

OFFICEMAX INC
Form SC 13D
June 18, 2012

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. n/a)*

OFFICEMAX INC

(Name of Issuer)

Common

(Title of Class of Securities)

67622P101

(CUSIP Number)

Andrew Davalla, Neuberger Berman 605 Third Avenue New York, NY 10158 Phone : 646-497-4674

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 08, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Neuberger Berman Group LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

8

3885573

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

4145403

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4145403

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.79%

TYPE OF REPORTING PERSON

14

HC

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Neuberger Berman Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3885573

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

4145403

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4145403

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.79%

14 TYPE OF REPORTING PERSON

HC

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Neuberger Berman LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

2930154

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2978284

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2978284

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.44%

14 TYPE OF REPORTING PERSON

IA

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Neuberger Berman Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

955419

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1167119

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1167119

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.35%

14 TYPE OF REPORTING PERSON

IA

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Benjamin Nahum

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

200000

8 SHARED VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER

200000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

200000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.23%

14 TYPE OF REPORTING PERSON

IN

Item 1. Security and Issuer

The class of equity securities to which this statement on Schedule 13D relates is the common shares (the “Securities”) of OfficeMax Incorporated, a Delaware corporation (the “Issuer”), having its principal business office at 263 Shuman Boulevard, Naperville, Illinois 60563.

Item 2. Identity and Background

- (a) This statement is being filed by the following persons: Neuberger Berman Group LLC (“NBG”), Neuberger Berman Holdings LLC (“NB Holdings”), Neuberger Berman Management LLC (“NBM”), Neuberger Berman LLC (“NB LLC”) and Benjamin Nahum (the “Reporting Persons”).
- (b) The business address for each of the Reporting Persons is 605 Third Avenue, New York NY 10158.
- (c) NBG, NB Holdings, NBM and NB LLC are Delaware limited liability companies.

Mr. Nahum is a portfolio manager and managing director of NBM and NB LLC.

NBG is the parent company of various subsidiaries engaged in the investment advisory business.

NB Holdings is a subsidiary of NBG and the holding company of NB LLC, NBM and certain other subsidiaries engaged in the investment advisory business primarily with respect to equities.

NBM, an indirect subsidiary of NBG, is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and a limited purpose broker-dealer registered under the Securities Exchange Act of 1934, as amended. As a registered investment adviser (“RIA”), NBM provides investment advisory services to investment companies registered under the Investment Company Act of 1940, as amended.

NB LLC, an indirect subsidiary of NBG, is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and a broker-dealer registered under the Securities Exchange Act of 1934, as amended. As an RIA, NB LLC provides discretionary investment advisory services to private investors, institutions, endowments, employee benefit plans, foundations and others.

The Reporting Persons do not admit that they constitute a group.

The information required by instruction C to Schedule 13D with respect to the executive officers and directors of the Reporting Persons is set forth below.

Neuberger Berman Group LLC

Directors

Joseph Amato
Joseph Berardino
Robert D’Alelio
William Fox
George Walker
Richard Worley

Lawrence Zicklin

Executive Officers

George Walker, Chief Executive Officer

Joseph Amato, President

Heather Zuckerman, Secretary, Chief Administrative Officer and Executive Vice President

Andrew Komaroff, Chief Operating Officer and Executive Vice President

William Arnold, Chief Financial Officer and Executive Vice President

Neuberger Berman Holdings LLC

Executive Officers

Joseph Amato, President and Chief Executive Officer

James Dempsey, Senior Vice President and Treasurer

Neuberger Berman Management LLC

Executive Officers

Robert Conti, President and Chief Executive Officer

Joseph Amato, Managing Director and Chief Investment Officer – Equities

Brad Cetron, Managing Director and Chief Compliance Officer – B/D

Chamaine Williams, Senior Vice President and Chief Compliance Officer – I/A

James Dempsey, Senior Vice President, Chief Financial Officer and Treasurer

Maxine Gerson, Managing Director, Secretary and General Counsel

Bradley Tank, Managing Director and Chief Investment Officer – Fixed Income

Neuberger Berman LLC

Executive Officers

Joseph Amato, President, Chief Executive Officer, Managing Director and Chief Investment Officer – Equities

