

BlueLinx Holdings Inc.  
Form 8-K  
March 11, 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): March 5, 2014

**BLUELINX HOLDINGS INC.**

(Exact name of registrant specified in its charter)

Delaware      001-32383      77-0627356  
(State or other (Commission (I.R.S. Employer  
jurisdiction of    File Number)    Identification No.  
incorporation)

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L300 Wildwood Parkway, Atlanta, Georgia 30339  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (770) 953-7000

Not applicable

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

£ 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 5.02      Departure of Directors or Certain Officers; Election of  
Directors;  
Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 5, 2014, the Compensation Committee (the “Committee”) of the BlueLinx Holdings Inc. (the “Company”) Board of Directors approved the financial criteria used in establishing bonus and award grants for fiscal 2014 under the Company’s short-term cash incentive plan (the “Short Term Incentive Plan”) for certain of the Company’s executive officers, including the Company’s named executive officers.

Under the Company’s Short-Term Incentive Plan, an annual bonus pool is established and funded based solely on performance as measured against established strategic, operational and/or financial goals at different levels of the Company’s operating structure. In general, the bonus pool is allocated to each participant based on the participant’s “target bonus percentage” (a percentage of such participant’s current compensation) and the extent to which the Company and/or such participant’s operating group(s) meets the established strategic, operational and/or financial goals. Each of the named executive officers is a participant in the Short-Term Incentive Plan, and each of their bonuses are subject to adjustment by the Committee, in its discretion, based on the officer’s individual performance and contribution to the Company.

Each of the named executive officer’s target bonus percentages for fiscal 2014 remain unchanged from the targets previously disclosed.

The Committee established corporate earnings before interest, tax, depreciation and amortization (EBITDA) and EBITDA as a percentage of working capitals, with the two criteria weighted equally, as the financial performance metrics for the Short Term Incentive Plan in fiscal 2014.

The foregoing summary of the Company’s Short Term Incentive Plan is qualified in its entirety by reference to the full text of the Company’s Amended and Restated Short-Term Incentive Plan, the form of which was filed as Attachment B to the Definitive Proxy Statement for the 2011 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on April 18, 2011.

SIGNATURES

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.

**BLUELINX HOLDINGS INC.**

By: /s/ Sara E. Epstein  
Sara E. Epstein  
Vice President, General Counsel and  
Corporate Secretary

Dated: March 11, 2014