

BOISE INC.
Form 8-K
June 22, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report: **June 22, 2011**
Date of Earliest Event Reported: **June 20, 2011**

1111 West Jefferson Street, Suite 200

Boise, Idaho 83702-5388

(Address of principal executive offices) (Zip Code)

(208) 384-7000

(Registrants telephone number, including area code)

| Commission | Exact name of registrant as specified in its charter | IRS Employer Identification No. | State or other jurisdiction of incorporation |
|--|---|--|---|
| File Number 001-33541 | Boise Inc. | 20-8356960 | Delaware |
| 333-166926-04 | BZ Intermediate Holdings LLC | 27-1197223 | Delaware |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

This Form 8-K filing is a combined report being filed separately by two registrants: Boise Inc. and BZ Intermediate Holdings LLC. Unless the context indicates otherwise, any reference in this report to the company, we, us, our, or Boise refers to Boise Inc. together with BZ Intermediate Holdings LLC and its consolidated subsidiaries.

Item 8.01 Other Events.

At the close of business on June 20, 2011 (the warrant expiration date) the holders of our public warrants had exercised 38,056,432 of the outstanding public warrants, and the holders of our insider (cashless) warrants had exercised all of the 2,315,000 outstanding insider warrants. As a result, we received \$285,423,240 in cash and issued 38,491,967 additional common shares. There were 4,028,568 warrants (approximately 9% of the total warrants) left unexercised. Our total issued and outstanding stock as of June 20, 2011, was 121,579,768 shares.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

BOISE INC.

By /s/ **KAREN E. GOWLAND**
Karen E. Gowland

Senior Vice President, General Counsel and Secretary

Date: June 22, 2011

BZ INTERMEDIATE HOLDINGS LLC

By /s/ **KAREN E. GOWLAND**
Karen E. Gowland

Senior Vice President, General Counsel and Secretary