

OFFICEMAX INC  
Form S-8  
October 28, 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)**  
**263 SHUMAN BOULEVARD**  
**NAPERVILLE, ILLINOIS**

**82-0100790**  
**(I.R.S. Employer**  
**Identification No.)**  
**60563**

(Address of principal executive offices)

(Zip code)

**OFFICEMAX SAVINGS PLAN**

(Full title of the plan)

**SUSAN WAGNER-FLEMING**

**SENIOR VICE PRESIDENT, CORPORATE SECRETARY, AND ASSOCIATE GENERAL COUNSEL**

**OFFICEMAX INCORPORATED**

**263 SHUMAN BOULEVARD**

**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

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>TITLE OF SECURITIES</b>	<b>AMOUNT TO BE REGISTERED <sup>(1)</sup></b>	<b>PROPOSED MAXIMUM OFFERING PRICE PER SHARE</b>	<b>PROPOSED MAXIMUM AGGREGATE OFFERING PRICE</b>	<b>AMOUNT OF REGISTRATION FEE</b>
<b>TO BE REGISTERED</b> Common Stock, par value \$2.50 per share	2,000,000	\$14.95 <sup>(2)</sup>	\$29,900,000 <sup>(2)</sup>	\$3,851.12 <sup>(2)</sup>

- (1) The shares of common stock being registered will be issued in connection with the OfficeMax Savings Plan (the 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 Plan, in accordance with Rule 416 under the Securities Act of 1933, as amended (the Securities Act ).
- (2) The aggregate offering price and registration fee have been calculated in accordance with Rule 457(h) under the Securities Act. The computation is based on the average of the high and low sale price of the common stock as reported on the New York Stock Exchange on October 23, 2013.

**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8 and Rule 429, OfficeMax Incorporated (the Company), a Delaware corporation, is filing this registration statement for the purpose of registering an additional 2,000,000 shares of our common stock, which may be issued upon the redemption, at the option of the Company, of the Company's outstanding Series D Preferred Stock held under the OfficeMax Savings Plan (the Plan), in accordance with the terms of the related Certificate of Designation of Convertible Preferred Stock, Series D of Boise Cascade Corporation. The contents of the prior registration statements (File Nos. 033-28595 and 333-113648) pertaining to shares issuable under the Plan are incorporated herein by reference.

**Item 8. Exhibits.**

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

<b>Exhibit No.</b>	<b>Description</b>
4.1	OfficeMax Savings Plan (as Amended and Restated effective as of January 1, 2009). Filed as Exhibit 4.1 to the Company's Post-Effective Amendment to Form S-8 filed with the Securities and Exchange Commission on October 26, 2010.
5.1	Opinion of Susan Wagner-Fleming, Senior Vice President, Secretary and Associate General Counsel of the Company.
23.1	Consent of Susan Wagner-Fleming, Senior Vice President, Secretary and Associate General Counsel of the Company (included in Exhibit 5.1).
23.2	Consent of independent registered public accounting firm.

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**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 this 28th day of October, 2013.

OfficeMax Incorporated

By: /s/ Ravichandra Saligram  
Ravichandra Saligram  
President and Chief Executive Officer

Dated: October 28, 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 October 28, 2013.

Signature	Capacity
(i) Principal Executive Officer:	
/s/ Ravichandra Saligram Ravichandra Saligram	President and Chief Executive Officer
(ii) Principal Financial and Accounting Officer	
/s/ Deborah A. O Connor Deborah A. O Connor	Interim Chief Financial Officer, Senior Vice President, Finance and Chief Accounting Officer
(iii) Directors:	
/s/ Warren F. Bryant Warren F. Bryant	/s/ V. James Marino V. James Marino
/s/ Joseph M. DePinto Joseph M. DePinto	/s/ William J. Montgoris William J. Montgoris
/s/ Rakesh Gangwal Rakesh Gangwal	/s/ Ravichandra Saligram Ravichandra Saligram
/s/ Francesca Ruiz de Luzuriaga Francesca Ruiz de Luzuriaga	/s/ David M. Szymanski David M. Szymanski

EXHIBIT INDEX

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