

OFFICEMAX INC  
Form S-8  
May 17, 2010

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 17, 2010

REGISTRATION NO. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**OFFICEMAX INCORPORATED**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation or organization)

**82-0100790**  
(I.R.S. Employer  
Identification No.)

263 SHUMAN BLVD

NAPERVILLE, ILLINOIS  
(Address of Principal Executive Offices)

60563  
(Zip Code)

2003 OFFICEMAX INCENTIVE AND PERFORMANCE PLAN

(Full title of the plan)

SUSAN WAGNER-FLEMING

SENIOR VICE PRESIDENT, SECRETARY, AND ASSOCIATE GENERAL COUNSEL

OFFICEMAX INCORPORATED

263 SHUMAN BLVD

NAPERVILLE, ILLINOIS 60563

(630) 438-7800

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$2.50 per share	2,451,000 shares	\$18.15(2)	\$44,485,650(2)	\$3,171.83(2)

- The shares of common stock being registered will be issued in connection with the 2003 OfficeMax Incentive and Performance Plan. This registration statement also covers an indeterminate number of shares of common stock that may be issuable by reason of stock splits, stock dividends, or other adjustment provisions of the 2003 OfficeMax Incentive and Performance Plan, in accordance with Rule 416 under the Securities Act of 1933, as amended.
- The aggregate offering price and registration fee have been calculated in accordance with Rule 457(h) under the Securities Act of 1933, as amended. The computation is based on the average of the high and low sale prices of the common stock as reported on the New York Stock Exchange on May 14, 2010.



**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8 and Rule 429, OfficeMax Incorporated, a Delaware corporation, is filing this registration statement for the purpose of registering an additional 2,451,000 shares of our common stock which may be issued in accordance with the terms of our 2003 OfficeMax Incentive and Performance Plan (the Plan ) as a result of an amendment to that Plan approved by shareholders on April 14, 2010. The contents of the prior registration statements (File Nos. 333-105245 and 333-110397) pertaining to shares issuable under the Plan are incorporated herein by reference.

**ITEM 8. EXHIBITS.**

- 4.1 2003 OfficeMax Incentive and Performance Plan (as Amended and Restated effective as of April 14, 2010). Filed as Appendix A to our Definitive Proxy Statement filed with the Securities and Exchange Commission on March 4, 2010 and incorporated herein by reference.
- 5.1\* Opinion of Susan Wagner-Fleming, Senior Vice President, Secretary and Associate General Counsel of the Company
- 23.1\* Consent of Susan Wagner-Fleming, Senior Vice President, Secretary and Associate General Counsel of the Company (included in Exhibit 5.1)
- 23.2\* Consent of KPMG LLP

\* filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, OfficeMax Incorporated certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Naperville, State of Illinois, on May 17, 2010.

OfficeMax Incorporated

By /s/ Sam K. Duncan  
 Sam K. Duncan  
 Chief Executive Officer

Dated: May 17, 2010

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons, on behalf of the registrant and in the capacities indicated, on May 17, 2010.

Signature	Capacity
<p><b>(i) Principal Executive Officer:</b></p> <p>/s/ Sam K. Duncan</p> <p>Sam K. Duncan</p>	<p>Chief Executive Officer</p>
<p><b>(ii) Principal Financial Officer:</b></p> <p>/s/ Bruce Besanko</p> <p>Bruce Besanko</p>	<p>Executive Vice President, Finance,                      Chief Financial Officer and Chief Administrative Officer</p>
<p><b>(ii) Principal Accounting Officer:</b></p> <p>/s/ Deborah A. O Connor</p> <p>Deborah A. O Connor</p>	<p>Senior Vice President, Finance and                      Chief Accounting Officer</p>
<p><b>(iii) Directors:</b></p> <p>/s/ Dorrit J. Bern</p> <p>Dorrit J. Bern</p> <p>/s/ Warren F. Bryant</p> <p>Warren F. Bryant</p> <p>/s/ Joseph M. DePinto</p> <p>Joseph M. DePinto</p>	<p>/s/ Sam K. Duncan</p> <p>Sam K. Duncan</p> <p>/s/ Rakesh Gangwal</p> <p>Rakesh Gangwal</p> <p>/s/ Francesca Ruiz de Luzuriaga</p> <p>Francesca Ruiz de Luzuriaga</p>

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/s/ David M. Szymanski

/s/ William J. Montgoris

David M. Szymanski

William J. Montgoris

INDEX TO EXHIBITS

**EXHIBIT  
NUMBER**

**DESCRIPTION OF EXHIBITS**

- |       |  |
|-------|--|
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