Brad Cetron, Chief Compliance Officer, Managing Director and Deputy General Counsel

James Dempsey, Senior Vice President, Chief Financial Officer and Treasurer

Bradley Tank, Managing Director and Chief Investment Officer – Fixed Income

- (d) None of the individuals referenced above have been convicted in a criminal proceeding in the past five years.
- (e) None of the individuals referenced above have been party to a civil proceeding or a judicial or administrative proceeding or subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws in the past five years.
- (f) All of the individuals referenced above are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration

NBM and NB LLC, in their capacity as RIAs, used an aggregate of approximately \$7,705,085 and \$21,596,341, respectively, of funds provided through the accounts of certain of their investment advisory clients to purchase the Securities reported as beneficially owned in Item 5. Mr. Nahum used approximately

\$1,332,000 of personal funds to purchase the Securities reported as beneficially owned by him in Item 5.

Item 4. Purpose of Transaction

The Securities reported as beneficially owned in Item 5 were purchased in the ordinary course of business by NBM and NB LLC in their capacity as RIAs on behalf of their investment advisory clients for investment purposes. On June 18, 2012, NBM and NB LLC sent a letter to the Issuer's Chief Executive Officer regarding their concerns about the Issuer's allocation of capital, potential acquisitions, payment of dividends, share repurchases and future strategic plans. A copy of this letter is attached hereto as Exhibit 1. The Reporting Persons may communicate with the Board of Directors of the Issuer, and other shareholders of the Issuer and interested parties about the Issuer. The Reporting Persons may make a shareholder proposal at the Issuer's 2013 annual meeting seeking an amendment to the Issuer's bylaws to require shareholder approval prior to the Issuer making any material acquisitions. The Reporting Persons also may nominate candidates for election to the Issuer's Board of Directors at the Issuer's 2013 annual meeting. The Reporting Persons may take certain positions with respect to the Issuer that may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D including, without limitation, such matters as disposing of one or more businesses, selling the Issuer or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting, certain types of anti-takeover measures and restructuring the Issuer's capitalization or dividend policy. None of the Reporting Persons intends to seek control of the Issuer or to participate in the management of the Issuer. Depending on market conditions, NB LLC and NBM, in their capacity as RIAs, may purchase additional Securities or sell Securities on behalf of their investment advisory clients in the future. Depending on market conditions, Mr. Nahum also may purchase additional Securities or sell Securities for his personal accounts.

Other than as described above in this Item 4, none of the Reporting Persons has any plans or proposals at this time with respect to the Issuer which relate to or would result in the events listed in Item 4 (a) – (j) of the instructions for Schedule 13D.

- (a) See above.
- (b) See above.
- (c) See above.
- (d) See above.
- (e) See above.
- (f) See above.
- (g) See above.
- (h) See above.
- (i) See above.
- (j) See above.

Item 5. Interest in Securities of the Issuer

- (a)

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The aggregate number of Securities to which this Schedule 13D relates is 4,345,403 shares, representing 5.02% of the 86,574,396 common shares reported as outstanding in the Issuer's most recent Form 10-Q for the quarterly period ending March 31, 2012. The Reporting Persons beneficially own the Securities as follows:

Common Shares / % of Common Shares Outstanding

NBM 1,167,119 / 1.35%

NB LLC 2,978,284 / 3.44%

Mr. Nahum 200,000 / 0.23%

As a result of NBG's and NB Holdings' indirect and direct ownership of NB LLC and NBM, each of NBG and NB Holdings are deemed to beneficially own the Securities beneficially owned by NBM and NB LLC.

