

BlueLinx Holdings Inc.
Form SC TO-T
August 02, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**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*
\$49,560,310.80

Amount of Filing Fee**
\$3,533.65

* Estimated for purposes of calculating the filing fee only. The transaction value was calculated by multiplying (x) \$3.40, which is the per share tender offer price and (y) 14,576,562, which is 32,676,562, the number of shares of common stock of BlueLinx

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Holdings Inc., par value \$0.01 per share (the "Shares"), issued and outstanding as of April 2, 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: Not applicable.
Form or Registration No.: Not applicable.

Filing Party: Not applicable.
Date Filed: Not applicable.

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:

INTRODUCTORY STATEMENT

This Tender Offer Statement and Rule 13E-3 Transaction Statement filed under cover of Schedule TO (together with any amendments and supplements hereto, this "Schedule TO") relates to the offer by Cerberus ABP Investor LLC, a Delaware limited liability company (the "Purchaser"), 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 \$3.40 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"), copies of which are attached hereto as Exhibits (a)(1)(i) and (a)(1)(ii) (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). This Schedule TO is being filed on behalf of Purchaser and Cerberus Capital Management, L.P. ("Cerberus").

The information set forth in the Offer to Purchase, including all annexes thereto, is incorporated by reference herein all of the items of this Schedule TO, including without limitation, all information required by Schedule 13E-3 that is not included in or covered by the items in Schedule TO and is supplemented by the information specifically provided herein.

ITEM 1. SUMMARY TERM SHEET.

Reference is made to the information set forth in the Offer to Purchase under the heading "SUMMARY TERM SHEET," which is incorporated herein by reference.

ITEM 2. SUBJECT COMPANY INFORMATION.

(a) Reference is made to the information set forth in the Offer to Purchase under the heading "THE OFFER Section 8. Certain Information Concerning the Company," which is incorporated herein by reference.

(b) Reference is made to the information set forth in the Offer to Purchase under the heading "INTRODUCTION," which is incorporated herein by reference.

(c) Reference is made to the information set forth in the Offer to Purchase under the heading "THE OFFER Section 6. Market and Trading Information," which is incorporated herein by reference.

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON.

(a) through (c) This Schedule TO is filed by Purchaser and Cerberus. Reference is made to the information set forth in the Offer to Purchase under the heading "THE OFFER Section 9. Certain Information Concerning Purchaser and Cerberus," and in Annex A thereto which is incorporated herein by reference.

ITEM 4. TERMS OF THE TRANSACTION.

(a) Reference is made to the information set forth in the Offer to Purchase under the headings "SUMMARY TERM SHEET", "INTRODUCTION", "SPECIAL FACTORS Section 2. Purpose and Reasons for the Offer; Plans for the Company After the Offer and the Merger", "SPECIAL FACTORS Section 5. Effects of the Offer and the Merger", "THE OFFER Section 1. Terms of the Offer", "THE OFFER Section 2. Acceptance for Payment and Payment for Shares", "THE OFFER Section 3. Procedures for Tendering Shares", "THE OFFER Section 4. Withdrawal Rights", and "THE OFFER Section 5. Material United States Federal Income Tax Consequences of the Offer and the Merger," which is incorporated herein by reference.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.

(a) Reference is made to the information set forth in the Offer to Purchase under the headings "SPECIAL FACTORS Section 1. Background", "SPECIAL FACTORS Section 2. Purpose and Reasons for the Offer; Plans for the Company After the Offer and the Merger", "SPECIAL FACTORS Section 8. Transactions and Arrangements Concerning the Shares", "SPECIAL FACTORS Section 9. Related Party Transactions; Certain Transactions Between Purchaser and the Company" and in Annex A thereto which is incorporated herein by reference.

(b) Reference is made to the information set forth in the Offer to Purchase under the headings "SPECIAL FACTORS Section 1. Background" and "THE OFFER Section. 9. Certain Information Concerning Purchaser and Cerberus," which is incorporated herein by reference.

ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.

