

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2012-04-30** | Period of Report: **2012-04-25**  
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### FILER

#### **BOISE INC.**

CIK: [1391390](#) | IRS No.: **208356960** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: [001-33541](#) | Film No.: **12793509**  
SIC: **2600** Papers & allied products

Mailing Address  
*P.O. BOX 990050  
BOISE ID 83799-0050*

Business Address  
*1111 WEST JEFFERSON  
STREET  
SUITE 200  
BOISE ID 83702-5388  
208-384-7000*

#### **BZ INTERMEDIATE HOLDINGS LLC**

CIK: [1475448](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: [333-166926-04](#) | Film No.: **12793510**

Mailing Address  
*1111 WEST JEFFERSON  
STREET, SUITE 200  
BOISE ID 83702-5388*

Business Address  
*1111 WEST JEFFERSON  
STREET, SUITE 200  
BOISE ID 83702-5388  
(208) 384-7000*

**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: April 30, 2012**

**Date of Earliest Event Reported: April 25, 2012**



**1111 West Jefferson Street, Suite 200  
Boise, Idaho 83702-5388**  
(Address of principal executive offices) (Zip Code)

**(208) 384-7000**  
(Registrants' telephone number, including area code)

<b>Commission File Number</b>	<b>Exact name of registrant as specified in its charter</b>	<b>IRS Employer Identification No.</b>	<b>State or other jurisdiction of incorporation</b>
<b>001-33541 333-166926-04</b>	<b>Boise Inc. BZ Intermediate Holdings LLC</b>	<b>20-8356960 27-1197223</b>	<b>Delaware Delaware</b>

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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))

This Form 8-K filing is a combined report being filed separately by two registrants: Boise Inc. and BZ Intermediate Holdings LLC. Unless the context indicates otherwise, any reference in this report to the "company," "we," "us," "our," or "Boise" refers to Boise Inc. together with BZ Intermediate Holdings LLC and its consolidated subsidiaries.



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

**(a) Annual Shareholders' Meeting.**

The annual shareholders' meeting of Boise Inc. was held on April 25, 2012.

**(b) Voting Results.**

**Proposal No. 1 - Election of Directors**

Shareholders elected three Class I directors - Carl A. Albert, Heinrich R. Lenz, and Jason G. Weiss. The final votes with respect to each director nominee were:

Nominee	For	Withheld	Not Voted
Carl A. Albert	81,228,114	1,031,612	8,463,124
Heinrich R. Lenz	81,592,020	667,706	8,463,124
Jason G. Weiss	62,789,939	19,469,787	8,463,124

**Proposal No. 2 - Advisory Approval of Boise Inc.'s Executive Compensation Program**

The proposal for advisory (nonbinding) approval of our executive compensation program received the following votes:

For	Against	Abstentions	Not Voted
80,261,144	478,745	1,519,837	8,463,124

**Proposal No. 3 - Ratification of the Appointment of KPMG LLP as Boise Inc.'s Independent Registered Public Accounting Firm for 2012**

Shareholders ratified the appointment of KPMG LLP as our independent registered public accounting firm for 2012. The final votes were:

For	Against	Abstentions
90,626,843	64,174	31,833

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

BOISE INC.

BZ INTERMEDIATE HOLDINGS LLC

By: /s/ KAREN E. GOWLAND

**Karen E. Gowland**  
**Senior Vice President, General Counsel and**  
**Secretary**

By: /s/ KAREN E. GOWLAND

**Karen E. Gowland**  
**Senior Vice President, General Counsel and**  
**Secretary**

Date: April 30, 2012