

SOULELES THOMAS S
 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)

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

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOULELES THOMAS S C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	X	X		

Signatures

/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).

(1) 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.

(2) Thomas S. Souleles is a managing director of MDP. Mr. Souleles may be deemed to share beneficial ownership of the shares of Boise Cascade Company's common stock held of record by BC Holdings and has an indirect pecuniary interest in such shares through his investment in MDP IV. Mr. Souleles expressly disclaims beneficial ownership of such shares except to the extent of 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:

Exhibit List: Exhibit 24 - Power of Attorney

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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