

BlueLinx Holdings Inc.  
Form S-1/A  
June 16, 2011

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**As filed with the Securities and Exchange Commission on June 16, 2011**

**Registration No. 333-173722**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Amendment No. 3 to  
Form S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BLUELINX HOLDINGS INC.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

**5031**

*(Primary Standard Industrial  
Classification Number)*

**77-0627356**

*(IRS Employer  
Identification Number)*

**4300 Wildwood Parkway  
Atlanta, Georgia 30339  
(404) 953-7000**

*(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive  
Offices)*

**Sara E. Epstein  
Senior Counsel**

**BlueLinx Holdings Inc.  
4300 Wildwood Parkway  
Atlanta, Georgia 30339  
(404) 953-7000**

*(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)*

**Copies of Communications to:**

**David W. Ghegan, Esq.  
Patrick W. Macken, Esq.  
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600 Peachtree Street, N.E., Suite 5200**

**Atlanta, Georgia 30308  
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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration

statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Rights to purchase common stock	(1)			(2)
Common stock, \$0.01 par value per share, underlying the subscription rights	28,571,428	\$2.10	\$ 60,000,000 (3)	\$ 6,966.00 (4)
<b>Total</b>			<b>\$ 60,000,000</b>	<b>\$ 6,966.00</b>

(1) Evidencing the right to subscribe for 28,571,428 shares of common stock, par value \$0.01 per share.

(2) The subscription rights are being issued without consideration. Pursuant to Rule 457(g), no separate registration fee is payable with respect to the subscription rights being offered hereby since the subscription rights are being registered in the same registration statement as the securities to be offered pursuant thereto.

(3) Represents the aggregate gross proceeds from the exercise of the maximum number of rights that may be issued.

(4) Previously paid.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

**SUBJECT TO COMPLETION, DATED JUNE 16, 2011**

**PRELIMINARY PROSPECTUS**

**UP TO 28,571,428 SHARES  
OF COMMON STOCK ISSUABLE UPON THE EXERCISE  
OF SUBSCRIPTION RIGHTS AT \$2.10 PER SHARE**

We are distributing, at no charge to our stockholders, transferable subscription rights to purchase up to an aggregate of 28,571,428 shares of common stock at a price of \$2.10 per whole share. We refer to this offering as the rights offering. We are offering to each of our stockholders one subscription right for each full common share owned by that stockholder as of the close of business on June 20, 2011, the record date. Each subscription right will entitle its holder to purchase 0.85922541 of a share of our common stock. Additionally, stockholders may over-subscribe for additional shares of common stock, although we cannot assure you that we will fill any over-subscriptions.

To the extent you properly exercise your over-subscription privilege for an amount of shares of common stock that exceeds the number of the unsubscribed shares available to you, the subscription agent will return to you any excess subscription payments, without interest or penalty, as soon as practicable following the expiration of the rights offering. We are not requiring a minimum individual or overall subscription to complete the rights offering. The subscription agent will hold in escrow the funds we receive from subscribers until we complete or cancel the rights offering. We have engaged Registrar and Transfer Company to serve as the subscription agent and Eagle Rock Proxy Advisors, LLC as information agent for the rights offering. The subscription agent will hold in escrow the funds we receive from subscribers until we complete or cancel the rights offering.

Our obligation to close the rights offering and issue the shares subscribed for in the rights offering is subject to the Company's satisfaction or waiver of certain liquidity improvement initiatives. See Questions and Answers Relating to the Rights Offering Are there any conditions to completing the rights offering?

The subscription rights will expire if they are not exercised by 5:00 p.m., New York City time, on July 22, 2011, but we may extend the rights offering for additional periods ending no later than July 29, 2011. Our disinterested directors may cancel the rights offering for any reason at any time before it expires. If we cancel the rights offering, the subscription agent will return all subscription payments received, without interest or penalty, as soon as practicable.

