| 1   | NAME OF REPORTING PERSON  |
|   | Great-West Investors, LP  |
| 2   | CHECK THE APPROPRIATE BOX<br>IF A MEMBER OF A GROUP*                        |
|   | (a)   |
|   | (b)   |
| 3   | SEC USE ONLY  |
| 4   | CITIZENSHIP OR PLACE OF<br>ORGANIZATION                                     |
|   | Delaware  |
|   | SOLE VOTING POWER   |
| 5   | -0-   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | SHARED VOTING POWER   |
| 6   | 117,298 (1)   |
|   | SOLE DISPOSITIVE POWER  |
| 7   | -0-   |
|   | SHARED DISPOSITIVE POWER  |
| 8   | 117,298 (1)   |
| 9   | AGGREGATE AMOUNT<br>BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON          |
|   | 117,298 (1)   |
| 10  | CHECK BOX IF THE AGGREGATE<br>AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES* |
| 11  | PERCENT OF CLASS<br>REPRESENTED BY AMOUNT IN                                |

ROW (9)

0.02% (2)

TYPE OF REPORTING PERSON\*

12

PN

(1) Includes 19,550 shares held in escrow.

The calculation of the foregoing percentage is based on 516,118,302 shares of Common Stock outstanding as of  
(2) September 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and  
Exchange Commission on November 9, 2017.

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CUSIP NO. 676220106 13GPAGE 9 OF 24

|    |   |
|----|---|
| 1  | NAME OF REPORTING PERSON<br>Putnam Investments Employees'<br>Securities Company III LLC |
| 2  | CHECK THE APPROPRIATE BOX<br>IF A MEMBER OF A GROUP*<br>(a)<br>(b)<br>SEC USE ONLY      |
| 3  |   |
| 4  | CITIZENSHIP OR PLACE OF<br>ORGANIZATION<br><br>Delaware                                 |
| 5  | SOLE VOTING POWER<br>-0-  |
| 6  | SHARED VOTING POWER<br>120,585 (1)  |
| 7  | SOLE DISPOSITIVE POWER<br>-0-   |
| 8  | SHARED DISPOSITIVE POWER<br>120,585 (1)   |
| 9  | AGGREGATE AMOUNT<br>BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON<br><br>120,585 (1)   |
| 10 | CHECK BOX IF THE AGGREGATE<br>AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES*             |
| 11 | PERCENT OF CLASS<br>REPRESENTED BY AMOUNT IN  |



ROW (9)

0.02% (2)

TYPE OF REPORTING PERSON\*

12

OO

(1) Includes 20,098 shares held in escrow.

The calculation of the foregoing percentage is based on 516,118,302 shares of Common Stock outstanding as of  
(2) September 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and  
Exchange Commission on November 9, 2017.

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CUSIP NO. 676220106 13GPAGE 10 OF 24

|   |   |
|---|---|
| 1   | NAME OF REPORTING PERSON  |
|   | Putnam Investment Holdings, LLC   |
| 2   | CHECK THE APPROPRIATE BOX<br>IF A MEMBER OF A GROUP*                        |
|   | (a)   |
|   | (b)   |
| 3   | SEC USE ONLY  |
| 4   | CITIZENSHIP OR PLACE OF<br>ORGANIZATION                                     |
|   | Delaware  |
|   | SOLE VOTING POWER   |
| 5   | -0-   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | SHARED VOTING POWER   |
| 6   | 3,695 (1)   |
|   | SOLE DISPOSITIVE POWER  |
| 7   | -0-   |
|   | SHARED DISPOSITIVE POWER  |
| 8   | 3,695 (1)   |
| 9   | AGGREGATE AMOUNT<br>BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON          |
|   | 3,695 (1)   |
| 10  | CHECK BOX IF THE AGGREGATE<br>AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES* |
| 11  | PERCENT OF CLASS<br>REPRESENTED BY AMOUNT IN                                |

ROW (9)

Less than 0.01% (2)

TYPE OF REPORTING PERSON\*

12

OO

(1) Includes 616 shares held in escrow.

The calculation of the foregoing percentage is based on 516,118,302 shares of Common Stock outstanding as of  
(2) September 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and  
Exchange Commission on November 9, 2017.

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CUSIP NO. 676220106 13G

Item 1 (a). Name of Issuer:

Office Depot Inc.

