

BOISE INC.  
Form 8-K  
March 02, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report: **March 2, 2011**  
Date of Earliest Event Reported: **March 1, 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)

<b>Commission</b>	<b>Exact Name of Registrant as</b>	<b>I.R.S. Employer</b>	<b>State or Other</b>
<b>File Number</b>	<b>Specified in Its Charter</b>	<b>Identification No.</b>	<b>Jurisdiction of</b>
<b>001-33541</b>	<b>Boise Inc.</b>	<b>20-8356960</b>	<b>Incorporation or</b>
<b>333-166926-04</b>	<b>BZ Intermediate Holdings LLC</b>	<b>27-1197223</b>	<b>Organization</b>
			<b>Delaware</b>
			<b>Delaware</b>

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)

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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))

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 2.02 Results of Operations and Financial Condition.**

On March 2, 2011, we issued an earnings release announcing our fourth quarter and year-end 2010 financial results, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K. Additionally, Exhibit 99.2, a copy of which is furnished, includes statistical information relative to our quarterly performance. Management will review the company's performance during a webcast and conference call to be held today, March 2, at 11:00 a.m. Eastern. To link to the webcast, go to our website at [www.BoiseInc.com](http://www.BoiseInc.com) and click on the link to the webcast under Webcasts & Presentations on the Investors drop-down menu. To join the conference call, dial 866-841-1001. International callers should dial 832-445-1689.

We have reconciled the non-GAAP financial measures to our reported financial performance in the financial notes that accompany our earnings release.

**Item 8.01 Other Events.**

On March 1, 2011, our wholly owned subsidiary, Boise Paper Holdings, L.L.C., completed its acquisition of all of the outstanding stock of Tharco Packaging, Inc., for \$200 million of cash consideration, subject to the adjustments set forth in the Stock Purchase Agreement dated February 21, 2011.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are furnished as part of this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	Boise Inc. Earnings Release dated March 2, 2011
Exhibit 99.2	Boise Inc. Quarterly Statistical Information

**SIGNATURE**

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: March 2, 2011

BZ INTERMEDIATE HOLDINGS LLC

By /s/ Karen E. Gowland  
Karen E. Gowland  
Senior Vice President, General Counsel

and Secretary