

Edgar Filing: OFFICEMAX INC - Form SC 13G

OFFICEMAX INC
Form SC 13G
February 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)*

Officemax Inc.
(NAME OF ISSUER)

COMMON STOCK
(TITLE OF CLASS OF SECURITIES)

67622P101
(CUSIP NUMBER)

December 31, 2004
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | | | |
|--------------|-----|------|----|-------|
| CUSIP NUMBER | 13G | PAGE | OF | PAGES |
| 67622P101 | | | | |

| | | |
|---|---|------------------------|
| 1 | NAME OF REPORTING PERSONS | Lord, Abbett & Co. LLC |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only) | 13-5620131 |

| | | |
|---|--|--------------------|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) / / (b) / / |
|---|--|--------------------|

| | |
|---|--------------|
| 3 | SEC USE ONLY |
|---|--------------|

| | | |
|---|--------------------------------------|----------|
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | NEW YORK |
|---|--------------------------------------|----------|

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| | | | |
|--------------------------|---|--------------------------|------------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER | 7,432,360 |
| BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER | 0 |
| EACH | 7 | SOLE DISPOSITIVE POWER | 7,432,360 |
| REPORTING PERSON WITH | 8 | SHARED DISPOSITIVE POWER | 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 7,432,360 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | / / N/A |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.44% | | |
| 12 | TYPE OF REPORTING PERSON IA | | |

ITEM 1.

- (a) NAME OF ISSUER
Officemax Inc.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
150 E. Pierce Rd.
Itasca, IL 60143

ITEM 2.

- (a) NAME OF PERSON FILING
Lord, Abbett & Co. LLC
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
90 Hudson Street
Jersey City, NJ 07302
- (c) CITIZENSHIP
New York
- (d) TITLE OF CLASS OF SECURITIES
Common Stock
- (e) CUSIP NUMBER
67622P101

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (e) An investment adviser in accordance with
Section 240.13d-1(b)(1)(ii)(E)

ITEM 4. OWNERSHIP

- (a) See No. 9
- (b) See No. 11

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(c)

- (i) See No. 5
- (ii) See No. 6
- (iii) See No. 7
- (iv) See No. 8

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 2, 2005

DATE

/s/ Paul. A. Hilstad

SIGNATURE

General Counsel

TITLE

th: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">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)

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(Instr. 3 and 4)6. Ownership Form: Direct (D) or Indirect (I)
 (Instr. 4)7. Nature of Indirect Beneficial Ownership

(Instr. 4)Code V Amount(A) or (D) Price Class B common stock, par value \$0.0105/14/2018 J 504 D ⁽¹⁾ 198,860 D Class A common stock, par value \$0.0105/14/2018 C 504 A ⁽²⁾ 504 D Class A common stock, par value \$0.0105/14/2018 S 504 ⁽³⁾ D \$ 15.5103 ⁽⁴⁾ 0 D Class B common stock, par value \$0.0105/16/2018 J 276 D ⁽¹⁾ 198,584 D Class A common stock, par value \$0.0105/16/2018 C 276 A ⁽²⁾ 276 D Class A common stock, par value \$0.0105/16/2018 S 276 ⁽³⁾ D \$ 15.5407 ⁽⁵⁾ 0 D

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

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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) | 8. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Class B Units ⁽⁶⁾ <u>(7)</u> <u>(8)</u> | <u>(6)</u> | 05/14/2018 | | C | 504 | <u>(7)</u> <u>(8)</u> | <u>(7)</u> <u>(8)</u> | Class A common stock, par value \$0.01 | 504 <u>(6)</u> |
| Class B Units ⁽⁶⁾ <u>(7)</u> <u>(8)</u> | <u>(6)</u> | 05/16/2018 | | C | 276 | <u>(7)</u> <u>(8)</u> | <u>(7)</u> <u>(8)</u> | Class A common stock, par value \$0.01 | 276 <u>(6)</u> |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MESSINA AL
 SILVERCREST ASSET MANAGEMENT GROUP INC.
 1330 AVE. OF THE AMERICAS, 38TH FLOOR

X

NEW YORK, NY 10019

Signatures

/s/ Lily C. Desmond -
Attorney-in-Fact

05/16/2018

__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).

(1) When the holder of a Class B unit exchanges or forfeits such Class B unit pursuant to the terms of the amended and restated certificate of incorporation of Silvercrest Asset Management Group Inc. (the "Corporation") and the second amended and restated limited partnership agreement of Silvercrest L.P. (the "Amended LPA"), each corresponding share of Class B common stock is redeemed for its par value and cancelled by the company.

(2) Represents the conversion by Mr. Messina of Class B units to Class A common stock pursuant to the exchange agreement entered into among the Corporation and holders of Class B units (the "Exchange Agreement").

(3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2018.

(4) The transaction was executed in multiple trades at prices ranging from \$15.50 to \$15.55. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.

(5) The transaction was executed in multiple trades at prices ranging from \$15.50 to \$15.60. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.

(6) Each class B unit is exchangeable for a share of Class A common stock of the Corporation, subject to the timing and volume limitations set forth in the Amended LPA.

(7) Pursuant to the Exchange Agreement, so long as the holder is employed by Silvercrest L.P., each year in the period beginning on January 2, 2014, the holder and his permitted transferees may collectively exchange for shares of Class A common stock up to the number of vested Class B units that equals 20% of all Class B units such holder and his or her permitted transferees collectively hold as of the first day of that year, in accordance with the timing restrictions described in footnote 8 below. The holder must retain at least 25% of the number of Class B units held by the holder on July 2, 2013.

(8) On or after January 2, 2014, holders of Class B units became permitted to sell shares of Class A common stock issued upon exchange of Class B units during the first 10-day period of the open trading window of each.

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

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