

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 8)

**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
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.

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

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

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. 8 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. 8 shall have the meaning given in the Offer to Purchase.

ITEM 4. TERMS OF THE TRANSACTION

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

The Offer is extended to, and will expire at, midnight, New York City time, on Monday, October 18, 2010, unless the Offer is extended further. The full text of a press release issued by Purchaser announcing the extension of the Offer is filed as Exhibit (a)(i)(xxiii) and is incorporated herein by reference.

ITEM 12. EXHIBITS

(a)(1)(xxiii) Text of Press Release issued by Purchaser on October 4, 2010 announcing extension of Offer.

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 4, 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)(xxiii) Text of Press Release issued by Purchaser on October 4, 2010 announcing extension of Offer.

**Cerberus Extends Cash Tender Offer
For The Outstanding Shares in BlueLinx Holdings Inc. Not Owned by Its Affiliate**

Cerberus ABP Investor LLC (“CAI”), an affiliate of Cerberus Capital Management, L.P. (“Cerberus”), and owner of a 55.37% majority stake in BlueLinx Holdings Inc. (NYSE: BXC) (“BlueLinx” or the “Company”), today announced that CAI and Cerberus have extended the expiration date of their cash tender offer (the “Amended Offer”) of \$4.00 per share for all of the outstanding publicly held shares of BlueLinx not owned by CAI until midnight, New York City time, on Monday, October 18, 2010.

CAI and Cerberus extended the Amended Offer to allow stockholders of the Company to review the terms of the Amended Offer and the Company’s amended Solicitation/Recommendation Statement on Schedule 14D-9. The special committee of the board of directors of the Company has recommended that stockholders accept the Amended Offer and tender their shares pursuant to the Amended Offer. The Amended Offer now will expire at midnight, New York City time, on Monday, October 18, 2010, unless further extended.

The Amended Offer is at a price of \$4.00 per share in cash and upon the other terms and conditions set forth in the Offer to Purchase, dated August 2, 2010, as supplemented by the supplement to the offer to purchase dated August 19, 2010 and the second supplement to the offer to purchase, dated September 22, 2010, and amended by Amendment No. 1, dated August 13, 2010, Amendment No. 2, dated August 19, 2010, Amendment No. 3, dated August 26, 2010, Amendment No. 4, dated September 1, 2010, Amendment No. 5, dated September 10, 2010, Amendment No. 6, dated September 17, 2010, and Amendment No. 7, dated September 22, 2010 to the Tender Offer Statement and Rule 13E-3 Transaction Statement filed with the Securities and Exchange Commission (the “SEC”).

The depositary for the Amended Offer has informed CAI and Cerberus that, as of 5:00 p.m. on Friday, October 1, 2010, approximately 852,111 Shares have been tendered and not withdrawn.

Additional Information and Where to Find It

BlueLinx stockholders and other interested parties are urged to read the Tender Offer Statement on Schedule TO, as amended, the Offer to Purchase, the second supplement to the Offer to Purchase, and any other documents relating to the tender offer that are filed with the SEC because they contain important information. BlueLinx stockholders will be able to receive such documents free of charge at the SEC’s web site, www.sec.gov, or by contacting BofA Merrill Lynch, the Dealer Manager for the Offer, at (888) 803-9655.

About Cerberus Capital Management, L.P.

Established in 1992, Cerberus Capital Management, L.P. along with its affiliates, is one of the world’s leading private investment firms with approximately \$23 billion under management. Through its team of investment and operations professionals, Cerberus specializes in providing both financial resources and operational expertise to help transform undervalued

companies into industry leaders for long-term success and value creation. Cerberus is headquartered in New York City with affiliate and/or advisory offices in the United States, Europe, the Middle East and Asia.
