

BOISE CASCADE Co

Form 4

March 13, 2014

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
02/27/2014

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)
			Code	V Amount (D) Price			

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Instr		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	02/27/2014	A		2,639		(2)	(2)	Common Stock, par value \$0.01	2,639	\$
Restricted Stock Units	(1)	02/27/2014	A		2,639		(2)	(2)	Common Stock, par value \$0.01	2,639	\$
Restricted Stock Units	(1)	02/27/2014	A		2,639		(2)	(2)	Common Stock, par value \$0.01	2,639	\$

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		
NORTON MATTHEW W 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	X	X		

70 W. MADISON STREET, SUITE 4600
CHICAGO, IL 60602

MADISON DEARBORN CAPITAL PARTNERS IV LP
C/O MADISON DEARBORN PARTNERS, LLC X X
70 W. MADISON STREET, SUITE 4600
CHICAGO, IL 60602

FINNEGAN PAUL J
C/O MADISON DEARBORN PARTNERS, LLC X X
70 W. MADISON STREET, SUITE 4600
CHICAGO, IL 60602

Signatures

Samuel M. Menco, by /s/ John T. Sahlberg, Attorney in Fact 03/13/2014

**Signature of Reporting Person Date

Thomas S. Souleles, by /s/ John T. Sahlberg, Attorney in Fact 03/13/2014

**Signature of Reporting Person Date

Matthew W. Norton, by /s/ John T. Sahlberg, Attorney in Fact 03/13/2014

**Signature of Reporting Person Date

Madison Dearborn Partners, LLC, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director 03/13/2014

**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 03/13/2014

**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 03/13/2014

**Signature of Reporting Person Date

Paul J. Finnegan, by /s/ John T. Sahlberg, Attorney-in-Fact 03/13/2014

**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) Each restricted stock unit represents a contingent right to receive one share of Boise Cascade Company common stock.
- (2) The restricted stock units vest on February 27, 2015. Vested shares will be delivered to the reporting person 60 days following the record holder's termination as a director of Boise Cascade Company (or other employment with the company).
- (3) Includes 2,023 restricted stock units which vested on February 26, 2014; provided that such vested shares will not be delivered to the reporting person until 60 days following the record holder's termination as a director or employee with Boise Cascade Company.
- (4) These restricted stock units are held of record by Samuel Menco.

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- (5) These restricted stock units are held of record by Thomas Souleles.
- (6) These restricted stock units are held of record by Matthew Norton.

Each of Messrs. Mencoff, Souleles and Norton is an executive officer or an employee of Madison Dearborn Partners, LLC ("MDP"). Each of the foregoing persons was appointed to the Boise Cascade Company's Board of Directors as nominees of Boise Cascade Holdings, LLC ("BCH"), pursuant to a director nomination agreement between BCH and Boise Cascade Company. Madison Dearborn

- (7) Capital Partners IV, LP ("MDCP IV") is the indirect controlling stockholder of BCH, Madison Dearborn Partners IV, LP ("MDP IV") is the general partner of MDCP IV, MDP is the general partner of MDP IV and Mr. Paul J. Finnegan is a member of the limited partner committee of MDP IV and, as a result, each may be deemed a director by deputization as a result of Messrs. Mencoff, Norton and Souleles serving on Boise Cascade Company's Board of Directors on behalf of BCH.

- (8) Each of MDCP IV, MDP IV, MDP, Mr. Finnegan, Mr. Mencoff and Mr. Souleles may be deemed to have an indirect pecuniary interest in the awards, which are held by the record holders for the benefit of MDP IV, MDCP IV and MDP. Mr. Norton does not have a pecuniary interest in any of the awards. 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.

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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