

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): October 12, 2021**

**BlueLinx Holdings Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32383**  
(Commission  
File Number)

**77-0627356**  
(I.R.S. Employer  
Identification Number)

**1950 Spectrum Circle, Suite 300**  
**Marietta, GA 30067**  
(Address of principal executive offices) (Zip code)

**(770) 953-7000**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, par value \$0.01 per share</b>	<b>BXC</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01. Regulation FD Disclosure.**

On October 12, 2021, BlueLinx Holdings Inc. (“BlueLinx,” “the Company,” “we,” “our,” or “us”) announced the launch of a proposed offering of \$300 million in aggregate principal amount of senior secured notes (the “Notes”) in a private offering to qualified institutional buyers in accordance with Rule 144A and to certain persons outside the United States under Regulation S of the Securities Act of 1933, as amended (the “Securities Act”). A copy of the press release is attached hereto as Exhibit 99.1.

In connection with the offering of the Notes, the Company provided certain information to prospective investors in a preliminary offering memorandum dated October 12, 2021. The preliminary offering memorandum disclosed certain information that supplements or updates certain prior disclosures of the Company. Information from that preliminary offering memorandum can be found below.

- The Company believes it is the largest pure play “two-step” wholesale distributor of residential and commercial building products in the United States and the second largest of all “two-step” wholesale distributors of residential and commercial building products in the country, in each case, based on 2020 sales.
- The Company has a longstanding relationship with Ply Gem, the top manufacturer of vinyl siding in North America, and is the exclusive distributor of Georgia-Pacific® Vinyl Siding manufactured by Ply Gem for the Company in all of the markets where the Company operates. Georgia-Pacific® Vinyl Siding has been particularly successful with Lowe’s Home Improvement, which is the Company’s largest customer for this product and carries Georgia-Pacific® Vinyl Siding as the only vinyl siding brand for its in-store stocking positions in the markets where the Company operates.
- The Company is the single largest supplier of MoistureShield® Composite Decking and related products in a majority of the regions in which it operates.
- The Company’s revenue base is well diversified by suppliers and customers, with no single supplier or customer accounting for more than approximately 8% of annual purchases or net sales, respectively. Further, the Company’s top-10 suppliers accounted for approximately 39% of annual purchases and its top-10 customers accounted for approximately 41% of annual net sales.
- The end markets that the Company serves are a mix of repair and remodel, residential new construction and commercial construction. The Company estimates that based on the end market mix of 2019 addressable building material market served via two-step distribution, approximately 45% is from residential repair and remodel activity, approximately 40% is from residential new construction and approximately 15% is from commercial construction.

There can be no assurances that the offering of the Notes will be completed as described herein or at all.

The information furnished pursuant to this Item 7.01 shall not be deemed to be “filed” for purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference into any filing under the Securities Act or in the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The information furnished pursuant to this Item 7.01 shall not constitute an offer to sell or a solicitation of an offer to purchase the Notes and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom, such an offer, solicitation or sale would be unlawful. Any offers of the Notes will be made only by means of a private offering memorandum.

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## **Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements. Forward-looking statements include, without limitation, any statement that predicts, forecasts, indicates or implies future results, performance, liquidity levels or achievements, and may contain the words “believe,” “anticipate,” “expect,” “estimate,” “intend,” “project,” “plan,” “will be,” “will likely continue,” “will likely result” or words or phrases of similar meaning. Forward-looking statements involve risks and uncertainties that may cause our business, strategy, or actual results to differ materially from the forward-looking statements.

Forward-looking statements are based on estimates and assumptions made by our management that, although believed by us to be reasonable, are inherently uncertain. Forward-looking statements involve risks and uncertainties that may cause our business, strategy, or actual results to differ materially from the forward-looking statements. These risks and uncertainties include those discussed under the heading “Risk Factors” in Item 1A of our Annual Report on Form 10-K for the year ended January 2, 2021, and those discussed elsewhere in this offering memorandum (including under the heading “Risk Factors” below) and in future reports that we file with the SEC. We operate in a changing environment in which new risks can emerge from time to time. It is not possible for management to predict all of these risks, nor can it assess the extent to which any factor, or a combination of factors, may cause our business, strategy, or actual results to differ materially from those contained in forward-looking statements. Given these risks and uncertainties, we caution you not to place undue reliance on forward-looking statements. We expressly disclaim any obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as required by law.

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release dated October 12, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURES**

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

DATED: October 12, 2021

BlueLinx Holdings Inc.