(a) through (c)(1) (7) Reference is made to the information set forth in the Offer to Purchase under the headings "SUMMARY TERM SHEET", "INTRODUCTION", "SPECIAL FACTORS Section 1. Background", "SPECIAL FACTORS Section 2. Purpose and Reasons for the Offer; Plans for the Company After the Offer and the Merger", "SPECIAL FACTORS Section 5. Effects of the Offer and the Merger", "THE OFFER Section 6. Market and Trading Information", and "THE OFFER Section 7. Possible Effects of the Offer on the Market for the Shares; Listing; Exchange Act Registration and Margin Regulations," which is incorporated herein by reference.

ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

(a), (b) and (d) Reference is made to the information set forth in the Offer to Purchase under the headings "SUMMARY TERM SHEET" and "THE OFFER Section 10. Source and Amount of Funds," which is incorporated herein by reference.

ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

(a), (b) The information set forth in the Offer to Purchase under the headings "SUMMARY TERM SHEET", "INTRODUCTION", "SPECIAL FACTORS Section 1. Background", "SPECIAL FACTORS Section 8. Transactions and Arrangements Concerning the Shares", "THE OFFER Section 9. Certain Information Concerning Purchaser and Cerberus", and in Annex B thereto is incorporated herein by reference.

ITEM 9. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED.

The information set forth in the Offer to Purchase under the headings "THE OFFER Section 14. Fees and Expenses" is incorporated herein by reference.

ITEM 10. FINANCIAL STATEMENTS.

(a), (b) Not applicable.

ITEM 11. ADDITIONAL INFORMATION.

(a)(1) Reference is made to the information set forth in the Offer to Purchase under the headings "SPECIAL FACTORS" Section 1. Background" and "SPECIAL FACTORS Section 9. Related Party Transactions; Certain Transactions Between Purchaser and the Company," which is incorporated herein by reference.

(a)(2) (4) Reference is made to the information set forth in the Offer to Purchase under the headings "SPECIAL FACTORS Section 7. Appraisal Rights; 'Going Private' Rules", "THE OFFER

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Section 7. Possible Effects of the Offer on the Market for the Shares; Listing; Exchange Act Registration and Margin Regulations", and "THE OFFER Section 13. Certain Regulatory and Legal Matters," which is incorporated herein by reference.

(a)(5) The information set forth in the Offer to Purchase under the headings "SUMMARY TERM SHEET" and "THE OFFER Section 13. Certain Regulatory and Legal Matters" is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase and Letter of Transmittal is incorporated herein by reference.

ITEM 12. EXHIBITS.

- (a)(1)(i) Offer to Purchase dated August 2, 2010.
- (a)(1)(ii) Letter of Transmittal.
- (a)(1)(iii) Notice of Guaranteed Delivery.
- (a)(1)(iv) Letter to Brokers, Dealers, Banks, Trust Companies and other Nominees.
- (a)(1)(v) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(vi) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(1)(vii) Summary Advertisement published on August 2, 2010.
- (a)(1)(viii) Letter, dated July 21, 2010, from Purchaser to the Board of Directors of the Company (incorporated by reference to the pre-commencement Schedule 13 D/A filed on July 22, 2010).
- (a)(1)(ix) Text of Press Release issued by Purchaser on July 22, 2010 (incorporated by reference to the pre-commencement Schedule TO-C filed on July 22, 2010).
- (a)(1)(x) Text of Press Release issued by Purchaser on August 2, 2010 announcing commencement of Offer.
- (b) Not Applicable.
- (d)(i) Registration Rights Agreement, dated as of May 7, 2004, between Purchaser and the Company (incorporated by reference to Ex. 4.2 to Amendment No. 1 to the Company's registration statement on Form S-1, File No. 333-118750, filed with the SEC on October 1, 2004).
- (d)(ii) Investment Letter, dated March 10, 2004, between the Company and Purchaser (incorporated by reference to Ex. 4.4 to Amendment No. 2 to the Company's registration statement on Form S-1, File No. 333-118760, filed with the SEC on October 8, 2004).
- (d)(iii) Investment Letter, dated May 7, 2004, between the Company and Purchaser (incorporated by reference to Ex. 4.4 to Amendment No. 2 to the Company's registration statement on Form S-1, File No. 333-118760, filed with the SEC on October 8, 2004).
- (g) Not Applicable.
- (h) Not Applicable.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

ITEM 2. SUBJECT COMPANY INFORMATION

(d) Reference is made to the information set forth in the Offer to Purchase under the heading "THE OFFER Section 11. Dividends and Distributions," which is incorporated herein by reference.

