

BOISE CASCADE Co
Form 8-K
August 16, 2013

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 15, 2013**

BOISE CASCADE COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-35805
(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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As previously disclosed, the terms of the Indenture, among other things, limit the ability of the Company and certain of its subsidiaries to: incur additional debt; declare or pay dividends; redeem stock or make other distributions to stockholders; make investments; create liens on assets; consolidate, merge or transfer all of substantially all of its assets; enter into transactions with affiliates and sell or transfer certain assets.

The Indenture also provides for customary events of default, subject in certain cases to customary grace and cure periods and notification requirements. Generally, if an event of default occurs and is not cured within the time periods specified, the Trustee or the holders of at least 25% in principal amount of the then outstanding notes may declare the principal of and accrued but unpaid interest on all notes to be due and payable.

The description of the New Notes and the related guarantee contained in this Current Report on Form 8-K is qualified in its entirety by reference to the complete text of the Indenture, which is incorporated herein by reference, and to the complete text of the form of New Notes and the form of guarantee, which are filed herewith as Exhibits 4.2 and 4.3, respectively, and are incorporated herein by reference.

Registration Rights Agreement

In connection with the issuance of the New Notes, the Company, the guarantors of the New Notes and the initial purchasers of the New Notes entered into a registration rights agreement dated August 15, 2013 (the "Registration Rights Agreement"). Pursuant to the Registration Rights Agreement, the Company and the guarantors have agreed to use commercially reasonable efforts to file an exchange offer registration statement with the Securities and Exchange Commission (the "SEC"), have such registration statement declared effective by the SEC and complete an offer to exchange the New Notes for substantially identical notes registered under the Securities Act (the "Exchange Offer") by December 31, 2013, and in certain limited circumstances, to file a shelf registration statement. If the Company and the guarantors breach

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Indenture, dated as of October 22, 2012, by and among Boise Cascade Company, Boise Cascade Finance Corporation, the guarantors party thereto and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Boise Cascade Holdings, L.L.C.'s Current Report on Form 8-K filed on October 23, 2012).

- 4.2 Form of 6 3/8% Senior Note due 2020 with respect to the New Notes.
- 4.3 Form of 6 3/8% Senior Note Guarantee with respect to the New Notes.
- 4.4 Registration Rights Agreement, dated as of August 15, 2013, by and among Boise Cascade Company, the guarantors party thereto and the initial purchasers named therein.
- 10.1 Fifth Amendment to Credit Agreement, dated as of August 15, 2013, by and among the lenders party thereto, Wells Fargo Capital Finance, LLC, as administrative agent, Boise Cascade Company and the other borrowers and guarantors party thereto.
- 99.1 Press Release, dated August 15, 2013, 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/ John T. Sahlberg
John T. Sahlberg
Senior Vice President, Human Resources and General
Counsel

Date: August 16, 2013

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
4.1	Indenture, dated as of October 22, 2012, by and among Boise Cascade Company, Boise Cascade Finance Corporation, the guarantors party thereto and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Boise Cascade Holdings, L.L.C.'s Current Report on Form 8-K filed on October 23, 2012).
4.2	Form of 6 3/8% Senior Note due 2020 with respect to the New Notes.
4.3	Form of 6 3/8% Senior Note Guarantee with respect to the New Notes.
4.4	Registration Rights Agreement, dated as of August 15, 2013, by and among Boise Cascade Company, the guarantors party thereto and the initial purchasers named therein.
10.1	Fifth Amendment to Credit Agreement, dated as of August 15, 2013, by and among the lenders party thereto, Wells Fargo Capital Finance, LLC, as administrative agent, Boise Cascade Company and the other borrowers and guarantors party thereto.
99.1	Press Release, dated August 15, 2013, issued by Boise Cascade Company.