

MADISON DEARBORN CAPITAL PARTNERS IV LP
 Form 3
 February 05, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â FOREST PRODUCTS HOLDINGS, L.L.C.</p> <p>(Last) (First) (Middle)</p> <p>C/O MADISON DEARBORN PARTNERS, LLC, Â 70 W. MADISON STREET, SUITE 4600</p> <p>(Street)</p> <p>CHICAGO, Â IL Â 60602</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/05/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BOISE CASCADE Co [BCC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01	29,700,000	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOREST PRODUCTS HOLDINGS, L.L.C. C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	â X	â X	â	â
MADISON DEARBORN PARTNERS LLC C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	â X	â X	â	â
MADISON DEARBORN PARTNERS IV LP C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	â X	â X	â	â
MADISON DEARBORN CAPITAL PARTNERS IV LP C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	â X	â X	â	â
FINNEGAN PAUL J C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	â X	â X	â	â

Signatures

Forest Products Holdings, L.L.C., by /s/ John T. Sahlberg, Senior Vice President and General Counsel	02/05/2013
__Signature of Reporting Person	Date
Madison Dearborn Partners, LLC, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director	02/05/2013
__Signature of Reporting Person	Date
Madison Dearborn Partners IV, L.P., by Madison Dearborn Partners, LLC, its General Partner, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director	02/05/2013
__Signature of Reporting Person	Date
Madison Dearborn Capital Partners IV, L.P., by Madison Dearborn Partners IV, L.P., its General Partner, by Madison Dearborn Partners, LLC, its General Partner, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director	02/05/2013

__Signature of Reporting Person

Date

Paul J. Finnegan, by /s/ John T. Sahlberg, Attorney-in-Fact

02/05/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Boise Cascade Holdings, L.L.C. ("BC Holdings") is the record owner of the 29,700,000 shares set forth herein. Forest Products Holdings, L.L.C. ("FPH") holds a majority of the voting common units of BC Holdings and has the right to appoint a majority of the members of the board of directors of BC Holdings. Madison Dearborn Capital Partners IV, L.P. ("MDCP IV") is the controlling equityholder of FPH. Madison Dearborn Partners IV, L.P. ("MDP IV") is the general partner of MDCP IV. Madison Dearborn Partners, LLC ("MDP") is the general partner of MDP IV. Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP IV that has the power to vote or dispose of the equity units held by MDCP IV.
- (1) Mr. Finnegan has an indirect pecuniary interest in the shares of Boise Cascade Company's common stock held of record by BC Holdings through his investment in MDP IV and/or MDCP IV. Each of FPH, MDCP IV, MDP IV, MDP and Mr. Finnegan may be deemed to share beneficial ownership of the reported securities and expressly disclaims beneficial ownership of such shares except to the extent of its or his pecuniary interest therein.
- (2) Mr. Finnegan has an indirect pecuniary interest in the shares of Boise Cascade Company's common stock held of record by BC Holdings through his investment in MDP IV and/or MDCP IV. Each of FPH, MDCP IV, MDP IV, MDP and Mr. Finnegan may be deemed to share beneficial ownership of the reported securities and expressly disclaims beneficial ownership of such shares except to the extent of its or his pecuniary interest therein.
- (3) The record and other beneficial owners of the reported securities have separately filed Form 3's.

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Remarks:

Each of FPH, MDCP IV, MDP IV, MDP and Mr. Finnegan may be deemed a director by deputi

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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