By: /s/ Shyam K. Reddy

Shyam K. Reddy

Chief Administrative Officer, General Counsel, and Corporate Secretary

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## BlueLinx Holdings Inc. Announces Proposed Private Offering of Senior Secured Notes

MARIETTA, Ga. – October 12, 2021 – **BlueLinx Holdings Inc. (NYSE: BXC)** (the “Company”), a leading U.S. wholesale distributor of building products, announced today that, subject to market and other conditions, the Company intends to offer (the “Offering”) Senior Secured Notes due 2029 generating aggregate gross proceeds of approximately \$300 million. The Company’s obligations under the 2029 Notes will be guaranteed by the Company’s domestic subsidiaries that are co-borrowers under or guarantee the Company’s ABL credit facility. The 2029 Notes and the related guarantees will be secured by a first-priority security interest in substantially all of the Company’s and each guarantor’s existing and future assets (other than receivables, inventory, deposit accounts, securities accounts, business interruption insurance and other related assets (the “ABL Collateral”)), subject to certain exceptions and customary permitted liens. The 2029 Notes and the related guarantees will also be secured on a second-priority basis by a lien on the ABL Collateral.

The Offering will be made by means of an offering memorandum to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A and to certain persons in offshore transactions pursuant to Regulation S, each under the Securities Act of 1933, as amended (the “Securities Act”). The securities will not be registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. The Company expects to use the net proceeds from the Offering, along with available cash, to repay borrowings under the Company’s ABL credit facility.

This press release is for informational purposes only and is not an offer to sell or the solicitation of an offer to buy any securities.

### About BlueLinx Holdings

BlueLinx (NYSE: BXC) is a leading U.S. wholesale distributor of residential and commercial building products with both branded and private-label SKUs across product categories such as lumber, panels, engineered wood, siding, millwork, metal building products, and other construction materials. With a strong market position, broad geographic coverage footprint servicing 40 states, and the strength of a locally-focused sales force, we distribute our comprehensive range of products to over 15,000 national, regional, and local dealers, specialty distributors, national home centers, and manufactured housing customers. BlueLinx provides a wide range of value-added services and solutions to our customers and suppliers. We are headquartered in Georgia, with executive offices located at 1950 Spectrum Circle, Marietta, Georgia, and we operate our distribution business through a broad network of distribution centers. BlueLinx encourages investors to visit its website, [www.BlueLinxCo.com](http://www.BlueLinxCo.com), which is updated regularly with financial and other important information about BlueLinx.

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## Forward-Looking Statements

This press release contains forward-looking statements. Forward-looking statements include, without limitation, any statement that predicts, forecasts, indicates or implies future results, performance, liquidity levels or achievements, and may contain the words “believe,” “anticipate,” “expect,” “estimate,” “intend,” “project,” “plan,” “will be,” “will likely continue,” “will likely result” or words or phrases of similar meaning.

Forward-looking statements in this press release are based on estimates and assumptions made by our management that, although believed by us to be reasonable, are inherently uncertain. Forward-looking statements involve risks and uncertainties that may cause our business, strategy, or actual results to differ materially from the forward-looking statements. These risks and uncertainties include those discussed in greater detail in our filings with the Securities and Exchange Commission. We operate in a changing environment in which new risks can emerge from time to time. It is not possible for management to predict all of these risks, nor can it assess the extent to which any factor, or a combination of factors, may cause our business, strategy, or actual results to differ materially from those contained in forward-looking statements. Factors that may cause these difference include, among other things: pricing and product cost variability; volumes of product sold; changes in the prices, supply, and/or demand for products that we distribute; the cyclical nature of the industry in which we operate; housing market conditions; the COVID-19 pandemic and other contagious illness outbreaks and their potential effects on our industry; effective inventory management relative to our sales volume or the prices of the products we produce; information technology security risks and business interruption risks; increases in petroleum prices; consolidation among competitors, suppliers, and customers; disintermediation risk; loss of products or key suppliers and manufacturers; our dependence on international suppliers and manufacturers for certain products; business disruptions; exposure to product liability and other claims and legal proceedings related to our business and the products we distribute; natural disasters, catastrophes, fire, or other unexpected events; successful implementation of our strategy; wage increases or work stoppages by our union employees; costs imposed by federal, state, local, and other regulations; compliance costs associated with federal, state, and local environmental protection laws; our level of indebtedness and our ability to incur additional debt to fund future needs; the risk that our cash flows and capital resources may be insufficient to service our existing or future indebtedness; the covenants of the instruments governing our indebtedness limiting the discretion of our management in operating our business; the fact that we lease many of our distribution centers, and we would still be obligated under these leases even if we close a leased distribution center; changes in our product mix; shareholder activism; potential acquisitions and the integration and completion of such acquisitions; the possibility that the value of our deferred tax assets could become impaired; changes in our expected annual effective tax rate could be volatile; the costs and liabilities related to our participation in multi-employer pension plans could increase; the possibility that we could be the subject of securities class action litigation due to stock price volatility; and changes in, or interpretation of, accounting principles.

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Given these risks and uncertainties, we caution you not to place undue reliance on forward-looking statements. We expressly disclaim any obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as required by law.

**Media and Investor Contact:**

Noel Ryan  
(720) 778-2415  
BXC@val-adv.com

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