

BOISE INC.  
Form S-8  
April 23, 2009  
As filed with the Securities and Exchange Commission on April 23, 2009

Registration No. 333-[ ]

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**BOISE INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**20-8356960**

(I.R.S. Employer Identification No.)

**1111 West Jefferson Street, Suite 200 Boise, ID**

(Address of Principal Executive Offices)

**83702-5388**

(Zip Code)

**BOISE INC. INCENTIVE AND PERFORMANCE PLAN**

(Full title of the plan)

**KAREN E. GOWLAND**

**Vice President, General Counsel and Corporate Secretary**

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**Boise Inc.**

**P.O. Box 990050**

**Boise, ID 83799-0050**

(Name and address of agent for service)

**208/384-7394**

(Telephone number, including area code, of agent for service)

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.

Large accelerated filer  Accelerated filer  x  
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company  o

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)(2)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price (1)</b>	<b>Amount of registration fee (1)</b>
Common stock, \$.0001 par value	12,000,000 shares	\$ 0.71	\$ 8,520,000	\$ 475.42

(1) The shares of common stock being registered will be issued in connection with the Boise Inc. Incentive and Performance Plan. The aggregate offering price and registration fee have been calculated in accordance with 17 C.F.R. 230.457(h) and in accordance with Section 6(b) of the Securities Act of 1933. The average of the high and low prices for the common stock reported by the New York Stock Exchange on April 17, 2009, was \$0.71 per share.

(2) This registration statement also covers an indeterminate number of shares of Boise Inc. common stock that may be issuable by reason of stock splits, stock dividends, or other adjustment provisions of the Boise Inc. Incentive and Performance Plan.

**Explanatory Note**

We incorporate by reference the registration statement on Form S-8 filed with the Securities and Exchange Commission on May 1, 2008 (Registration No. 333-150563), to register under the Securities Act of 1933 shares of common stock issuable under the Boise Inc. Incentive and Performance Plan (the Plan).

This registration statement has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of 1933 of an additional 12,000,000 shares of common stock issuable under the Plan from time to time.

**Part II**

**Information Required in the Registration Statement**

Item 3. Incorporation of Documents by Reference.

We incorporate by reference the additional documents listed below and any future filings made with the Securities and Exchange Commission under Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934:

- (1) Annual Report on Form 10-K for the year ended December 31, 2008; and
- (2) Definitive Proxy Statement dated March 17, 2009, used in connection with the Annual Shareholders Meeting held on April 23, 2009.

Item 8. Exhibits.

Required exhibits are listed in the Index to Exhibits and are incorporated by reference.

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Power of Attorney

Each person whose signature appears below appoints Alexander Toeldte and Karen E. Gowland, and each of them severally, acting alone and without the other, his true and lawful attorney-in-fact with authority to execute in the name of each such person and to file with the Securities and Exchange Commission, together with any exhibits and other documents, any and all amendments (including post-effective amendments) to this registration statement necessary or advisable to enable the company to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission in respect thereof, which amendments may make such other changes in the registration statement as the aforesaid attorney-in-fact executing the same deems appropriate.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Boise, state of Idaho, on April 23, 2009.

BOISE INC.

By /s/ Alexander Toeldte  
Alexander Toeldte  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title
/s/ Alexander Toeldte Alexander Toeldte	President and Chief Executive Officer (Principal Executive Officer)
/s/ Robert M. McNutt Robert M. McNutt	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Samuel K. Cotterell Samuel K. Cotterell	Vice President and Controller (Principal Accounting Officer)
/s/ Carl A. Albert Carl A. Albert	Director
/s/ Jonathan W. Berger Jonathan W. Berger	Director



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<b>Signature</b>	<b>Title</b>
/s/ Jack Goldman Jack Goldman	Director
/s/ Nathan D. Leight Nathan D. Leight	Director
/s/ Matthew W. Norton Matthew W. Norton	Director
/s/ Thomas S. Souleles Thomas S. Souleles	Director
/s/ W. Thomas Stephens W. Thomas Stephens	Director
/s/ Alexander Toeldte Alexander Toeldte	Director
/s/ Jason G. Weiss Jason G. Weiss	Director

Dated April 23, 2009

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Filed with Registration Statement on Form S-8

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23.2	Consent of KPMG LLP	E-3
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23.4	Consent of Counsel (Included in Exhibit 5)	E-1
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\* Incorporated by reference to the registrant's Definitive Proxy Statement dated March 17, 2009, used in connection with its Annual Shareholders Meeting held on April 23, 2009.

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