

BOISE CASCADE Co  
Form 8-K  
August 29, 2016

**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 (Date of Earliest Event Reported): **August 29, 2016**

**BOISE CASCADE COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35805**  
(Commission  
File Number)

**20-1496201**  
(IRS Employer  
Identification No.)

**1111 West Jefferson Street, Suite 300**

**Boise, Idaho 83702-5389**

(Address of principal executive offices) (Zip Code)

**(208) 384-6161**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant 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))
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trustee (the 2020 Notes Trustee ) following receipt of the requisite consents required to approve the amendments to the 2020 Notes Indenture (the Amendments ), as described in the Company s tender offer and consent solicitation that commenced on August 15, 2016. The Amendments, among other things, deleted substantially all of the restrictive covenants as well as certain events of default set forth in the 2020 Notes Indenture and the Company s 6.375% Senior Notes due 2020 (the 2020 Notes ). Following entry into the Second Supplemental Indenture, as described under Item 1.02 below, the Company and the guarantors under the 2020 Notes Indenture discharged and satisfied their obligations under the 2020 Notes Indenture. Upon such satisfaction and discharge, the 2020 Notes Indenture generally ceased to be of further effect.

The foregoing description of the Second Supplemental Indenture does not purport to be complete and is qualified in its entirety by reference to the Second Supplemental Indenture, which is filed as Exhibit 4.4 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 1.02 Termination of a Material Definitive Agreement.**

On August 29, 2016, the Company gave notice to the 2020 Notes Trustee of its election to redeem all outstanding 2020 Notes on November 1, 2016 and irrevocably instructed the 2020 Notes Trustee to give notice of such redemption to the holders of 2020 Notes on September 2, 2016, or as soon as practicable thereafter but in no event later than 30 days prior to November 1, 2016.

Simultaneously, the Company irrevocably deposited with the 2020 Notes Trustee, an amount sufficient to pay and discharge the entire indebtedness on the 2020 Notes for principal and accrued and unpaid interest, to November 1, 2016 and all other amounts owed under the 2020 Notes Indenture. The 2020 Notes Trustee acknowledged that as of August 29, 2016, the obligations of the Company and the guarantors under the 2020 Notes Indenture were discharged and satisfied, and the Company and the guarantors under the 2020 Notes Indenture generally had no further obligations to the 2020 Notes Trustee or the holders of the 2020 Notes. The 2020 Notes Trustee further acknowledged the automatic release of the guarantees of the guarantors under the 2020 Notes Indenture. Upon such satisfaction and discharge, the 2020 Notes Indenture generally ceased to be of further effect.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth under the caption 5.625% Senior Notes due 2024 and Indenture in Item 1.01 above is incorporated by reference into this Item 2.03.

**Item 8.01 Other Events**

On August 29, 2016, the Company issued a press release announcing that it had closed the offering of the New Notes. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Also, on August 29, 2016, the Company issued a press release announcing the initial results of its previously announced tender offer and consent solicitation with respect to the 2020 Notes, the entry into the Second Supplemental Indenture and the Company's delivery of irrevocable instructions to the Trustee to deliver a notice of redemption on September 2, 2016, or as soon as practicable thereafter but in no event later than 30 days prior to November 1, 2016, to holders of 2020 Notes that remain outstanding. A copy of the press release is attached hereto as Exhibit 99.2 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

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<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Indenture, dated as of August 29, 2016, by and among Boise Cascade Company, the guarantors party thereto and U.S. Bank National Association, as trustee.
4.2	Form of 5.625% Senior Note due 2024 (included as Exhibit 1 to Appendix to Exhibit 4.1).
4.3	Form of 5.625% Senior Note Guarantee (included as Exhibit A to Exhibit 4.1).
4.4	Second Supplemental Indenture, dated as of August 29, 2016, by and among Boise Cascade Company, the guarantors party thereto and U.S. Bank National Association, as trustee.
99.1	Press Release, dated August 29, 2016, issued by Boise Cascade Company.
99.2	Press Release, dated August 29, 2016, issued by Boise Cascade Company.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOISE CASCADE COMPANY

By

/s/ Wayne M. Rancourt  
Wayne M. Rancourt  
Executive Vice President, Chief Financial Officer and  
Treasurer

Date: August 29, 2016

**EXHIBIT INDEX**

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