We have entered into an investment agreement (the Investment Agreement) with Cerberus ABP Investor LLC (Cerberus) who beneficially owns approximately 55% of our common stock before giving effect to the rights offering, under which, subject to the terms and conditions thereof, Cerberus has agreed to purchase from us, at the rights offering subscription price, unsubscribed shares of our common stock such that gross proceeds of the rights offering will be no less than \$60.0 million. As a stockholder of the Company as of the record date and pursuant to the Investment Agreement, Cerberus will have the right to subscribe for and purchase shares of our common stock under the basic subscription right, although it will not have the right to participate in the over-subscription privilege. In addition, Cerberus will only purchase unsubscribed shares to the extent they are not purchased by other stockholders in connection with the over-subscription privilege. The purchase of any shares by Cerberus, whether pursuant to the

Investment Agreement or upon exercise of rights, would be effected in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended, and, accordingly, would not be registered pursuant to the registration statement of which this prospectus forms a part. We refer to Cerberus as the backstop purchaser.

**You should carefully consider whether to exercise your subscription rights before the rights offering expires. All exercises of subscription rights are irrevocable. The purchase of shares of common stock involves a high degree of risk.**

**You should read Risk Factors beginning on page 9. Our board of directors is making no recommendation regarding your exercise of the subscription rights.**

The subscription rights are transferable, and we expect to list such rights for trading on the New York Stock Exchange under the symbol BXC RT ; however, we cannot assure you that a market for the rights will develop. The shares of common stock to be issued upon exercise of the subscription rights, like our existing shares of common stock, will be listed for trading on the New York Stock Exchange under the symbol BXC. The last reported sales price of our common stock on June 15, 2011 was \$3.04 per share.

This is not an underwritten offering. The shares of common stock are being offered directly by us without the services of an underwriter or selling agent.

	<b>Per Share</b>	<b>Total</b>
Subscription Price	\$ 2.10	\$ 60,000,000
Estimated Expenses	\$ 0.05	\$ 1,500,000
Proceeds to Us	\$ 2.05	\$ 58,500,000

**Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved of these securities or determined if this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is , 2011.

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## ABOUT THIS PROSPECTUS

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus regardless of the time of delivery of this prospectus or the time of any exercise of the subscription rights. Our business, financial condition, results of operations and prospects may have changed since the date of this prospectus.

In this prospectus, we rely on and refer to information and statistics regarding our industry. We obtained this market data from independent publications or other publicly available information that we believe are reliable.

No action is being taken in any jurisdiction outside the United States to permit a public offering of our securities or possession or distribution of this prospectus in that jurisdiction. Persons who come into possession of this prospectus in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of this prospectus applicable to those jurisdictions.

Unless the context indicates otherwise, all references in this prospectus to the Company, BlueLinx, we, us and our refer to BlueLinx Holdings Inc. and our wholly owned subsidiary, BlueLinx Corporation, except that in the discussion of our subscription rights and capital stock and related matters, these terms refer solely to BlueLinx Holdings Inc. and not to its subsidiary.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in, or incorporated by reference into, this prospectus are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain the words believe, anticipate, expect, estimate, intend, project, plan, will be, will likely continue, will likely r phrases of similar meaning. All of these forward-looking statements are based on estimates and assumptions made by our management that, although believed by us to be reasonable, are inherently uncertain. Forward-looking statements involve risks and uncertainties, including, but not limited to, economic, competitive, governmental and technological factors outside of our control, that may cause our business, strategy or actual results to differ materially from the forward-looking statements. We operate in a changing environment in which new risks can emerge from time to time. It is not possible for management to predict all of these risks, nor can it assess the extent to which any factor, or a combination of factors, may cause our business, strategy or actual results to differ materially from those contained in forward-looking statements. Factors you should consider that could cause these differences include, among other things:

changes in the prices, supply and/or demand for products which we distribute, especially as a result of conditions in the residential housing market;

inventory levels of new and existing homes for sale;

general economic and business conditions in the United States;

the financial condition and credit worthiness of our customers;

the activities of competitors;

changes in significant operating expenses;

fuel costs;

risk of losses associated with accidents;

exposure to product liability claims;

changes in the availability of capital and interest rates;

immigration patterns and job and household formation;

our ability to identify acquisition opportunities and effectively and cost-efficiently integrate acquisitions;

adverse weather patterns or conditions;

acts of war or terrorist activities;

variations in the performance of the financial markets, including the credit markets;

failure to close the rights offering on the terms discussed herein;

failure of the rights offering to be consummated if the conditions to the rights offering set forth in this prospectus are not satisfied;

failure of the backstop commitment to be consummated if the conditions in the Investment Agreement are not satisfied; and

the risk factors described herein under **Risk Factors** and the risk factors discussed from time to time in our periodic reports filed with the SEC, including our Annual Report on Form 10-K for the year ended January 1, 2011.

