

BlueLinx Holdings Inc.  
Form 8-K/A  
June 23, 2011

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

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 19, 2011**

**BLUELINX HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**001-32383**

(Commission File Number)

**77-0627356**

(IRS Employer Identification No.)

**4300 Wildwood Parkway, Atlanta, Georgia**

(Address of Principal Executive Offices)

**30339**

(Zip Code)

Registrant's telephone number, including area code: **(770) 953-7000**

**Not applicable**

(Former name or former address if changed since last report.)

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))

This Amendment No. 1 to the Current Report on Form 8-K (this Form 8-K/A) is being filed to incorporate changes to the Current Report on Form 8-K filed by BlueLinx Holdings Inc. (BlueLinx or the Company) on May 20, 2011 (the Form 8-K). This Form 8-K/A amends and restates the Form 8-K in its entirety.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 19, 2011, the Company held its Annual Meeting of Stockholders to (1) elect eight directors to hold office until the 2012 annual meeting of stockholders or until their successors are duly elected and qualified, (2) ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2011, (3) approve an amendment to the BlueLinx Holdings Inc. 2006 Long-Term Equity Incentive Plan (as amended and restated effective May 21, 2008) to increase the number of shares available for grant thereunder from 3,200,000 shares to 5,200,000 shares and permit the grant of awards exempt from the deduction limits of Section 162(m) of the Internal Revenue Code, (4) approve the BlueLinx Holdings Inc. Amended and Restated Short-Term Incentive Plan, (5) approve the advisory, non-binding resolution regarding the executive compensation described in the Company's Proxy Statement, and (6) recommendation on the frequency of future advisory votes on executive compensation. At the close of business on April 4, 2011, the record date, an aggregate of 33,215,906 shares of the Company's common stock were issued and outstanding. At the meeting, 30,367,989 shares of common stock were represented in person or by proxy; therefore, a quorum was present.

At the May 19, 2011 Annual Meeting, the Company's stockholders voted as follows:

(1) For the election of the below-named nominees to the Board of Directors of the Company:

| Nominees           | Number of Votes |           | Broker Non-Votes |
|--------------------|-----------------|-----------|------------------|
|                    | For             | Withheld  |                  |
| Howard S. Cohen    | 23,822,721      | 3,600,649 | 2,944,619        |
| Richard S. Grant   | 25,433,548      | 1,989,822 | 2,944,619        |
| George R. Judd     | 25,815,503      | 1,607,867 | 2,944,619        |
| Steven F. Mayer    | 23,989,356      | 3,484,014 | 2,944,619        |
| Charles H. McElrea | 23,870,445      | 3,552,925 | 2,944,619        |
| Alan H. Schumacher | 25,429,348      | 1,994,022 | 2,944,619        |
| Robert G. Warden   | 23,932,856      | 3,490,514 | 2,944,619        |
| M. Richard Warner  | 23,940,256      | 3,483,114 | 2,944,619        |

(2) For the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2011:

| For        | Against | Abstain |
|------------|---------|---------|
| 30,303,838 | 57,551  | 6,600   |

(3) For the approval of an amendment to the BlueLinx Holdings Inc. 2006 Long-Term Equity Incentive Plan (as amended and restated effective May 21, 2008) to increase the number of shares available for grant thereunder from 3,200,000 shares to 5,200,000 shares and permit the grant of awards exempt from the deduction limits of Section 162(m) of the Internal Revenue Code:

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 23,206,432 | 3,959,945 | 257,993 | 2,943,619       |

(4) For the approval of the BlueLinx Holdings Inc. Amended and Restated Short-Term Incentive Plan:

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 27,067,306 | 313,846 | 43,218  | 2,943,619       |

(5) For the approval of the advisory, non-binding resolution regarding the executive compensation described in the Company's Proxy Statement:



| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 27,207,227 | 167,129        | 50,014         | 2,943,619              |

(6) Recommendation on the frequency of future advisory votes on executive compensation:

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|---------------|----------------|----------------|----------------|------------------------|
| 24,292,581    | 243,893        | 2,863,402      | 24,494         | 2,943,619              |

A majority of votes cast by stockholders were in favor of an annual advisory vote to approve executive compensation. After considering the matter, the Board of Directors of the Company determined that it will include an annual advisory vote on executive compensation in the Company's proxy materials for each annual meeting of stockholders until the next advisory vote of stockholders on the frequency of future votes on executive compensation, which will occur no later than the Company's 2017 annual meeting of stockholders.

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**SIGNATURES**

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.

**BLUELINX HOLDINGS INC.**

By: /s/ Sara E. Epstein  
Sara E. Epstein  
Secretary

Dated: June 23, 2011