

BOISE CASCADE Co
Form 4
March 05, 2014

FORM 4

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

OMB APPROVAL

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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 *
MENCOFF SAMUEL M

(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 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	03/03/2014		G ⁽¹⁾⁽²⁾⁽³⁾	V 10,444 D \$ 0 0		I	By Emily Case Mencoﬀ Dynasty Trust. See footnotes (1) (2) (3) (4) (5)
Common stock, par value	03/03/2014		G ⁽¹⁾⁽²⁾⁽³⁾	V 10,444 D \$ 0 0		I	By Samuel Keefer

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\$0.01								Mencoff Dynasty Trust. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common stock, par value \$0.01	03/03/2014	G <u>(1)(2)(3)</u>	V 10,444	D \$ 0 0			I	By George Grove Mencoff Dynasty Trust. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common stock, par value \$0.01	03/03/2014	G <u>(1)(2)(3)</u>	V 31,332	A \$ 0 38,760			I	By Temple Hall Partners, L.P. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common stock, par value \$0.01					93,016		D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	
Common stock, par value \$0.01					743		I	By Quaker Investors, LLC. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common stock, par value \$0.01					743		I	By Bruin Investors, LLC. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

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(9-02)

**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 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 Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENCOFF SAMUEL M C/O MADISON DEARBORN PARTNERS, L.L.C. 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	X			

Signatures

Samuel M. Mencoff, 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 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. 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").

In the MDP IV Distribution: (i) Mr. Mencoff received 93,016 Shares; (ii) Emily Case Mencoff Dynasty Trust (the "E. Mencoff Dynasty Trust") received 10,444 Shares; (iii) Samuel Keefer Mencoff Dynasty Trust (the "S. Mencoff Dynasty Trust") received 10,444 Shares; (iv) George Grove Mencoff Dynasty Trust (the "G. Mencoff Dynasty Trust" and collectively with the E Mencoff Dynasty Trust and the S. (2) Mencoff Dynasty Trust, the "Dynasty Trusts") received 10,444 Shares; (v) Quaker Investors, LLC ("Quaker Investors") received 743 Shares; (vi) Bruin Investors, LLC ("Bruin Investors") received 743 Shares; and (vii) Temple Hall Partners, L.P. ("Temple Hall") received 7,428 Shares. Ann Mencoff, Mr. Mencoff's wife, is a co-trustee of the Dynasty Trusts. Mr. Mencoff is sole manager of each of Quaker Investors and Bruin Investors.

The direct and indirect acquisition of such Shares by Mr. Mencoff was exempt under Rule 16a-9 and Rule 16a-13. Upon the receipt of the (3) specified Shares, each of the Dynasty Trusts gifted all such shares to Temple Hall, for which Mr. Mencoff is the trustee of its general partner.

(4)

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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.

- Mr. Mencoff hereby disclaims beneficial ownership of any shares of the issuer's common stock held by Temple Hall, Quaker Investors or (5) Bruin Investors, except to the extent of his pecuniary interest therein, and the inclusion of such shares in this report should not be deemed an admission that he 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.