

MADISON DEARBORN CAPITAL PARTNERS IV LP

Form 3

March 03, 2008

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**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 *BOISE CASCADE
HOLDINGS, L.L.C.

(Last) (First) (Middle)

C/O BOISE CASCADE
HOLDINGS, L.L.C., 1111
WEST JEFFERSON STREET,
SUITE 300

(Street)

BOISE, ID 83728

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
02/22/20083. Issuer Name and Ticker or Trading Symbol
Boise Inc. [BZ]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
____X____ 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 \$0.0001

37,857,374

I

See footnote ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 Date3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial Ownership

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(Month/Day/Year)		Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOISE CASCADE HOLDINGS, L.L.C. C/O BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728	^	^ X	^	^
FOREST PRODUCTS HOLDINGS, L.L.C. C/O BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728	^	^ X	^	^
MADISON DEARBORN CAPITAL PARTNERS IV LP C/O BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728	^	^ X	^	^
MADISON DEARBORN PARTNERS IV LP C/O BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728	^	^ X	^	^

Signatures

Boise Cascade Holdings, L.L.C. By: /s/ David G. Gadda, Its: Vice President and General Counsel	03/03/2008
__Signature of Reporting Person	Date
Forest Products Holdings, L.L.C. By: /s/ Wayne Rancourt Its: Vice President and Treasurer	03/03/2008
__Signature of Reporting Person	Date
Madison Dearborn Capital Partners IV, L.P. By: Madison Dearborn Partners IV, L.P., its General Partner By: Madison Dearborn Partners, LLC, its General Partner By: /s/ Mark B. Tresnowski, Managing Director	03/03/2008
__Signature of Reporting Person	Date
Madison Dearborn Partners IV, L.P. By: Madison Dearborn Partners, LLC, its General Partner By: /s/ Mark B. Tresnowski, Managing Director	03/03/2008
__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).

Boise Cascade Holdings, L.L.C. ("BCH") is the record owner of the 37,857,374 shares set forth herein. The shares held by BCH may be deemed to be beneficially owned by: (i) Forest Products Holdings, L.L.C. ("FPH"), by virtue of its being the controlling equityholder of BCH; (ii) Madison Dearborn Capital Partners IV, L.P. ("MDCP IV") by virtue of its being the controlling equityholder of FPH; and (iii) Madison Dearborn Partners IV, L.P. ("MDP IV"), by virtue of its being the general partner of MDCP IV. John A. Canning, Jr., Paul J.

- (1) Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the shares held by MDCP IV and MDP IV. Each of FPH, MDCP IV, MDP IV and the members of the limited partner committee of MDP IV disclaims beneficial ownership of the shares held directly by BCH except to the extent of his or its respective pecuniary interest therein.

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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