

AUERBACH JONATHAN A G

Form 4

August 01, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
See Instruction
 1(b).

**STATEMENT OF CHANGES IN 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 *
 Hound Partners, LLC

(Last) (First) (Middle)

101 PARK AVENUE, 48TH
 FLOOR

(Street)

NEW YORK, NY 10178

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
 BOISE INC. [BZ]

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/29/2008

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
 ____ Officer (give title below) ____ Other (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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am Nur Sha
				Code	V	(A)	(D)		
Contingent Value Right	<u>(1)</u> <u>(2)</u>					02/06/2009	02/15/2009	Common Stock, \$.0001 par value	1,3
Contingent Value Right	<u>(1)</u> <u>(2)</u>					02/06/2009	02/15/2009	Common Stock, \$.0001 par value	1,3
Warrant	\$ 7.5	07/29/2008	08/01/2008	S		1,810,241	02/22/2008 06/18/2011	Common Stock, \$.0001 par value	1,8
Warrant	\$ 7.5	07/29/2008	08/01/2008	S		2,292,758	02/22/2008 06/18/2011	Common Stock, \$.0001 par value	2,2
Warrant	\$ 7.5	07/30/2008	08/02/2008	S		220,600	02/22/2008 06/18/2011	Common Stock, \$.0001 par value	22
Warrant	\$ 7.5	07/30/2008	08/02/2008	S		279,400	02/22/2008 06/18/2011	Common Stock, \$.0001 par value	27
Warrant	\$ 7.5	07/31/2008	08/05/2008	S		772,100	02/22/2008 06/18/2011	Common Stock, \$.0001 par value	77
Warrant	\$ 7.5	07/31/2008	08/05/2008	S		977,900	02/22/2008 06/18/2011	Common Stock, \$.0001 par value	97
Warrant	\$ 7.5	07/31/2008	08/05/2008	S		18,597	02/22/2008 06/18/2011		1

								Common Stock, \$.0001 par value	
Warrant	\$ 7.5	07/31/2008	08/05/2008	S	23,554	02/22/2008	06/18/2011	Common Stock, \$.0001 par value	2
Warrant	\$ 7.5	08/01/2008	08/06/2008	S	750,911	02/22/2008	06/18/2011	Common Stock, \$.0001 par value	75
Warrant	\$ 7.5	08/01/2008	08/06/2008	S	952,895	02/22/2008	06/18/2011	Common Stock, \$.0001 par value	95

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hound Partners, LLC 101 PARK AVENUE 48TH FLOOR NEW YORK, NY 10178		X		
Hound Performance, LLC 101 PARK AVENUE 48TH FLOOR NEW YORK, NY 10178		X		
AUERBACH JONATHAN A G 215 E 73RD STREET NEW YORK, NY 10021		X		

Signatures

Hound Partners, LLC, By: /s/ Jonathan Auerbach, Managing Member 08/01/2008

 **Signature of Reporting Person

Date _____

Hound Performance, LLC, By: /s/ Jonathan Auerbach, Managing Member 08/01/2008

 **Signature of Reporting Person

Date _____

/s/ Jonathan Auerbach 08/01/2008

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

In order to receive a settlement of the Contingent Value Rights (the "CVRs"), (i) the Common Stock's Anniversary Price (defined as the arithmetical average of the volume weighted average trading price of the Common Stock as reported by Bloomberg Professional Service for the period beginning 9:30 a.m., New York City time and ending at 4:00 p.m., New York City time for the 30 trading days prior to February 5, 2009) must be less than \$10.50 and (ii) the holder must give written notice between February 6, 2009 and February 15, 2009 to Terrapin Partners Venture Partnership and Boise Cascade, L.L.C. (together, the "Grantors") requesting payment of the CVRs.

Subject to certain adjustments set forth in the Contingent Value Rights Agreement, included as Exhibit 99.2 to the issuer's Schedule 14A filed with the Securities and Exchange Commission on February 1, 2008, the Grantors will pay or transfer to holder an amount per CVR by which the Anniversary Price is less than \$10.50, up to a maximum of \$1.00. For purposes of determining the number of Common Stock shares that may be transferred to Mr. Auerbach upon settlement of the CVRs, the value of each Common Stock share will equal the higher of the Anniversary Price or \$9.00.

The securities may be deemed to be beneficially owned by (a) Hound Performance, LLC, the general partner of Hound Partners, LP; (b) Hound Partners, LLC, the investment manager of Hound Partners, LP and (c) Jonathan Auerbach, the managing member of Hound Performance, LLC and Hound Partners, LLC. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of his or its pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

The securities may be deemed to be beneficially owned by (a) Hound Performance, LLC, the general partner of Hound Partners Offshore Fund, LP; (b) Hound Partners, LLC, the investment manager of Hound Partners Offshore Fund, LP and (c) Jonathan Auerbach, the managing member of Hound Performance, LLC and Hound Partners, LLC. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of his or its pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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