

OFFICEMAX INC
Form 8-K
December 21, 2007

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: **December 21 2007**
Date of earliest event reported: **December 19, 2007**

OFFICEMAX INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-5057
(Commission File Number)

82-0100960
(IRS Employer Identification No.)

263 Shuman Blvd.

Naperville, Illinois 60563

(Address of principal executive offices) (Zip Code)

(630) 438-7800

(Registrant's telephone number, including area code)

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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))
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Item 8.01 Other Events

The Company's board of directors, on the recommendation of its Governance and Nominating Committee, has agreed that it will amend the Company's bylaws to provide for a majority vote standard for the election of directors in uncontested elections.

The bylaws will be amended to provide that in uncontested elections director nominees must be elected by a majority of votes cast at the annual meeting of shareholders. In connection with drafting and approving the bylaw amendment, the board will also consider and implement accompanying policies intended to address issues that may arise from institution of majority voting, including the issue of holdover directors. Plurality voting will continue to apply if the number of nominees exceeds the number of open director positions. The Company expects to adopt the bylaw amendment and related policies in time to apply to the Company's 2009 annual meeting of shareholders.

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: December 21, 2007

OFFICEMAX INCORPORATED

By:

/s/ Matthew R. Broad

Matthew R. Broad

Executive Vice President and General Counsel