

BOISE CASCADE Co
Form 4
March 05, 2014

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOREST PRODUCTS HOLDINGS, L.L.C.

(Last) (First) (Middle)

C/O MADISON DEARBORN PARTNERS, L.L.C., 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)
03/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common stock, par value \$0.01	03/03/2014		J ⁽¹⁾⁽²⁾		7,785,938	D	\$ 0 0	I	See Footnotes <u>(1) (2)</u>
Common stock, par value \$0.01	03/03/2014		J ⁽¹⁾⁽²⁾⁽³⁾	V	5,468	A	\$ 0 5,468	I	By Madison Dearborn Partners, L.L.C. See Footnotes

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
FOREST PRODUCTS HOLDINGS, L.L.C. C/O MADISON DEARBORN PARTNERS, L.L.C. 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
MADISON DEARBORN CAPITAL PARTNERS IV LP C/O MADISON DEARBORN PARTNERS, L.L.C. 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
MADISON DEARBORN PARTNERS IV LP C/O MADISON DEARBORN PARTNERS, L.L.C. 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
MADISON DEARBORN PARTNERS LLC C/O MADISON DEARBORN PARTNERS, L.L.C. 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		

Signatures

Forest Products Holdings, L.L.C., by /s/ Mark B. Tresnowski, Attorney-in-Fact	03/05/2014
__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/ Mark B. Tresnowski, Managing Director	03/05/2014
__Signature of Reporting Person	Date
Madison Dearborn Partners IV, L.P., by Madison Dearborn Partners, LLC, its General Partner, by /s/ Mark B. Tresnowski, Managing Director	03/05/2014
__Signature of Reporting Person	Date
Madison Dearborn Partners, LLC, by /s/ Mark B. Tresnowski, Managing Director	03/05/2014
__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).
- On March 3, 2014, Boise Cascade Holdings, L.L.C. ("BC Holdings") made a pro rata distribution of 7,785,938 shares of Boise Cascade Company's common stock, par value \$0.01 per share (collectively, the "Shares"), to its members for no consideration. Forest Products Holdings, L.L.C. ("FPH"), BC Holdings' controlling equityholder, then made a pro rata distribution for no consideration of 6,228,265
- (1) Shares to its members, including its controlling equity holder Madison Dearborn Capital Partners IV, L.P. ("MDCP IV"). MDCP IV then made a pro rata distribution for no consideration of the Shares it received from FPH to Madison Dearborn Partners IV, L.P., its general partner ("MDP IV"), and to its limited partners. Finally, MDP IV made a pro rata distribution for no consideration of the Shares it received from MDCP IV to its partners on the same date (the "MDP IV Distribution").
 - (2) Prior to giving effect to the distributions described in Note 1 above, BC Holdings was the record holder of the Shares. The reporting persons previously reported the Shares as indirectly owned through BC Holdings.
 - (3) In the MDP IV Distribution, Madison Dearborn Partners, L.L.C., MDP IV's general partner ("MDP LLC"), received 5,468 Shares. The acquisition of such Shares by MDP LLC was exempt under Rule 16a-9 and Rule 16a-13.
- Each of the reporting persons (other than MDP LLC) hereby disclaims beneficial ownership of any shares of the issuer's common stock
- (4) held by MDP LLC, except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report should not be deemed an admission that it is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.