

BOISE CASCADE Co  
Form 8-K  
May 12, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
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<br>(State or other jurisdiction<br>of incorporation)   | 1-35805<br>(Commission<br>File Number) | 20-1496201<br>(IRS Employer<br>Identification No.) |
| 1111 West Jefferson Street, Suite 300<br>Boise, Idaho 83702-5389<br>(Address of principal executive offices) (Zip Code) |  |  |
| (208) 384-6161<br>(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))
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5.07 Submission of Matters to a Vote of Security Holders.

(a) Annual Shareholders' Meeting.

The annual shareholders' meeting of Boise Cascade Company (the "Company") was held on May 8, 2014. The matters submitted to a vote of the Company's shareholders at the Company's annual meeting are set forth in clause (b) below and are described in detail in the Company's definitive proxy statement (the "Proxy Statement").

(b) Voting Results.

Proposal No. 1 - Election of Directors

Shareholders elected two Class I directors--Thomas E. Carlile and Duane C. McDougall--with terms expiring at the Company's annual meeting in 2017. The final vote results with respect to each director nominee are set forth below:

| Nominee            | For        | Against   | Abstain | Broker Non-Votes |
|--------------------|------------|-----------|---------|------------------|
| Thomas E. Carlile  | 33,535,429 | 254,198   | 457,169 | 2,788,712        |
| Duane C. McDougall | 24,429,514 | 9,360,113 | 457,169 | 2,788,712        |

Proposal No. 2 - Advisory Vote on the Frequency of the Advisory Vote regarding the Company's Executive Compensation Program

The final voting results for the nonbinding advisory vote on the frequency of future votes regarding executive compensation are set forth below:

| Annual     | Every 2 Years | Every 3 Years | Abstain | Broker Non-Votes |
|------------|---------------|---------------|---------|------------------|
| 32,057,142 | 41,163        | 1,651,235     | 497,256 | 2,788,712        |

Proposal No. 3 - Advisory Approval of the Company's Executive Compensation Program

The nonbinding advisory proposal to approve the compensation of our named executive officers as described in the Proxy Statement was approved. The related final voting results are set forth below:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 33,599,765 | 149,096 | 497,935 | 2,788,712        |

Proposal No. 4 - Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for 2014

Shareholders ratified the appointment of KPMG LLP as our independent registered public accounting firm for 2014. The related final voting results are set forth below:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 36,488,843 | 82,349  | 464,316 | 0                |

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: May 12, 2014