Given these risks and uncertainties, we caution you not to place undue reliance on forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as required by law.



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**QUESTIONS AND ANSWERS RELATING TO THE RIGHTS OFFERING**

*The following are examples of what we anticipate will be common questions about the rights offering. The answers are based on selected information included elsewhere in this prospectus. The following questions and answers do not contain all of the information that may be important to you and may not address all of the questions that you may have about the rights offering. This prospectus contains more detailed descriptions of the terms and conditions of the rights offering and provides additional information about us and our business, including potential risks related to the rights offering, shares of our common stock and our business.*

**What is the rights offering?**

We are distributing, at no charge, to holders of our shares of common stock, transferable subscription rights to purchase shares of our common stock. We are offering to each of our stockholders one subscription right for each full common share owned by that stockholder as of the close of business on June 20, 2011, the record date. Each subscription right will entitle its holder to purchase 0.85922541 of a share of our common stock. Each subscription right entitles the holder to a basic subscription right and an over-subscription privilege, as described below. The shares of common stock to be issued upon exercise of the subscription rights, like our existing shares of common stock, will be listed for trading on the New York Stock Exchange under the ticker symbol BXC.

**What is the basic subscription right?**

The basic subscription right gives our stockholders the opportunity to purchase 28,571,428 shares of common stock at a subscription price of \$2.10 per whole share. We have granted to you, as a stockholder of record on the record date, one subscription right for every share of our common stock you owned at that time. Fractional shares or cash in lieu of fractional shares will not be issued in the rights offering. Instead, fractional shares resulting from the exercise of the basic subscription right will be eliminated by rounding down to the nearest whole share.

We determined the ratio of rights required to purchase one share by dividing \$60,000,000 by the subscription price of \$2.10 to determine the number of shares to be issued in the rights offering and then dividing the number of shares to be issued in the rights offering by the number of shares of our common stock outstanding on the record date. Accordingly, each subscription right allows the holder thereof to subscribe for 0.85922541 of a share of common stock at the cash price of \$2.10 per whole share. As an example, if you owned 1,000 shares of our common stock on the record date, you would receive 1,000 subscription rights pursuant to your basic subscription right that would entitle you to purchase 859 shares of common stock (859.22541 rounded down to the nearest whole share) at a subscription price of \$2.10 per whole share.

You may exercise all or a portion of your basic subscription right or you may choose not to exercise any subscription rights at all. However, if you exercise less than your full basic subscription right, you will not be entitled to purchase shares of common stock under your over-subscription privilege.

If you hold a BlueLinx stock certificate, the number of shares of common stock you may purchase pursuant to your basic subscription right is indicated on the enclosed rights certificate. If you hold your shares in the name of a broker, dealer, custodian bank or other nominee who uses the services of the Depository Trust Company ( DTC ), you will not receive a rights certificate. Instead, DTC will issue one subscription right to your nominee record holder for every share of our common stock that you own at the record date. If you are not contacted by your nominee, you should contact your nominee as soon as possible.

**What is the over-subscription privilege?**

If you purchase all of the shares of common stock available to you pursuant to your basic subscription right, you may also choose to purchase a portion of any shares of common stock that our other stockholders do not purchase through the exercise of their basic subscription rights. You should indicate on your rights certificate, or the form provided by your nominee if your shares are held in the name of a nominee, how many additional shares of common stock you would like to purchase pursuant to your over-subscription privilege.

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If sufficient shares of common stock are available, we will seek to honor your over-subscription request in full. If over-subscription requests exceed the number of shares available, however, we will allocate the available shares *pro rata* among the stockholders exercising the over-subscription privilege in proportion to the number of shares of our common stock each of those stockholders owned on the record date, relative to the number of shares owned on the record date by all stockholders exercising the over-subscription privilege. If this *pro rata* allocation results in any stockholder receiving a greater number of shares of common stock than the stockholder subscribed for pursuant to the exercise of the over-subscription privilege, then such stockholder will be allocated only that number of shares for which the stockholder over-subscribed, and the remaining shares will be allocated among all other stockholders exercising the over-subscription privilege on the same *pro rata* basis described above. The proration process will be repeated until all shares of common stock have been allocated.

