**BOISE CASCADE Co** Form 4 March 05, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SOULELES THOMAS S Issuer Symbol BOISE CASCADE Co [BCC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction X\_ Director (Month/Day/Year) 10% Owner Other (specify Officer (give title C/O MADISON DEARBORN 03/03/2014 PARTNERS, L.L.C., 70 W. MADISON STREET, SUITE 4600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60602 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Owned

	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficically Ow						ly Owneu	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	(A) or Dis	sposed of	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)
					(4)	Reported	(Instr. 4)	
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Common								
stock, par value \$0.01	03/03/2014		J(1)(2) V	58,245	A \$0	58,245	D (1) (2) (3)	

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

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

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
						Date	Expiration		or			
							Exercisable Date	-	Title Number			
								Duic		of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SOULELES THOMAS S C/O MADISON DEARBORN PARTNERS, L.L.C. 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602

X

## **Signatures**

Thomas S. Souleles, by /s/ Mark B. Tresnowski, Attorney in Fact

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 for no consideration of 7,785,938 shares of Boise Cascade Company's common stock, par value \$0.01 per share (collectively, the "Shares"), to its members. Forest Products Holdings, L.L.C. ("FPH"), BC Holdings' controlling equityholder, then made a pro rata distribution for no consideration of 6,228,265 of
- (1) the Shares to its members, including its controlling equity holder Madison Dearborn Capital Partners IV, L.P. ("MDCP IV"), on the same date. MDCP IV further distributed on a pro rata basis for no consideration the Shares it received from FPH to its partners on the same date. Madison Dearborn Partners IV, L.P., the general partner of MDCP IV, then distributed on a pro rata basis for no consideration the Shares it received from MDCP IV to its partners on the same date (the "MDP IV Distribution").
- (2) In the MDP IV Distribution, Mr. Souleles received 58,245 Shares. The acquisition of such Shares by Mr. Souleles was exempt under Rule 16a-9 and Rule 16a-13.
- (3) Prior to giving effect to the distributions discussed in Note (1) above, BC Holdings was the record owner of the Shares. The reporting person previously reported the Shares as indirectly owned through BC Holdings.

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.

Reporting Owners 2