- (b) NBM has been granted discretionary voting and dispositive power with respect to 955,419 of the Securities reported herein as being beneficially owned by it. In addition, NBM has been granted discretionary dispositive power, but not voting power, with respect to the remaining 211,700 of the Securities reported herein as being beneficially owned by it. NB LLC has been granted discretionary voting and dispositive power with respect to 2,930,154 of the Securities reported herein as being beneficially owned by it, and with respect to such Securities, NB LLC shares voting and dispositive power with its clients in whose accounts the Securities are held. In addition, NB LLC has been granted discretionary dispositive power, but not voting power, with respect to the remaining 48,130 of the Securities reported herein as being beneficially owned by it. NB LLC shares only dispositive power with those clients in whose accounts such Securities are held. Mr. Nahum has voting and dispositive power with respect to the 200,000 of the Securities reported herein as being beneficially owned by him.
- (c) The Reporting Persons effected the following transactions in the Securities during the past sixty days. Such transactions were effected on the New York Stock Exchange.

| Transaction Date | Shares or Unites Purchased (Sold) | Price Per Share or Unit |
|------------------|-----------------------------------|-------------------------|
| NB LLC | 330 | 4.9875 |
| 4/17/2012 | 30- | 5.13 |
| 4/17/2012 | 6000 | 4.5468 |
| 4/23/2012 | 840- | 4.66 |
| 4/23/2012 | 3000 | 4.4913 |
| 4/24/2012 | 90- | 4.64 |
| 4/25/2012 | 810- | 4.702 |
| 5/1/2012 | 280- | 4.152 |
| 5/3/2012 | 1410 | 4.31 |
| 5/4/2012 | 1560- | 4.37 |
| 5/8/2012 | 540 | 5.048 |
| 5/11/2012 | 90- | 5.1801 |
| 5/11/2012 | 1330- | 4.762 |
| 5/17/2012 | 203 | 4.66 |
| 5/18/2012 | 12700- | 4.6819 |
| 5/21/2012 | 3150 | 5.0016 |
| 5/22/2012 | 110- | 5.0622 |
| 5/22/2012 | 23940 | 4.894 |
| 5/23/2012 | 13800 | 4.90 |

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| | | |
|-----------|--------|--------|
| 5/23/2012 | 640 | 4.9044 |
| 5/23/2012 | 600 | 4.9092 |
| 5/23/2012 | 50300 | 4.9455 |
| 5/24/2012 | 10300 | 4.95 |
| 5/24/2012 | 9900 | 4.9365 |
| 5/25/2012 | 34100 | 4.9493 |
| 5/29/2012 | 26000 | 4.8785 |
| 5/30/2012 | 9085 | 4.6498 |
| 5/31/2012 | 70- | 4.70 |
| 5/31/2012 | 22615 | 4.4818 |
| 6/1/2012 | 20400- | 4.323 |
| 6/8/2012 | 995- | 4.13 |
| 6/13/2012 | | |
| NBM | 9029 | 4.90 |
| 5/23/2012 | 6600 | 4.95 |
| 5/24/2012 | 23671 | 4.9455 |
| 5/24/2012 | 6600 | 4.9365 |
| 5/25/2012 | 22400 | 4.9493 |
| 5/29/2012 | 17100 | 4.8785 |
| 5/30/2012 | 6000 | 4.6498 |
| 5/31/2012 | 3900 | 4.7149 |
| 5/31/2012 | 19200 | 4.4818 |
| 6/1/2012 | | |
| Mr. Nahum | 70000 | 4.8076 |
| 4/19/2012 | | |

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not applicable

Item 7. Material to Be Filed as Exhibits

Letter to Issuer's Board of Directors, dated June 18, 2012, is attached hereto as Exhibit 1.

The Joint Filing Agreement is attached hereto as Exhibit 2.

Signature

After reasonable 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.

Neuberger Berman Group LLC

June 18, 2012

By: /s/ Brad Cetron
Authorized Signatory

Neuberger Berman Holdings LLC

June 18, 2012

By: /s/ Joseph Amato
President and Chief Executive Officer

Neuberger Berman LLC

June 18, 2012

By: /s/ Brad Cetron
Deputy General Counsel

Neuberger Berman Management LLC

June 18, 2012

By: /s/ Robert Conti
President and Chief Executive Officer

June 18, 2012

By: /s/ Benjamin Nahum

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)