To properly exercise your over-subscription privilege, you must deliver the subscription payment related to your over-subscription privilege before the rights offering expires. Because we will not know the total number of unsubscribed shares of common stock before the rights offering expires, if you wish to maximize the number of shares you purchase pursuant to your over-subscription privilege, you will need to deliver payment in an amount equal to the aggregate subscription price for the maximum number of shares that may be available to you (i.e., the aggregate payment for both your basic subscription right and for any additional shares you desire to purchase pursuant to your over-subscription request). See [The Rights Offering](#) [The Subscription Rights](#) [Over-subscription Privilege](#). Any excess subscription payments received by the subscription agent will be returned, without interest or penalty, as soon as practicable.

Fractional shares of common stock resulting from the exercise of the over-subscription privilege will be eliminated by rounding down to the nearest whole share. Registrar and Transfer Company, our subscription agent for the rights offering, will determine the over-subscription allocation based on the formula described above.

Under the terms of the Investment Agreement, Cerberus will not have the right to exercise the over-subscription privilege associated with the rights.

### **Why are we conducting the rights offering?**

We believe raising capital through this rights offering as compared to other methods, such as an underwritten public offering of our common stock, has the advantage of providing our stockholders the opportunity to participate in this transaction on a *pro rata* basis and, if all stockholders exercise their rights, avoid dilution of their ownership interest in the Company.

Our sales depend heavily on the strength of national and local new residential construction and home improvement and remodeling markets which have been experiencing one of the most severe housing downturns in United States history. Our results of operations have been severely adversely affected by this historic downturn with our net sales decreasing from approximately \$4.9 billion for our fiscal year ended December 30, 2006 to \$1.8 billion for our fiscal year ended January 1, 2011. As a result of the weakened demand environment in the housing market we have undertaken a number of initiatives to control costs and decrease our operating expenses. However, we have still seen a significant drop in net income from \$15.8 million for the fiscal year ended December 30, 2006 to a net loss of \$53.2 million for the fiscal year ended January 1, 2011.

We depend on cash flow from operations and funds available under our revolving credit facility to finance working capital needs and capital expenditures. We had approximately \$118.7 million of excess availability under our amended revolving credit facility as of April 2, 2011. Excess liquidity likely will continue to decrease while we and our industry begin to recover from this historic housing market downturn. While we believe that the amounts available from our revolving credit facility and other sources will be sufficient to fund our routine operations and capital

requirements for the next 12 months, we are conducting this rights offering to provide us with greater financial flexibility and a stronger liquidity position. We expect to receive net proceeds from the rights offering of approximately \$58.5 million, after paying associated expenses. The net proceeds will provide us with more financial and operating flexibility that we believe will allow us to

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strategically expand our business. We will continue to aggressively manage both our working capital and our operating expenses. In the event that economic conditions, especially those relating to the housing market do not improve, the net proceeds will increase our excess liquidity which we can use to help pay operating expenses and pay down debt.

### **How was the \$2.10 per share subscription price determined?**

We engaged Moelis & Company LLC ( Moelis ) to act as our financial advisor in connection with the rights offering to provide, among other things, advice with respect to the structure and terms of the rights offering. The subscription price was approved by the disinterested members of our board of directors who are not affiliated with, and do not have a financial interest in, Cerberus, Capital Management, L.P. and its affiliated management companies (collectively, Cerberus Capital Management ). Cerberus Capital Management controls Cerberus, the entity that, at the request of the disinterested directors, has agreed to backstop this offering subject to the terms and conditions in the Investment Agreement. In evaluating the subscription price, the disinterested directors considered, among other things, (i) the current and historical trading prices of our common stock, (ii) the price at which stockholders might be willing to participate in the rights offering, (iii) the likely cost of capital from other sources and our ability to access such capital, (iv) comparable precedent transactions, and (v) the price at which a party would be willing to backstop the rights offering.

After consulting with legal counsel, financial advisors and the disinterested directors, management proposed an acceptable range of subscription prices and pursued negotiations with potential backstop providers through representatives of Moelis. No person contacted by Moelis or the Company was willing to backstop the rights offering on terms and conditions acceptable to us. The disinterested directors also asked Moelis to approach Cerberus to discuss the potential backstop in the event the Company could not find a party willing to backstop the rights offering on terms acceptable to the Company. The disinterested directors believed that Cerberus' familiarity with and current ownership position in the Company would help accelerate the process for completing the rights offering. After discussions with Moelis and management regarding the Company's future liquidity needs and its reasons for requesting Cerberus to backstop the offering, Cerberus agreed to provide the backstop, subject to negotiation of the Investment Agreement.

