

OFFICEMAX INC  
Form S-8  
June 11, 2013

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 11, 2013

REGISTRATION NO. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**OFFICEMAX INCORPORATED**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**82-0100790**  
(I.R.S. Employer  
Identification No.)

263 SHUMAN BLVD

NAPERVILLE, ILLINOIS  
(Address of Principal Executive Offices)

60563  
(Zip Code)

2003 OFFICEMAX INCENTIVE AND PERFORMANCE PLAN

(Full title of the plan)

SUSAN WAGNER-FLEMING

SENIOR VICE PRESIDENT, CORPORATE SECRETARY, AND ASSOCIATE GENERAL COUNSEL

OFFICEMAX INCORPORATED

263 SHUMAN BLVD

NAPERVILLE, ILLINOIS 60563

(630) 438-7800

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING	AMOUNT OF REGISTRATION FEE
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<b>TO BE REGISTERED</b>			<b>PRICE</b>	
Common Stock, par value \$2.50 per share	11,000,000 shares	\$12.65(2)	\$139,150,000(2)	\$18,980.06(2)

- (1) The shares of common stock being registered will be issued in connection with the 2003 OfficeMax Incentive and Performance Plan. This registration statement also covers an indeterminate number of shares of common stock that may be issuable by reason of stock splits, stock dividends, or other adjustment provisions of the 2003 OfficeMax Incentive and Performance Plan, in accordance with Rule 416 under the Securities Act of 1933, as amended.
- (2) The aggregate offering price and registration fee have been calculated in accordance with Rule 457(h) under the Securities Act of 1933, as amended. The computation is based on the average of the high and low sale prices of the common stock as reported on the New York Stock Exchange on June 5, 2013.

**EXPLANATORY NOTE**

OfficeMax Incorporated, a Delaware corporation, is filing this registration statement for the purpose of registering an additional 11,000,000 shares of our common stock which may be issued in accordance with the terms of our 2003 OfficeMax Incentive and Performance Plan (the Plan ) as a result of an amendment to that Plan approved by shareholders on April 29, 2013. In accordance with General Instruction E of Form S-8 and Rule 429, the contents of the prior registration statements (File Nos. 333-105245; 333-110397; 333-150957; and 333-166880) pertaining to shares of our common stock issuable under the Plan are incorporated herein by reference.

**ITEM 8.**

**EXHIBITS.**

- 4.1 2003 OfficeMax Incentive and Performance Plan (Amended and Restated effective as of April 29, 2013). Filed as Appendix A to our Definitive Proxy Statement filed with the Securities and Exchange Commission on March 19, 2013 and incorporated herein by reference.
- 5.1\* Opinion of Susan Wagner-Fleming, Senior Vice President, Corporate Secretary and Associate General Counsel of the Company.
- 23.1\* Consent of Susan Wagner-Fleming, Senior Vice President, Corporate Secretary and Associate General Counsel of the Company (included in Exhibit 5.1).
- 23.2\* Consent of KPMG LLP.

\* filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, OfficeMax Incorporated certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Naperville, State of Illinois, on June 11, 2013.

OfficeMax Incorporated

By **/s/ RAVICHANDRA SALIGRAM**  
**Ravichandra Saligram**

*President and Chief Executive Officer*

Dated: June 11, 2013

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons, on behalf of the registrant and in the capacities indicated, on June 11, 2013.

Signature	Capacity
<b>(i) Principal Executive Officer:</b>	
<i>/s/ RAVICHANDRA SALIGRAM</i>	President and Chief Executive Officer
<b>Ravichandra Saligram</b>	
<b>(ii) Principal Financial Officer:</b>	
<i>/s/ BRUCE BESANKO</i>	Executive Vice President, Chief Financial Officer and Chief Administrative Officer
<b>Bruce Besanko</b>	
<b>(iii) Principal Accounting Officer:</b>	
<i>/s/ DEBORAH A. O CONNOR</i>	Senior Vice President, Finance and Chief Accounting Officer
<b>Deborah A. O Connor</b>	
<b>(iv) Directors:</b>	
<i>/s/ WARREN F. BRYANT</i>	<i>/s/ V. JAMES MARINO</i>
<b>Warren F. Bryant</b>	<b>V. James Marino</b>
<i>/s/ JOSEPH M. DEPINTO</i>	<i>/s/ WILLIAM J. MONTGORIS</i>
<b>Joseph M. DePinto</b>	<b>William J. Montgoris</b>
<i>/s/ RAKESH GANGWAL</i>	<i>/s/ RAVICHANDRA SALIGRAM</i>
<b>Rakesh Gangwal</b>	<b>Ravichandra Saligram</b>
<i>/s/ FRANCESCA RUIZ DE LUZURIAGA</i>	<i>/s/ DAVID M. SZYMANSKI</i>
<b>Francesca Ruiz de Luzuriaga</b>	<b>David M. Szymanski</b>

INDEX TO EXHIBITS

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