

O'Farrell Susan C.
Form 4
July 19, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Farrell Susan C.

(Last) (First) (Middle)

4300 WILDWOOD PARKWAY

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BlueLinX Holdings Inc. [BXC]

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, CFO AND TREASURER

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/16/2018		M	(A) or (D) Amount 150,000 (1)	Price \$ 7	178,252	D
Common Stock	07/16/2018		D	(A) or (D) Amount 150,000 (1)	\$ 38.17 (2)	28,252	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Appreciation Rights	\$ 7	07/16/2018		M		150,000	(1)	07/16/2018	(1)	Common Stock	150,000 (1)
Restricted Stock Units	(3)							(4)	(4)	Common Stock	3,350
Restricted Stock Units	(3)							(5)	(5)	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'Farrell Susan C. 4300 WILDWOOD PARKWAY ATLANTA, GA 30339	SVP, CFO AND TREASURER

Signatures

/s/ Natali T. Mayo,
Attorney-in-Fact 07/19/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represent cash-settled stock appreciation rights (SARs) that vested on July 16, 2018. The SARs will be settled in two cash installments as follows: (i) 50% payable within thirty days of the vesting date, and (ii) 50% payable in 2019, no later than August 15, 2019.
 - Represents the "fair market value" of each SAR. The fair market value is equal to the average closing price for one share of BlueLinX Holdings Inc. common stock for the 20 trading days ending on the vesting date.
 - Each restricted stock unit represents a contingent right to receive one share of BlueLinX Holdings Inc. common stock.
 - The restricted stock units vest in three equal annual installments commencing on June 8, 2019. Vested shares will be delivered to the reporting person not later than 30 days after each vesting date.
 - The restricted stock units vest on July 20, 2018. Vested shares will be delivered to the reporting person not later than 30 days thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.