The disinterested directors, with the assistance of our financial advisors, will continue to explore and evaluate potential transactions, other than the rights offering, that would provide us with additional liquidity in an amount equal to, or in excess of, that expected as a result of the rights offering (assuming completion of the liquidity improvement initiatives in connection therewith), including, without limitation, a rights offering with respect to our securities that is backstopped by a party other than Cerberus ( Alternative Transactions ). The Investment Agreement may be terminated by us if the disinterested directors, in the exercise of their fiduciary duties, recommend to our board of directors, that we consummate an Alternative Transaction that would result in more favorable economic terms for us than the rights offering. Given the continuing difficulty of the economic environment in which the Company operates, finding an unaffiliated party to backstop the offering would be extremely difficult and likely would result in terms less favorable to the Company, including requiring the payment of a fee for providing the backstop and reimbursement of expenses (neither of which Cerberus will receive).

After several meetings of the board of directors at which various strategic alternatives, including the rights offering, were discussed, the disinterested directors, acting on delegated authority from the full board, approved the subscription price and the other terms of the Investment Agreement with the backstop purchaser. At all meetings of the board at which the subscription price and the terms of any backstop arrangements were discussed, the disinterested directors were provided the opportunity to meet and did meet on several occasions separately with the Company's legal and financial advisors without the members of our board of directors who are affiliated with, or that have a financial interest in, Cerberus Capital Management present to discuss potential pricing and the terms of any backstop

arrangement under the rights offering.

The \$2.10 subscription price is not intended to bear any relationship to the book value of our assets or our past operations, cash flows, losses, financial condition, net worth, or any other established criteria used to

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value securities. You should not consider the subscription price to be an indication of the fair value of the common stock to be offered in the rights offering.

**Am I required to exercise all of the subscription rights I receive in the rights offering?**

No. You may exercise any number of your subscription rights or you may choose not to exercise any subscription rights.

If you do not exercise any subscription rights, the number of shares of our common stock you own will not change. However, if you choose not to exercise your subscription rights, your ownership interest in BlueLinx will be diluted by other stockholder purchases. In addition, if you do not exercise your basic subscription right in full, you will not be entitled to participate in the over-subscription privilege. See **Risk Factors**. If you do not exercise your subscription rights, your percentage ownership in BlueLinx will be diluted.

**How soon must I act to exercise my subscription rights?**

If you received a rights certificate and elect to exercise any or all of your subscription rights, the subscription agent must receive your completed and signed rights certificate and payments before the rights offering expires on July 22, 2011, at 5:00 p.m., New York City time. If you hold your shares in the name of a broker, dealer, custodian bank or other nominee, your nominee may establish a deadline before the expiration of the rights offering by which you must provide it with your instructions to exercise your subscription rights. Although our board of directors may, in its discretion, extend the expiration date of the rights offering, we currently do not intend to do so. Our board of directors may cancel the rights offering at any time. If the rights offering is cancelled, all subscription payments received will be returned, without interest or penalty, as soon as practicable.

Although we will make reasonable attempts to provide this prospectus to our stockholders, the rights offering and all subscription rights will expire on the expiration date, whether or not we have been able to locate each person entitled to subscription rights.

**May I transfer my subscription rights?**

Yes. The subscription rights are transferable during the course of the subscription period. We expect to list the subscription rights for trading on the New York Stock Exchange under the symbol **BXC RT** commencing shortly after the registration statement, of which this prospectus is a part, is declared effective and continuing until 4:00 p.m., New York City time, on July 21, 2011, the last business day prior to the scheduled expiration date of this rights offering (or if the offer is extended, on the business day immediately prior to the extended expiration date). As a result, you may transfer or sell your subscription rights if you do not want to purchase any shares of our common stock. However, the subscription rights are a new issue of securities with no prior trading market, and we cannot provide you with any assurances as to the liquidity of any trading market for the subscription rights or the market value of the subscription rights.

