

BOISE INC.
Form 8-K
April 30, 2012

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: April 30, 2012

Date of Earliest Event Reported: April 25, 2012

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)

| 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.

5.07 Submission of Matters to a Vote of Security Holders.

(a) Annual Shareholders' Meeting.

The annual shareholders' meeting of Boise Inc. was held on April 25, 2012.

(b) Voting Results.

Proposal No. 1 - Election of Directors

Shareholders elected three Class I directors - Carl A. Albert, Heinrich R. Lenz, and Jason G. Weiss. The final votes with respect to each director nominee were:

| Nominee | For | Withheld | Not Voted |
|------------------|------------|------------|-----------|
| Carl A. Albert | 81,228,114 | 1,031,612 | 8,463,124 |
| Heinrich R. Lenz | 81,592,020 | 667,706 | 8,463,124 |
| Jason G. Weiss | 62,789,939 | 19,469,787 | 8,463,124 |

Proposal No. 2 - Advisory Approval of Boise Inc.'s Executive Compensation Program

The proposal for advisory (nonbinding) approval of our executive compensation program received the following votes:

| For | Against | Abstentions | Not Voted |
|------------|---------|-------------|-----------|
| 80,261,144 | 478,745 | 1,519,837 | 8,463,124 |

Proposal No. 3 - Ratification of the Appointment of KPMG LLP as Boise Inc.'s Independent Registered Public Accounting Firm for 2012

Shareholders ratified the appointment of KPMG LLP as our independent registered public accounting firm for 2012.

The final votes were:

| For | Against | Abstentions |
|------------|---------|-------------|
| 90,626,843 | 64,174 | 31,833 |

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.

BZ INTERMEDIATE HOLDINGS LLC

By: /s/ KAREN E. GOWLAND

By: /s/ KAREN E. GOWLAND

Karen E. Gowland

Karen E. Gowland

Senior Vice President, General Counsel and
Secretary

Senior Vice President, General Counsel and
Secretary

Date: April 30, 2012