

Herrin Ronald K.  
Form 4  
July 19, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Herrin Ronald K.

(Last) (First) (Middle)

4300 WILDWOOD PARKWAY

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

BlueLinX Holdings Inc. [BXC]

3. Date of Earliest Transaction  
(Month/Day/Year)

07/16/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

VP, Procurement

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/16/2018		M	(A) or (D) Amount 28,000 (1)	\$ 7 29,869	D	
Common Stock	07/16/2018		D	\$ 28,000 (1) 38.17 (2)	1,869	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 7	07/16/2018		M		28,000	(1)	07/16/2018	(1)	Common Stock	28,000
Restricted Stock Units	(3)							07/20/2018	(4)	Common Stock	1,500
Restricted Stock Units	(3)							(5)	(5)	Common Stock	904

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Herrin Ronald K. 4300 WILDWOOD PARKWAY ATLANTA, GA 30339	VP, Procurement

## Signatures

/s/ Natali T. Mayo,  
Attorney-in-Fact 07/19/2018

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represent cash-settled stock appreciation rights (SARs) that vested on July 16, 2018. The SARs will be settled in two cash installments as follows: (i) 50% payable within thirty days of the vesting date, and (ii) 50% payable in 2019, no later than August 15, 2019.
- (2) Represents the "fair market value" of each SAR. The fair market value is equal to the average closing price for one share of BlueLinX Holdings Inc. common stock for the 20 trading days ending on the vesting date.
- (3) Each restricted stock unit represents a contingent right to receive one share of BlueLinX Holdings Inc. common stock.
- (4) The restricted stock units vest on July 20, 2018. Vested shares will be delivered to the reporting person not later than 30 days thereafter.
- (5) The restricted stock units vest in three equal annual installment commencing June 8, 2019. Vested shares will be delivered to the reporting person not later than 30 days after each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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