

BOISE CASCADE Co
Form DEFA14A
April 23, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.))
Filed by the Registrant ý
Filed by a Party other than the Registrant o
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-

BOISE CASCADE COMPANY
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (3) Proposed maximum aggregate value of transaction:
 - (4) Total fee paid:
- Fee paid previously with preliminary materials.
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:
 - (4) Date Filed:
-

The following information was filed by the Registrant on Form 8-K:

Item 8.01 Other Events.

Boise Cascade Company (the “Company”) ceased being a controlled company on July 30, 2013 and, in accordance with the rules of the New York Stock Exchange (“NYSE”), has transitioned the composition of its committees to comply with the NYSE corporate governance requirements applicable to non-controlled companies. Although the Company had until July 30, 2014 (one year from the date on which it ceased being a controlled company) to fully comply with all of the NYSE's corporate governance requirements, the Company has completed this transition. The Company's board of directors consists of a majority of independent directors. Additionally, the Company's compensation committee consists solely of independent directors and is comprised of Messrs. Samuel Mencoﬀ, John Madigan and Thomas Souleles and Ms. Karen Gowland. The Company's corporate governance and nominating committee also consists solely of independent directors and is comprised of Messrs. Thomas Souleles and Matthew Norton and Ms. Karen Gowland.

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: April 23, 2014