

BOISE CASCADE Co

Form 4

March 05, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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

\$0.01

Mencoff
Dynasty
Trust. See
footnotes
(1) (2) (3) (4)
(5)

Common
stock, par
value
\$0.01

03/03/2014

G(1)(2)(3)

V

10,444

D

\$ 0 0

I

By George
Grove
Mencoff
Dynasty
Trust. See
footnotes
(1) (2) (3) (4)
(5)

Common
stock, par
value
\$0.01

03/03/2014

G(1)(2)(3)

V

31,332

A

\$ 0 38,760

I

By
Temple
Hall
Partners,
L.P. See
footnotes
(1) (2) (3) (4)
(5)

Common
stock, par
value
\$0.01

93,016

D (1) (2)
(3) (4)

Common
stock, par
value
\$0.01

743

I

By Quaker
Investors,
LLC. See
footnotes
(1) (2) (3) (4)
(5)

Common
stock, par
value
\$0.01

743

I

By Bruin
Investors,
LLC. See
footnotes
(1) (2) (3) (4)
(5)

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
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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)**

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
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. 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.

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