

BOISE INC.  
Form 8-K  
May 05, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report: May 5, 2011**

**Date of Earliest Event Reported: May 4, 2011**

**1111 West Jefferson Street, Suite 200**

**Boise, Idaho 83702-5388**

**(Address of principal executive offices) (Zip Code)**

**(208) 384-7000**

**(Registrants telephone number, including area code)**

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Commission File Number	Exact name of registrant as specified in its charter	IRS Employer Identification No.	State or other jurisdiction of incorporation
001-33541	Boise Inc.	20-8356960	Delaware
333-166926-04	BZ Intermediate Holdings LLC	27-1197223	Delaware

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

This Form 8-K filing is a combined report being filed separately by two registrants: Boise Inc. and BZ Intermediate Holdings LLC. Unless the context indicates otherwise, any reference in this report to the company, we, us, our, or Boise refers to Boise Inc. together with BZ Intermediate Holdings LLC and its consolidated subsidiaries.

**Item 8.01 Other Events.**

At the close of business on May 4, 2011, the holders of our public warrants had exercised 37,832,046 of the outstanding public warrants, and the holders of our insider (cashless) warrants had exercised all of the 2,315,000 outstanding insider warrants. As a result, we have issued 38,267,581 additional common shares, which brings our total issued and outstanding stock as of May 4, 2011, to 121,390,461 shares. The remaining 4,252,954 outstanding public warrants will expire on June 18, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

BOISE INC.

By */s/* KAREN E. GOWLAND  
**Karen E. Gowland**

**Senior Vice President, General Counsel and Secretary**

Date: May 5, 2011

BZ INTERMEDIATE HOLDINGS LLC

By */s/* KAREN E. GOWLAND  
**Karen E. Gowland**

**Senior Vice President, General Counsel and Secretary**