

OFFICEMAX INC
Form 8-K
May 04, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

Current Report

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

Date of Report:

May 4, 2012

Date of earliest event reported:

April 30, 2012

OFFICEMAX INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-5057
(Commission File Number)

82-0100960
(IRS Employer Identification No.)

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263 Shuman Blvd.

Naperville, Illinois
(Address of principal executive offices)

(630) 438-7800

60563
(Zip Code)

(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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

OfficeMax Incorporated (OfficeMax) held its annual stockholders meeting on April 30, 2012. At the annual meeting, OfficeMax s stockholders (i) elected each of the persons listed below to serve as an OfficeMax director for a term that will continue until the next annual meeting of stockholders or until his or her successor has been duly elected and qualified or the director s earlier resignation, death or removal, (ii) approved the appointment of KPMG LLP to serve as OfficeMax s independent registered public accounting firm for 2012, and (iii) adopted, on a non-binding, advisory basis, a resolution approving the compensation of OfficeMax s named executive officers described under the heading Executive Compensation in OfficeMax s proxy statement.

OfficeMax s independent inspector of elections reported the vote of the stockholders as follows:

Proposal 1: The election of directors.

| Name | FOR | AGAINST | WITHHOLD | BROKER NON-VOTE |
|-----------------------------|------------|-----------|----------|--------------------|
| Warren F. Bryant | 66,511,608 | 390,880 | 378,876 | 8,762,078 |
| Joseph M. DePinto | 65,948,732 | 943,632 | 389,000 | 8,762,078 |
| Rakesh Gangwal | 65,337,508 | 1,658,362 | 285,494 | 8,762,078 |
| V. James Marino | 66,518,675 | 387,211 | 375,478 | 8,762,078 |
| William J. Montgoris | 65,953,742 | 939,342 | 388,280 | 8,762,078 |
| Francesca Ruiz de Luzuriaga | 65,918,256 | 988,351 | 374,757 | 8,762,078 |
| Ravichandra K. Saligram | 66,144,423 | 851,811 | 285,130 | 8,762,078 |
| David M. Szymanski | 65,839,417 | 1,053,677 | 388,270 | 8,762,078 |

Proposal 2: The appointment of KPMG LLP as OfficeMax s independent registered public accounting firm for 2012.

| | | | |
|------------|------------|------------|------------|
| 00,000,000 | 00,000,000 | 00,000,000 | 00,000,000 |
| FOR | AGAINST | ABSTAIN | |
| 75,504,365 | 493,119 | 45,958 | |

Proposal 3: The adoption, on a non-binding, advisory basis, of a resolution approving the compensation of OfficeMax s named executive officers described under the heading Executive Compensation in OfficeMax s proxy statement.

| | | | |
|------------|------------|------------|--------------------|
| 00,000,000 | 00,000,000 | 00,000,000 | 00,000,000 |
| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
| 64,000,132 | 3,078,534 | 202,698 | 8,762,078 |

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.

Dated: May 4, 2012

OFFICEMAX INCORPORATED

By: /s/ Matthew R. Broad
Matthew R. Broad

Executive Vice President and General Counsel