If you hold your shares through a broker, custodian bank or other nominee, you may sell your subscription rights by contacting your broker, custodian bank or other nominee until the close of business on the business day preceding the expiration date of this rights offering. To sell your subscription rights, in addition to any other procedures your broker, custodian bank or other nominee may require, you should complete and return to your broker, custodian bank or other nominee the form entitled **Beneficial Owner Election Form** such that it will be received by 4:00 p.m., New York City time, on July 21, 2011, the last business day prior to the expiration date of this rights offering. If you are a record holder of a subscription rights certificate, you may take your subscription rights certificate to a broker who can sell your subscription rights for you. To do so, you must deliver your properly executed subscription rights certificate,

with appropriate instructions, and any additional documentation required by the broker. Commissions and applicable taxes or broker fees may apply if you sell your subscription rights. See [The Rights Offering](#) [Transferability of Subscription Rights](#).



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**Are we requiring a minimum overall subscription to complete the rights offering?**

No. We are not requiring an overall minimum subscription to complete the rights offering. However, our disinterested directors reserve the right to cancel the rights offering for any reason, including if we do not receive aggregate subscriptions that we believe will satisfy our capital plans or if the conditions to the rights offering or Cerberus obligations to purchase shares under the Investment Agreement are not satisfied or waived. The disinterested directors, with the assistance of the Company's financial advisors, will continue to explore and evaluate potential Alternative Transactions. The Investment Agreement may be terminated by us if the disinterested directors, in the exercise of their fiduciary duties, recommend to our board of directors, that we consummate an Alternative Transaction that would result in more favorable economic terms for us than the rights offering.

**Are there any conditions to completing the rights offering?**

Yes. Our obligation to close the rights offering and to issue the shares of our common stock subscribed for in the rights offering is conditioned upon us obtaining the following amendments to the agreements governing certain of our indebtedness, for the purpose of increasing our liquidity (collectively, the Rights Offering Conditions):

Amendments to the Amended and Restated Loan and Security Agreement, dated August 4, 2006, by and between BlueLinx Corporation, Wells Fargo Bank, National Association, and the other signatories listed therein, as subsequently amended (the Credit Agreement) to (i) reduce the excess liquidity we are required to maintain under the Credit Agreement to the greater of \$35 million or 15% of our borrowing base, (ii) increase the amount of our accounts receivable included in the borrowing base calculation to 87.5%, (iii) increase the percentage of the liquidation value of our inventory included in our borrowing base to 90% for the periods January to March 2012 and 2013, subject to meeting specified EBITDA targets, (iv) include in the calculation of our excess liquidity certain cash on the balance sheet and subject to a deposit account control agreement, and (v) decrease the amount of excess liquidity we are required to maintain in order to avoid being required to meet certain financial ratios and triggering additional limits on capital expenditures under the Credit Agreement.

On May 10, 2011 BlueLinx Corporation entered into an amendment to the Credit Agreement with the lenders with respect to the amendments described above. Effectiveness of the amendment to the Credit Agreement is contingent on the successful completion of this offering.

Amendments to the Loan and Security Agreement, dated as of June 9, 2006, between the entities set forth therein collectively as borrower and German American Capital Corporation as lender, and/or the agreements related thereto (collectively, the Mortgage Agreement) to (i) eliminate the requirement to obtain lender approval for any transfer of equity interests that would reduce Cerberus' ownership in us and certain of our subsidiaries, directly or indirectly, to less than 51%, (ii) allow for prepayment of the indebtedness under the Mortgage Agreement without incurring a prepayment premium and (iii) allow us to use a portion of the cash held as collateral under the Mortgage Agreement for specified maintenance and operational expenses.

We have reached a verbal agreement in principle with the appropriate parties regarding these proposed amendments to the Mortgage Agreement and expect to complete the formal amendment in the next few weeks.

We believe that if the amendments described above are obtained, it would provide us with approximately \$25 million to \$35 million of additional liquidity on an annualized basis. However, no assurance can be provided as to the level of additional liquidity that will be achieved as a result of the amendments, if any.

We reserve the right to waive the Rights Offering Conditions, provided, however, that under the terms of the Investment Agreement, any such waiver may only be made with the consent of Cerberus. We will provide notice of

our intention to waive the Rights Offering Conditions at least five trading days prior to the expiration date of the rights offering.

