

BOISE CASCADE Co  
Form 8-K/A  
July 31, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
(Amendment No. 1)  
CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): May 8, 2014

BOISE CASCADE COMPANY

(Exact name of registrant as specified in its charter)

Delaware

1-35805

20-1496201

(State or other jurisdiction

(Commission

(IRS Employer

of incorporation)

File Number)

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)

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))

Explanatory Note:

This Amendment No. 1 to the Current Report regarding Section 5.07, Submission of Matters to a Vote of Security Holders, filed on May 12, 2014, with the Securities and Exchange Commission (the “Commission”) is filed for the purpose of adding to the Form 8-K in accordance with Item 5.07(d) of Form 8-K, a disclosure with respect to how frequently the registrant will include a shareholder vote on compensation of executives in its proxy materials until the next required vote on the frequency of shareholder votes on the compensation of executives.

The Form 8-K is amended by adding thereto, immediately following the existing disclosure in Item 5.07, under Proposal No. 2, a new paragraph reading as follows:

In accordance with the expressed preference of our shareholders reflected in the non-binding, advisory vote described in our Proxy Statement filed with the Commission on April 2, 2014, the Board of Directors has determined to include an advisory shareholder vote on executive compensation of our named executive officers in our proxy materials on an annual basis until the next required advisory vote on the frequency of shareholder votes on executive compensation, which will occur no later than our annual meeting of shareholders in 2019.

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**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: July 31, 2014