

OFFICEMAX INC  
Form 8-K  
April 18, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of The**  
**Securities Exchange Act of 1934**

**Date of Report: April 18, 2011**

**Date of earliest event reported: April 13, 2011**

**OFFICEMAX INCORPORATED**

(Exact name of registrant as specified in its charter)

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(State of Incorporation)

(Commission

(IRS Employer

File Number)  
263 Shuman Blvd.

Identification No.)

Naperville, Illinois 60563

(Address of principal executive offices) (Zip Code)

(630) 438-7800

(Registrant's telephone number, including area code)

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

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

OfficeMax Incorporated ( OfficeMax ) held its annual stockholders meeting on April 13, 2011. At the annual meeting, our stockholders (i) elected each of the persons listed below to serve as an OfficeMax director for a term that will continue until the next annual meeting of stockholders or until his or her successor has been duly elected and qualified or the director's earlier resignation, death or removal, (ii) approved the appointment of KPMG LLP to serve as OfficeMax's independent registered public accounting firm for 2011, (iii) adopted, on a non-binding, advisory basis, a resolution approving the compensation of OfficeMax's named executive officers described under the heading Executive Compensation in OfficeMax's proxy statement, and (iv) selected, on a non-binding, advisory basis, an annual frequency for the shareholder vote on the compensation of OfficeMax's named executive officers.

OfficeMax's independent inspector of elections reported the vote of the stockholders as follows:

**Proposal 1: The election of directors**

Name	FOR	AGAINST	WITHHOLD	BROKER NON-VOTE
Warren F. Bryant	73,593,130	250,940	50,704	4,582,374
Joseph M. DePinto	69,440,214	867,625	3,586,935	4,582,374
Rakesh Gangwal	69,144,888	1,163,140	3,586,476	4,582,374
William J. Montgoris	69,448,561	859,936	3,586,277	4,582,374
Francesca Ruiz de Luzuriaga	73,261,890	588,234	44,650	4,582,374
Ravichandra K. Saligram	73,278,389	566,105	50,280	4,582,374
David M. Szymanski	66,044,286	4,265,089	3,585,399	4,582,374

**Proposal 2: The appointment of KPMG LLP as OfficeMax's independent registered public accounting firm for 2011.**

FOR	AGAINST	ABSTAIN
78,117,399	343,383	16,366

**Proposal 3: The adoption, on a non-binding, advisory basis, of a resolution approving the compensation of OfficeMax's named executive officers described under the heading Executive Compensation in OfficeMax's proxy statement**

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
60,371,159	13,420,942	102,673	4,582,374

**Proposal 4: The selection, on a non-binding, advisory basis, of the frequency of the stockholder vote on the compensation of OfficeMax's named executive officers**

THREE YEARS	TWO YEARS	ONE YEAR	ABSTAIN	BROKER NON-VOTE
12,241,941	22,529	61,382,033	49,271	4,582,374

In accordance with the wishes of its stockholders, OfficeMax will hold an annual vote on the compensation of named executive officers.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 18, 2011

OFFICEMAX INCORPORATED

By: /s/ Matthew R. Broad  
Matthew R. Broad  
Executive Vice President and General Counsel