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**Can the board of directors cancel or extend the rights offering?**

Yes. The disinterested directors, with the assistance of the Company's financial advisors, will continue to explore and evaluate potential Alternative Transactions. The Investment Agreement may be terminated by us if the disinterested directors, in the exercise of their fiduciary duties, recommend to our board of directors, that we consummate an Alternative Transaction that would result in more favorable economic terms for us than the rights offering. Our disinterested directors may decide to cancel the rights offering at any time and for any reason before the rights offering expires. If our board of directors cancels the rights offering, any money received from subscribing stockholders will be returned, without interest or penalty, as soon as practicable. We also have the right to extend the rights offering for additional periods ending no later than July 29, 2011 although we do not presently intend to do so. Under the Investment Agreement, the consent of Cerberus is required to extend the expiration of the rights offering beyond 30 business days from the date on which the registration statement for the rights offering, of which this prospectus is a part, is declared effective.

**Has our board of directors made a recommendation to our stockholders regarding the rights offering?**

No. Our board of directors is making no recommendation regarding your exercise of the subscription rights. Stockholders who exercise subscription rights will incur investment risk on new money invested. We cannot predict the price at which our shares of common stock will trade after the offering. The market price for our common stock may decrease to an amount below the subscription price, and if you purchase shares of common stock at the subscription price, you may not be able to sell the shares in the future at the same price or a higher price. You should make your decision based on your assessment of our business and financial condition, our prospects for the future, the terms of the rights offering and the information contained in, or incorporated by reference into, this prospectus. See Risk Factors for a discussion of some of the risks involved in investing in our common stock.

Cerberus beneficially owned approximately 55% of our outstanding shares of common stock as of the record date. Cerberus is controlled by Cerberus Capital Management. Four of our eight directors are, or recently were, employees of or advisors of Cerberus Capital Management. You should not view the intentions of Cerberus as a recommendation or other indication, by them or any member of our board of directors, regarding whether the exercise of the subscription rights is or is not in your best interests.

**How do I exercise my subscription rights if I own shares in certificate form?**

If you hold a BlueLinx stock certificate and you wish to participate in the rights offering, you must take the following steps:

deliver payment to the subscription agent before 5:00 p.m., New York City time, on July 22, 2011; and

deliver a properly completed and signed rights certificate to the subscription agent before 5:00 p.m., New York City time, on July 22, 2011.

In certain cases, you may be required to provide additional documentation or signature guarantees.

Please follow the delivery instructions on the rights certificate. Do not deliver documents to BlueLinx. You are solely responsible for completing delivery to the subscription agent of your subscription documents, rights certificate and payment. You should allow sufficient time for delivery of your subscription materials to the subscription agent so that the subscription agent receives them by 5:00 p.m., New York City time, on July 22, 2011.

If you send a payment that is insufficient to purchase the number of shares of common stock you requested, or if the number of shares you requested is not specified in the forms, the payment received will be applied to exercise your subscription rights to the fullest extent possible based on the amount of the payment received, subject to the availability of shares of common stock under the over-subscription privilege and the elimination of fractional shares.

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**What should I do if I want to participate in the rights offering but my shares are held in the name of a broker, dealer, custodian bank or other nominee?**

If you hold your shares of common stock through a broker, dealer, custodian bank or other nominee, then your nominee is the record holder of the shares you own. The record holder must exercise the subscription rights on your behalf. If you wish to purchase our common stock through the rights offering, you should contact your broker, dealer, custodian bank or nominee as soon as possible. Please follow the instructions of your nominee. Your nominee may establish a deadline that may be before the expiration date of the rights offering.

**What form of payment must I use to pay the subscription price?**

You must timely pay the full subscription price for the full number of shares of common stock you wish to acquire in the rights offering by delivering to the subscription agent an uncertified personal check or wire transfer of immediately available funds that clears before the expiration of the rights offering period. If you wish to use any other form of payment, then you must obtain the prior approval of the subscription agent and make arrangements in advance with the subscription agent for the delivery of such payment.

**When will I receive my new shares?**

If you purchase shares of common stock in the rights offering, you will receive your new shares as soon as practicable after the closing of the rights offering.

**After I send in my payment and rights certificate, may I cancel my exercise of subscription rights?**

No. All exercises of subscription rights are irrevocable unless the rights offering is cancelled, even if you later learn information that you consider to be unfavorable to the exercise of your subscription rights. You should not exercise your subscription rights unless you are certain that you wish to purchase shares in the rights offering.

