

**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 (Date of earliest event reported): August 23, 2021 (August 18, 2021)

**BlueLinx Holdings Inc.**  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or other jurisdiction of incorporation)	001-32383 (Commission File Number)	77-0627356 (I.R.S. Employer Identification No.)
1950 Spectrum Circle, Suite 300, Marietta, Georgia (Address of principal executive offices)		30067 (Zip Code)

Registrant's telephone number, including area code (770) 953-7000

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- 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:

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

Indicate by check mark whether the registrant is an emerging growth company 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 1.02 Termination of a Material Definitive Agreement**

On August 19, 2021, BlueLinx Holdings Inc., a Delaware corporation (the “Company”), provided notice of its termination, effective September 2, 2021, of the Open Market Sale Agreement<sup>SM</sup>, dated as of October 28, 2020 (the “Sales Agreement”), by and between the Company and Jefferies LLC (“Jefferies”). As previously reported, pursuant to the terms of the Sales Agreement, the Company could offer and sell shares of its common stock, par value \$0.01 per share, having aggregate offering sales proceeds of up to \$50,000,000 (the “Shares”), through Jefferies. The Company is not subject to any termination penalties related to the termination of the Sales Agreement. Although the official termination of the Sales Agreement will take effect on September 2, 2021, the Company will not make any sales under the Sales Agreement. Prior to termination, the Company had not sold any Shares pursuant to the Sales Agreement.

On August 23, 2021, the Company issued a press release to announce the termination of the Sales Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 8.01 Other Events.**

On August 23, 2021, the Company announced that its Board of Directors approved a stock repurchase program pursuant to which the Company may repurchase up to \$25 million of its common stock (the “Repurchase Program”). Under the Repurchase Program, the Company may repurchase its common stock at any time or from time to time, without prior notice, subject to prevailing market conditions and other considerations. The Company’s repurchases may be made through a variety of methods, which may include open market purchases, privately negotiated transactions or pursuant to a trading plan that may be adopted in accordance with the Securities and Exchange Commission Rule 10b5-1.

On August 23, 2021, the Company issued a press release to announce the Repurchase Program. A copy of the press release is attached hereto as Exhibit 99.2 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

The following exhibits are attached with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
<a href="#">99.1</a>	<a href="#">Press Release dated August 23, 2021.</a>
<a href="#">99.2</a>	<a href="#">Press Release dated August 23, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

**BlueLinx Holdings Inc.**

Dated: August 23, 2021

By: /s/ Shyam K. Reddy

Shyam K. Reddy

Chief Administrative Officer, General Counsel, and Corporate Secretary

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### **BlueLinx Announces Termination of “At-The-Market” Offering of Shares of Common Stock**

**MARIETTA, GA, August 23, 2021** – BlueLinx Holdings Inc. (the “Company”) (NYSE: BXC), a leading U.S. wholesale distributor of building products, announced today the termination of its “at-the-market” equity offering program (the “ATM Offering”) with Jefferies LLC (“Jefferies”) as sales agent. The Company elected to terminate the ATM Offering given its ample liquidity and to limit uncertainty and unfavorable dilution for its shareholders.

The Company initiated the 10-trading day termination process of the ATM Offering with Jefferies, with the official termination taking effect on September 2, 2021. The Company will make no sales under the ATM Offering during this 10-trading day window. No shares were sold under the ATM Offering, and, upon termination, the Company will have no further obligations related to the ATM Offering.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, nor may there be any sale of the common stock in the public offering described above in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

For further information, please see the Company’s current report on Form 8-K filed with the Securities and Exchange Commission on August 23, 2021.

#### **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.

#### **CONTACT**

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(720) 778-2415  
[BXC@val-adv.com](mailto:BXC@val-adv.com)

## 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.

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.



### BlueLinx Announces \$25 Million Share Repurchase Program

**MARIETTA, GA, August 23, 2021** – BlueLinx Holdings Inc. (the “Company”) (NYSE: BXC), a leading U.S. wholesale distributor of building products, announced today that its Board of Directors authorized a new share repurchase program under which the Company may repurchase up to \$25 million of its outstanding shares of common stock in the open market, in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The Company’s decision to repurchase its shares, as well as the timing of such repurchases, will depend on a variety of factors, including the ongoing assessment of the Company’s capital needs, the market price of the Company’s common stock, general market conditions and other corporate considerations, as determined by management. The repurchase program may be suspended or discontinued at any time.

“BlueLinx is committed to a balanced capital allocation strategy designed to maximize total shareholder returns,” stated Dwight Gibson, President and CEO of BlueLinx. “Given the strong performance of our business during the past year, coupled with a favorable multi-year outlook for residential construction and home renovation markets, we believe our capital allocation strategy should prioritize a combination of organic growth investments, the acquisition of complementary assets in key target markets and an opportunistic return of capital program. The approval by our Board of Directors of a new share repurchase authorization demonstrates confidence in our business, while providing management with another tool to optimize value creation.”

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#### ABOUT BLUELINX HOLDINGS

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