

OFFICEMAX INC

Form 424B3

June 29, 2011

**PROSPECTUS SUPPLEMENT**

(To prospectus dated March 23, 2011)

**Filed Pursuant to Rule 424(b)(3)**

**Registration No. 333-162866**

**2,771,909 SHARES OF COMMON STOCK, \$2.50 PAR VALUE**

**OFFICEMAX**

**INCORPORATED**

This prospectus supplement supplements the prospectus dated March 23, 2011, relating to the resale of 2,771,909 shares of our common stock to allow our master trust (the Selling Stockholder), which is the funding vehicle for the Company's six tax-qualified employee pension benefit plans (the Plans), to resell, from time to time, shares of our common stock that we contributed as a voluntary, excess contribution to the Selling Stockholder. Since the date that we contributed such shares to the Selling Stockholder, the Selling Stockholder has sold 5,559,813 of the 8,331,722 shares contributed to the Selling Stockholder, and the 2,771,909 shares specified above represents the number of shares remaining to be sold. This prospectus supplement should be read in conjunction with the prospectus dated March 23, 2011, including any supplements thereto, which is to be delivered with this prospectus supplement, and this prospectus supplement is qualified by reference to the prospectus and any supplements thereto, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus and any supplements thereto. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any supplements thereto.

**Current Report on Form 8-K**

On June 28, 2011, we filed a Current Report on Form 8-K with the Securities and Exchange Commission. The text of such Form 8-K is attached hereto.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is June 29, 2011.

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report: June 28, 2011**

**Date of earliest event reported: June 25, 2011**

**OFFICEMAX INCORPORATED**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of**  
**Incorporation)**

**1-5057**  
**(Commission**  
**File Number)**

**82-0100960**  
**(IRS Employer**  
**Identification No.)**

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**263 Shuman Blvd.**

**Naperville, Illinois 60563**

**(Address of principal executive offices) (Zip Code)**

**(630) 438-7800**

**(Registrant's telephone number, including area code)**

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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On June 25, 2011, OfficeMax Incorporated (the Company) and Boise White Paper, L.L.C. (Boise) entered into a new Paper Purchase Agreement (the Paper Agreement) whereby the Company has agreed to purchase office papers from Boise, and Boise has agreed to supply office papers to the Company, subject to the terms and conditions of the Paper Agreement. The Paper Agreement replaces the previous paper purchase agreement between the parties executed in 2004. For more information about the termination of the previous agreement, please refer to Item 1.02 of this Current Report on Form 8-K.

The Paper Agreement requires the Company to purchase from Boise and Boise to sell to the Company virtually all of the Company's North American requirements for office paper, subject to certain conditions. After 2012, the Paper Agreement provides the Company more flexibility to purchase paper from paper producers other than Boise. The Paper Agreement's term will expire on December 31, 2017, followed by a gradual reduction of the Company's purchase requirements over a two year period thereafter. However, if certain circumstances occur, the term may be terminated earlier, beginning as early as December 31, 2012. If the term ends December 31, 2012, it will be followed by a gradual reduction of the Company's purchase requirements over a four year period. If the term ends on a later date, the gradual reduction period will last two years.

**Item 1.02. Termination of Material Definitive Agreement.**

On June 25, 2011, the Company and Boise jointly terminated the Paper Purchase Agreement executed by them on April 28, 2004 (the Old Agreement). The Old Agreement had required the Company to purchase virtually all of its North American requirements for office papers from Boise to the extent Boise chose to supply such papers to the Company. The Old Agreement provided for a gradual reduction of the Company's purchase requirements over a four year period to begin after the delivery of notice of termination but not prior to December 31, 2012. The Old Agreement also required the Company to purchase from Boise certain paper products manufactured by third parties, for so long as Boise distributed those products.

The termination of the Old Agreement was effective upon the execution of the Paper Agreement, as described above in Item 1.01 of this Current Report on Form 8-K. The Old Agreement was terminated without penalty to either party.

**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.

Dated: June 28, 2011

OFFICEMAX INCORPORATED

By: /s/ Matthew R. Broad  
Matthew R. Broad  
Executive Vice President and General Counsel