Item 1 (b). Address of Issuer's Principal Executive Offices:

6600 North Military Trail  
Boca Raton, FL 33496

Item 2 (a). Name of Person Filing:

This statement is being filed on behalf of the following (collectively, the "Reporting Persons"): (1) Thomas H. Lee Advisors, LLC, a Delaware limited liability company ("Advisors"); (2) Thomas H. Lee Equity Fund VI, L.P., a Delaware limited partnership ("THL Equity VI"); (3) Thomas H. Lee Parallel Fund VI, L.P., a Delaware limited partnership ("Parallel Fund VI"); (4) Thomas H. Lee Parallel (DT) Fund VI, L.P., a Delaware limited partnership ("DT Fund VI"); (5) THL Coinvestment Partners, L.P., a Delaware limited partnership ("THL Coinvestment"); (6) THL Operating Partners, L.P., a Delaware limited partnership ("THL Operating"); (7) Great-West Investors, L.P., a Delaware limited partnership ("Great West"); (8) Putnam Investments Employees' Securities Company III LLC, a Delaware limited liability company ("Putnam III"); (9) Putnam Investment Holdings, LLC, a Delaware limited liability company ("Putnam"). Entities (1) through (6) are referred to as the "THL Entities".

Advisors is the general partner of Thomas H. Lee Partners, L.P., which in turn is the general partner of THL Coinvestment and the sole member of THL Equity Advisors VI, LLC ("THL Advisors VI"), which in turn is the general partner of the THL Equity VI, Parallel Fund VI, DT Fund VI, THL Operating, THL Topco and THL PC. THL Advisors is attorney-in-fact of Great West and Putnam Investments, LLC, which is the managing member of Putnam Investments Holdings, LLC, which in turn is the managing member of Putnam III.

Item 2 (b). Address of Principal Business Office or, if none, Residence:

For the THL Entities:

c/o Thomas H. Lee Partners, L.P.  
100 Federal Street, 35th Floor  
Boston, MA 02110

For Great West:

Great-West Investors, L.P.  
8515 East Orchard Road, 3T2  
Greenwood Village, CO 80111

For Putnam III:

c/o Putnam Investments, LLC  
One Post Office Square  
Boston, MA 02109

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Item 2 (c). Citizenship:

Thomas H. Lee Advisors, LLC – Delaware  
Thomas H. Lee Equity Fund VI, L.P. – Delaware  
Thomas H. Lee Parallel Fund VI, L.P. – Delaware  
Thomas H. Lee Parallel (DT) Fund VI, L.P. – Delaware  
THL Coinvestment Partners, L.P. – Delaware  
THL Operating Partners, L.P. – Delaware  
Great-West Investors, LP – Delaware  
Putnam Investments Employees' Securities Company III LLC – Delaware

Item 2 (d). Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2 (e). CUSIP Number:

676220106

Item 3. Not Applicable

Item 4 Ownership

Item 4(a) Amount Beneficially Owned

This Schedule 13G is being filed on behalf of the Reporting Persons. The Reporting Persons may be deemed to beneficially own in the aggregate 42,738,236 shares of the Issuer's Common Stock, representing, in the aggregate, 8.28% of the Issuer's Common Stock. The percentage of Common Stock held by the Reporting Persons is based on 516,118,302 shares of Common Stock of the Issuer outstanding as of September 30, 2017 (the "Outstanding Shares"), as reported in the Form 10-Q filed with the Securities and Exchange Commission on November 9, 2017.

The following shares were owned by the Reporting Persons on December 31, 2017:

Advisors owned 42,738,236 shares of the Issuer, representing approximately 8.28% of the Outstanding Shares.

THL Equity VI owned 23,224,543 shares of the Issuer, representing approximately 4.50% of the Outstanding Shares.

Parallel Fund VI owned 15,727,087 shares of the Issuer, representing approximately 3.05% of the Outstanding Shares.

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DT Fund VI owned 2,746,584 shares of the Issuer, representing approximately 0.53% of the Outstanding Shares.

THL Coinvestment owned 728,781 shares of the Issuer, representing approximately 0.14% of the Outstanding Shares.

THL Operating owned 69,663 shares of the Issuer, representing approximately 0.01% of the Outstanding Shares.

Great West owned 117,298 shares of the Issuer, representing approximately 0.02% of the Outstanding Shares.

Putnam III owned 120,585 shares of the Issuer, representing approximately 0.02% of the Outstanding Shares.

Putnam owned 3,695 shares of the Issuer, representing approximately less than 0.01% of the Outstanding Shares.

