

BlueLinx Holdings Inc.
Form SC TO-T/A
October 19, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 10)

**Tender Offer Statement Under Section 14(d)(1) or Section 13(e)(1)
of the Securities Exchange Act of 1934**

BLUELINX HOLDINGS INC.

(Name of Subject Company (Issuer))

**CERBERUS ABP INVESTOR LLC
CERBERUS CAPITAL MANAGEMENT, L.P.**

(Names of Filing Persons (Offeror))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

09624H109

(CUSIP Number of Class of Securities)

Mark A. Neporent

Cerberus Capital Management, L.P.

299 Park Avenue

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New York, New York 10171

(212) 891-2100

With a copy to

Richard A. Presutti
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022
(212) 756-2000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Calculation of Filing Fee

| Transaction Valuation* | Amount of Filing Fee** |
|-------------------------------|-------------------------------|
| \$58,361,748.00 | \$4,161.19 |

* Estimated for purposes of calculating the filing fee only. The transaction value was calculated by multiplying (x) \$4.00, which is the per share tender offer price and (y) 14,590,437, which is 32,690,437, the number of shares of common stock of BlueLinx Holdings Inc., par value \$0.01 per share (the Shares), issued and outstanding as of August 12, 2010 minus the 18,100,000 Shares owned by Cerberus ABP Investor LLC.

** The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #4 for fiscal year 2010, issued December 17, 2009, is calculated by multiplying the Transaction Valuation by 0.00007130.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$3,533.65
Filing Party: Cerberus ABP Investor LLC and Cerberus Capital Management, L.P.
Form or Registration No.: Schedule TO/13E-3 (SEC File. No. 005-80230)
Date Filed: August 2, 2010

Amount Previously Paid: \$627.54
Filing Party: Cerberus ABP Investor LLC and Cerberus Capital Management, L.P.
Form or Registration No.: Schedule TO-T/A/13E-3/A (SEC File. No. 005-80230)
Date Filed: September 23, 2010

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.

- issuer tender offer subject to Rule 13e-4.

- going private transaction subject to Rule 13e-3.

- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 10 amends and supplements the Tender Offer Statement and Rule 13E-3 Transaction Statement filed under cover of Schedule TO on August 2, 2010, by Cerberus ABP Investor LLC, a Delaware limited liability company (the Purchaser) and Cerberus Capital Management, L.P., a Delaware limited partnership (Cerberus), to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the Shares), of BlueLinx Holdings Inc., a Delaware corporation (the Company), not owned by Purchaser at a purchase price of \$4.00 per Share net to the seller in cash without interest and less any required withholding taxes, if any, upon the terms and subject to the conditions set forth in the offer to purchase dated August 2, 2010 (as it may be amended or supplemented from time to time, the Offer to Purchase) and related letter of transmittal (the Letter of Transmittal) (which, together with any amendments or supplements thereto, collectively constitute the Offer). Capitalized terms used, but not otherwise defined, in this Amendment No. 10 shall have the meaning given in the Offer to Purchase, as amended and supplemented.

ITEM 4. TERMS OF THE TRANSACTION

Section (a) of Item 4 is amended and supplemented as follows:

The Offer expired at midnight, New York City time, on Monday, October 18, 2010. The depository for the Offer has informed Purchaser and Cerberus that approximately 6,747,593 Shares (of which 350,000 were tendered by officers or directors of the Company) have been validly tendered and not withdrawn, which is sufficient to satisfy the Minimum Tender Condition.

The Offer was conditioned upon, among other things, the 90% Condition, which required that there be tendered and not withdrawn prior to the expiration of the Offer a sufficient number of Shares such that, upon acceptance for payment and payment for the tendered shares, Purchaser will own a number of shares representing at least 90% of the outstanding Shares of the Company. Purchaser and Cerberus believe that satisfaction of the 90% Condition required that 11,321,394 Shares be validly tendered and not withdrawn pursuant to the Offer. The number of Shares validly tendered and not withdrawn prior to the Expiration Date does not satisfy the 90% Condition. As a result, under the terms of the Offer, Purchaser and Cerberus are not required to and will not accept for payment any tendered Shares, hereby terminate the Offer and Shares tendered in the Offer will be returned to stockholders who tendered in the Offer.

The full text of a press release issued by Purchaser announcing the results of the Offer is filed as Exhibit (a)(1)(xxv) and is incorporated herein by reference.

ITEM 12. EXHIBITS

(a)(1)(xxv) Text of Press Release issued by Purchaser on October 19, 2010.

SIGNATURES

After due 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.

Date: October 19, 2010

CERBERUS ABP INVESTOR LLC

By: /s/ Steven F. Mayer
Name: Steven F. Mayer
Title: Managing Director

CERBERUS CAPITAL MANAGEMENT, L.P.

By: /s/ Lenard B. Tessler
Name: Lenard B. Tessler
Title: Managing Director

EXHIBIT INDEX

(a)(1)(xxv) Text of Press Release issued by Purchaser on October 19, 2010.