

O'Farrell Susan C.
Form 4
July 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
O'Farrell Susan C.

2. Issuer Name and Ticker or Trading Symbol
BlueLinX Holdings Inc. [BXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4300 WILDWOOD PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/18/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, CFO AND TREASURER

ATLANTA, GA 30339

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price | | | |
| Common Stock | 07/20/2018 | | M | 17,500 (1) A (1) | 45,752 | D | |
| Common Stock | 07/20/2018 | | F | 5,312 (2) D \$ 34.12 | 40,440 | D | |
| Common Stock | 07/20/2018 | | M | 17,500 (3) A (3) | 57,940 | D | |
| Common Stock | 07/20/2018 | | F | 7,645 (4) D \$ 34.12 | 50,295 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Share Units | (1) | 07/18/2018 | | A | 17,500 (1) | (1) (1) | Common Stock | 17,500 |
| Performance Share Units | (1) | 07/20/2018 | | M | 17,500 (1) | (1) (1) | Common Stock | 17,500 |
| Restricted Stock Units | (3) | 07/20/2018 | | M | 17,500 (3) | (3) (3) | Common Stock | 17,500 |
| Restricted Stock Units | (5) | | | | | (5) (5) | Common Stock | 3,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Farrell Susan C. 4300 WILDWOOD PARKWAY ATLANTA, GA 30339 | | | SVP, CFO AND TREASURER | |

Signatures

/s/ Natali T. Mayo,
Attorney-in-Fact

07/20/2018

**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).

Represents the conversion of performance share units that vested on July 20, 2018. The performance-related conditions of these restricted

(1) stock units were satisfied on July 18, 2018. Each performance share unit represents a contingent right to receive one share of BlueLinx Holdings Inc. common stock.

(2) These shares were withheld to cover tax withholding obligations when 17,500 performance share units vested on July 20, 2018.

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- (3) Represents the conversion of restricted stock units that vested on July 20, 2018. Each restricted stock unit represents a contingent right to receive one share of BlueLinx Holdings Inc. common stock.
- (4) These shares were withheld to cover tax withholding obligations when 17,500 restricted stock units vested on July 20, 2018.
- (5) These are time-based restricted stock units that vest in three equal annual installments commencing on June 8, 2019. Each restricted stock unit represents a contingent right to receive one share of BlueLinx Holdings Inc. common stock.

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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