Each of the Reporting Persons disclaims beneficial ownership of the shares listed in this report, and this report shall not be deemed an admission the Reporting Persons is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

#### Item 4(b) Percent of Class

See Item 4(a) hereof

#### Item 4(c) Number of Shares as to which Such Person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of each cover page

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page

#### Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

#### Item 6. Ownership of More Than Five Percent on Behalf of Another Person

The responses of the Reporting Persons to Items 2(a) and 4(a) are incorporated herein by reference. Other than set forth herein, no knowledge of anyone owning 5% or more.

Under certain circumstances, partners or members of a Reporting Person, as the case may be, could have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock owned by such Reporting Person.

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Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the  
7. Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

See Item 4(a) above.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable.

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SIGNATURE

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

Dated: February 14, 2018      THOMAS H. LEE  
ADVISORS, LLC

By: THL Holdco, LLC, its  
managing member

By: /s/Charles P.  
Holden  
Name: Charles P.  
Holden  
Title: Managing  
Director



SIGNATURE

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

Dated: February 14, 2018 THOMAS H. LEE EQUITY FUND VI, L.P.

By: THL Equity Advisors VI, LLC, its general partner

By: Thomas H. Lee Partners, L.P., its sole member

By: Thomas H. Lee Advisors, LLC, its general partner

By: THL Holdco, LLC, its managing member

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

SIGNATURE

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

Dated: February 14, 2018 THOMAS H. LEE PARALLEL FUND VI, L.P.

By: THL Equity Advisors VI, LLC, its general partner

By: Thomas H. Lee Partners, L.P., its sole member

By: Thomas H. Lee Advisors, LLC, its general partner

By: THL Holdco, LLC, its managing member

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

SIGNATURE

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

Dated: February 14, 2018 THOMAS H. LEE PARALLEL (DT) FUND VI, L.P.

By: THL Equity Advisors VI, LLC, its general partner

By: Thomas H. Lee Partners, L.P., its sole member

By: Thomas H. Lee Advisors, LLC, its general partner

By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

SIGNATURE

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

Dated: February 14, 2018 THL COINVESTMENT PARTNERS, L.P.

By: Thomas H. Lee Partners, L.P., its general partner  
By: Thomas H. Lee Advisors, LLC, its general partner  
By: THL Holdco, LLC, its managing member

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

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

Dated: February 14, 2018 THL OPERATING PARTNERS, L.P.

By: Thomas H. Lee Partners, L.P., its general partner  
By: Thomas H. Lee Advisors, LLC, its general partner  
By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

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SIGNATURE

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

Dated: February 14, 2018 GREAT-WEST INVESTORS, LP

By: Thomas H. Lee Advisors, LLC, its attorney-in-fact

By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

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SIGNATURE

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

Dated: February 14, 2018 PUTNAM INVESTMENTS EMPLOYEES' SECURITIES  
COMPANY III, LLC

By: Putnam Investment Holdings, LLC, its managing member

By: Putnam Investments, LLC, its managing member

By: Thomas H. Lee Advisors, LLC, its attorney-in-fact

By: THL Holdco, LLC, its managing member

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF  
SCHEDULE 13G

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The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2018

THOMAS H. LEE ADVISORS, LLC

By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

THOMAS H. LEE EQUITY FUND VI, L.P.

By: THL Equity Advisors VI, LLC, its general partner  
By: Thomas H. Lee Partners, L.P., its sole member  
By: Thomas H. Lee Advisors, LLC, its general partner  
By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

THOMAS H. LEE PARALLEL FUND VI, L.P.

By: THL Equity Advisors VI, LLC, its general partner  
By: Thomas H. Lee Partners, L.P., its sole member  
By: Thomas H. Lee Advisors, LLC, its general partner  
By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

THOMAS H. LEE PARALLEL (DT) FUND VI, L.P.

By: THL Equity Advisors VI, LLC, its general partner



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By: Thomas H. Lee Partners, L.P., its sole member

By: Thomas H. Lee Advisors, LLC, its general partner

By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

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THL COINVESTMENT PARTNERS, L.P.

By: Thomas H. Lee Partners, L.P., its general partner  
By: Thomas H. Lee Advisors, LLC, its general partner  
By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

THL OPERATING PARTNERS, L.P.

By: Thomas H. Lee Partners, L.P., its general partner  
By: Thomas H. Lee Advisors, LLC, its general partner  
By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

GREAT-WEST INVESTORS, LP

By: Thomas H. Lee Advisors, LLC, its attorney-in-fact  
By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

PUTNAM INVESTMENTS EMPLOYEES' SECURITIES  
COMPANY III, LLC

By: Putnam Investment Holdings, LLC, its managing member  
By: Putnam Investments, LLC, its managing member  
By: Thomas H. Lee Advisors, LLC, its attorney-in-fact  
By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director