**What effects will the rights offering have on our outstanding common stock?**

As of the record date, 33,252,541 shares of our common stock were issued and outstanding. As a result of the backstop commitment, we expect to issue an additional 28,571,428 shares of our common stock after the closing of the rights offering, for a total of 61,823,969 shares of common stock issued and outstanding. This assumes that, during the rights offering, we issue no other shares of our common stock and that no options for our common stock are exercised.

The issuance of shares in the rights offering will dilute, and thereby reduce, your proportionate ownership in our shares of common stock if you do not exercise your basic subscription right. In addition, if the subscription price of the shares is less than the market price of our common stock it will likely reduce the market price per share of shares you already hold if you do not purchase shares in the rights offering.

**How does the backstop commitment work?**

We have entered into the Investment Agreement with Cerberus, which beneficially owned approximately 55% of our outstanding shares of common stock as of the record date, under which Cerberus has agreed to purchase from us, subject to the terms and conditions in the Investment Agreement, at the rights offering subscription price, unsubscribed shares of common stock such that gross proceeds of the rights offering will be no less than \$60.0 million. See The Rights Offering The Backstop Purchaser. Cerberus will purchase shares (in addition to its pro rata portion of the basic subscription right) only if the other stockholders do not purchase, in connection with the

over-subscription privilege, any shares that remain after stockholders have exercised their basic subscription rights. Under the terms of the Investment Agreement, Cerberus will not have the right to exercise the over-subscription privilege associated with the rights.

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### **Why is there a backstop purchaser?**

We sought and obtained the commitment of Cerberus to act as the backstop purchaser under the Investment Agreement to ensure that we would receive a minimum level of gross proceeds from the rights offering of at least \$60.0 million less expenses of the rights offering. See [Why are we conducting the rights offering?](#) Cerberus obligations to purchase shares under the Investment Agreement are subject to the satisfaction or waiver of specified conditions. See [Are there any conditions on the backstop purchaser's obligations to purchase shares?](#) Cerberus agreed to serve as the backstop purchaser at the request of the disinterested members of our board of directors. Cerberus further agreed that it will not be paid a fee or have its expenses reimbursed in connection with serving as the backstop purchaser.

### **Are there any conditions on the backstop purchaser's obligations to purchase shares?**

Yes. The backstop purchaser's obligations under the backstop commitment are subject to the satisfaction or waiver of specified conditions, including (i) the effectiveness of the registration statement relating to the rights offering; (ii) the rights offering having been conducted in accordance with the Investment Agreement in all material respects; (iii) receipt of all material governmental and third party consents (although at this time we are not aware of any such required consents); (iv) the absence of any legal impediment to the consummation of the rights offering or the issuance of the shares under the Investment Agreement; (v) the compliance with covenants and the accuracy of representations and warranties provided in the Investment Agreement in all material respects; (vi) the Rights Offering Conditions; and (vii) other customary conditions. See [Questions and Answers Relating to the Rights Offering](#) [Are there any conditions to completing the rights offering?](#) for additional information on the Rights Offering Conditions. The Investment Agreement may be terminated by us if the disinterested directors, in the exercise of their fiduciary duties, recommend to our board of directors, that we consummate an Alternative Transaction that would result in more favorable economic terms for us than the rights offering.

### **When do the obligations of the backstop purchaser expire?**

Generally, the backstop commitment may be terminated by the Company or Cerberus if the rights offering has not been consummated by the earlier of July 31, 2011 and the date that is 30 business days after the registration statement for the rights offering has been declared effective. See [The Rights Offering](#) [The Backstop Purchaser](#).

### **How will the rights offering affect the backstop purchaser's ownership of our common stock?**

On the record date for the rights offering, Cerberus beneficially owned approximately 55% of our outstanding common stock. Cerberus is controlled by Cerberus Capital Management. As a stockholder of the Company as of the record date, Cerberus will have the right to subscribe for and purchase shares of our common stock under the basic subscription right, although it will not have the right to participate in the over-subscription privilege. The purchase of any shares by Cerberus, whether pursuant to the Investment Agreement or upon exercise of rights, would be effected in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended, and, accordingly, would not be registered pursuant to the registration statement of which this prospectus forms a part. If all of our stockholders, including Cerberus, exercise the basic subscription rights issued to them under this prospectus and the rights offering is therefore fully subscribed, Cerberus' beneficial ownership percentage will no