

BOISE CASCADE Co

Form 4

July 31, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MENCOFF SAMUEL M

(Last) (First) (Middle)

**C/O MADISON DEARBORN
PARTNERS, LLC, 70 W.
MADISON STREET, SUITE 4600**

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BOISE CASCADE Co [BCC]

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	07/30/2013		S	10,000,000 (1) (2) (3)	D \$ 25.8795	19,700,000 (2) (3)	D
Common Stock, par value \$0.01 per share	07/30/2013		D	3,864,062 (2) (3) (4)	D \$ 25.8795	15,835,938 (2) (3)	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENCOFF SAMUEL M C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	X	X		
SOULELES THOMAS S C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	X	X		
MADISON DEARBORN PARTNERS LLC C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	X	X		
MADISON DEARBORN PARTNERS IV LP C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	X	X		
MADISON DEARBORN CAPITAL PARTNERS IV LP C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600	X	X		

CHICAGO, IL 60602

FINNEGAN PAUL J

C/O MADISON DEARBORN PARTNERS, LLC

70 W. MADISON STREET, SUITE 4600

CHICAGO, IL 60602

X

X

FOREST PRODUCTS HOLDINGS, L.L.C.

C/O MADISON DEARBORN PARTNERS, LLC

70 W. MADISON STREET, SUITE 4600

CHICAGO, IL 60602

X

X

Signatures

Samuel M. Mencoff, by /s/ John T. Sahlberg, Attorney in Fact

07/31/2013

__Signature of Reporting Person

Date

Thomas S. Souleles, by /s/ John T. Sahlberg, Attorney in Fact

07/31/2013

__Signature of Reporting Person

Date

Forest Products Holdings, L.L.C., by /s/ John T. Sahlberg, Senior Vice President and General Counsel

07/31/2013

__Signature of Reporting Person

Date

Madison Dearborn Partners, LLC, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director

07/31/2013

__Signature of Reporting Person

Date

Madison Dearborn Partners IV, L.P., by Madison Dearborn Partners, LLC, its General Partner, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director

07/31/2013

__Signature of Reporting Person

Date

Madison Dearborn Capital Partners IV, L.P., by Madison Dearborn Partners IV, L.P., its General Partner, by Madison Dearborn Partners, LLC, its General Partner, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director

07/31/2013

__Signature of Reporting Person

Date

Paul J. Finnegan, by /s/ John T. Sahlberg, Attorney-in-Fact

07/31/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represent shares of Boise Cascade Company common stock ("Common Stock") sold in an underwritten secondary offering.

Boise Cascade Holdings, L.L.C. ("BC Holdings") is the record owner of the shares of Common Stock set forth herein. Forest Products Holdings, L.L.C. ("FPH") holds a majority of the voting common units of BC Holdings and has the right to appoint a majority of the members of the board of directors of BC Holdings. Madison Dearborn Capital Partners IV, L.P. ("MDCP IV") is the controlling equityholder of FPH. Madison Dearborn Partners IV, L.P. ("MDP IV") is the general partner of MDCP IV. Madison Dearborn Partners, LLC ("MDP") is the general partner of MDP IV. Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee of MDP IV that has the power to vote or dispose of the equity units held by MDCP IV and are investors in MDP IV. Thomas S. Souleles is a managing director of MDP. Each of Messrs. Finnegan, Mencoff and Souleles are also investors in MDP IV and/or MDCP IV.

(2)

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Each of FPH, MDCP IV, MDP IV, MDP and Messrs. Finnegan, Menckoff and Souleles may be deemed to have an indirect pecuniary
(3) interest in the shares of common stock held of record by BC Holdings. Each of the foregoing persons expressly disclaims beneficial ownership of the reported securities, except to the extent of such person's respective pecuniary interest therein.

(4) Represent shares of Common Stock repurchased by Boise Cascade Company from BC Holdings in a stock repurchase.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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