

**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  
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\***

\$58,361,748.00

**Amount of Filing Fee\*\***

\$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:

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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 depositary 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.

**Cerberus Announces Termination of 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’ 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 expired at midnight, New York City time, on Monday, October 18, 2010, without acceptance of the tendered shares, due to the 90% Condition not being satisfied. It had been a condition to the Amended Offer that, as a result of the Amended Offer, CAI would own at least 90% of the issued and outstanding shares of the Company.

The depositary for the Amended Offer has informed CAI and Cerberus that, as of the expiration of the Amended Offer, approximately 6,747,593 shares have been tendered and not withdrawn. CAI and Cerberus have instructed the depositary for the Amended Offer to promptly return all shares tendered.

**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.

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