

BlueLinx Holdings Inc.
Form S-8 POS
December 31, 2008

Table of Contents

As filed with the Securities and Exchange Commission on December 31, 2008

Registration Statement No. 333-128091

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
BlueLinx Holdings Inc.**

(Exact name of registrant as specified in its charter)

Delaware

77-0627356

(State or other jurisdiction of incorporation or
organization)

(IRS Employer Identification Number)

4300 Wildwood Parkway
Atlanta, Georgia

30339

(Address of Principal Executive Offices)

(Zip Code)

**BLUELINX CORPORATION HOURLY SAVINGS PLAN
BLUELINX CORPORATION SALARIED SAVINGS PLAN**

(Full title of the plan)

Matthew R. Nozemack, Esq.
Assistant General Counsel and Secretary
4300 Wildwood Parkway
Atlanta, Georgia 30339
(770) 953-7000

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller reporting company)

TABLE OF CONTENTS

Item 8. Exhibits

SIGNATURES

EXHIBIT INDEX

Table of Contents

EXPLANATORY STATEMENT DEREGISTRATION OF SECURITIES

BlueLinx Holdings Inc. (the Company) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-128091, originally filed with the Securities and Exchange Commission on September 2, 2005 (the 2005 Registration Statement) to deregister all plan interests and the 2,200,000 shares of its Common Stock, par value \$.01 per share, which were previously registered for the BlueLinx Corporation Hourly Savings Plan and the BlueLinx Corporation Salaried Savings Plan (the Plans) on the 2005 Registration Statement and which remain unsold. This deregistration is being made because the Company has decided to cease the offering of its Common Stock under the Plans.

Item 8. Exhibits.

The following is a complete list of exhibits filed as part of this Registration Statement:

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|---|
| 24 | Power of Attorney (included on signature page). |

Table of Contents

SIGNATURES

The Registrant

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 31st day of December, 2008.

BLUELINX HOLDINGS INC.

By: /s/ George R. Judd

Name: George R. Judd

Title: Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints George R. Judd and Matthew R. Nozemack, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all additional amendments to the Registration Statement, including post-effective amendments thereto and any registration statements filed pursuant to Rule 462 under the Securities Act of 1933, and to file the same, with all exhibits hereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------|---------------------------------------|-------------------|
| /s/ George R. Judd | Chief Executive Officer and Director | December 31, 2008 |
| George R. Judd | | |
| /s/ Howard S. Cohen | Chairman of the Board of Directors | December 31, 2008 |
| Howard S. Cohen | | |
| /s/ H. Douglas Goforth | Chief Financial Officer and Treasurer | December 31, 2008 |
| H. Douglas Goforth | | |
| /s/ Richard S. Grant | Director | December 31, 2008 |
| Richard S. Grant | | |

Table of Contents

| Signature | Title | Date |
|--|--------------|-------------------|
| /s/ Richard B. Marchese Richard B. Marchese | Director | December 31, 2008 |
| /s/ Steven F. Mayer Steven F. Mayer | Director | December 31, 2008 |
| /s/ Charles H. McElrea Charles H. McElrea | Director | December 31, 2008 |
| /s/ Alan H. Schumacher Alan H. Schumacher | Director | December 31, 2008 |
| /s/ Mark A. Suwyn Mark A. Suwyn | Director | December 31, 2008 |
| /s/ Robert G. Warden Robert G. Warden | Director | December 31, 2008 |
| /s/ M. Richard Warner M. Richard Warner | Director | December 31, 2008 |

The Plans.

Pursuant to the requirements of the Securities Act, BlueLinx Corporation, as Administrator of the Plans, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 31st day of December, 2008.

BLUELINX CORPORATION HOURLY SAVINGS
PLAN
BLUELINX CORPORATION SALARIED
SAVINGS PLAN

By: /s/ Matthew R. Nozemack
BLUELINX CORPORATION
Name: Matthew R. Nozemack
Title: Secretary

Table of Contents

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