(e) Not Applicable.

(f) Reference is made to the information set forth in the Offer to Purchase under the heading "SPECIAL FACTORS Section 8. Transactions and Arrangements Concerning the Shares" and in Annex A thereto which is incorporated herein by reference.

ITEM 4. TERMS OF THE TRANSACTION

(c) None.

(d) Reference is made to the information set forth in the Offer to Purchase under the heading "SPECIAL FACTORS Section 7. Appraisal Rights; 'Going Private' Rules," which is incorporated herein by reference.

(e) None.

(f) Not Applicable.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS

(c) Reference is made to the information set forth in the Offer to Purchase under the heading "SPECIAL FACTORS Section 1. Background," which is incorporated herein by reference.

(e) Reference is made to the information set forth in the Offer to Purchase under the headings "SPECIAL FACTORS Section 1. Background", "SPECIAL FACTORS Section 8. Transactions and Arrangements Concerning the Shares" and "SPECIAL FACTORS Section 9. Related Party Transactions; Certain Transactions Between Purchaser and the Company," which is incorporated herein by reference.

ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS

(b) Reference is made to the information set forth in the Offer to Purchase under the headings "SPECIAL FACTORS Section 1. Background", "SPECIAL FACTORS Section 2. Purpose and Reasons for the Offer; Plans for the Company After the Offer and the Merger", "SPECIAL FACTORS Section 5. Effects of the Offer and the Merger", and "SPECIAL FACTORS Section 7. Appraisal Rights; 'Going Private' Rules," which is incorporated herein by reference.

(c)(8) Reference is made to the information set forth in the Offer to Purchase under the headings "SPECIAL FACTORS Section 5. Effects of the Offer and the Merger" and "THE OFFER Section 7. Possible Effects of the Offer on the Market for the Shares; Listing; Exchange Act Registration and Margin Regulations," which is incorporated herein by reference.

ITEM 7. PURPOSES, ALTERNATIVES, REASONS AND EFFECTS

(a) through (c) Reference is made to the information set forth in the Offer to Purchase under the headings "SUMMARY TERM SHEET", "INTRODUCTION", "SPECIAL FACTORS Section 1. Background", "SPECIAL FACTORS Section 2. Purpose and Reasons for

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the Offer" and "SPECIAL FACTORS Section 5. Effects of the Offer and the Merger," which is incorporated herein by reference.

(d) Reference is made to the information set forth in the Offer to Purchase under the headings "SUMMARY TERM SHEET", "SPECIAL FACTORS Section 2. Purpose and Reasons for the Offer; Plans for the Company After the Offer and the Merger", "SPECIAL FACTORS Section 5. Effects of the Offer and the Merger", "SPECIAL FACTORS Section 6. Conduct of the Company's Business if the Offer is not Completed", "SPECIAL FACTORS Section 7. Appraisal Rights; 'Going Private' Rules", "THE OFFER Section 5. Material United States Federal Income Tax Consequences of the Offer and the Merger", and "THE OFFER Section 7. Possible Effects of the Offer on the Market for Shares; Listing; Exchange Act Registration and Margin Regulations," which is hereby incorporated by reference.

ITEM 8. FAIRNESS OF THE TRANSACTION

(a) through (f) Reference is made to the information set forth in the Offer to Purchase under the headings "SUMMARY TERM SHEET", "INTRODUCTION", "SPECIAL FACTORS Section 1. Background", "SPECIAL FACTORS Section 2. Purpose and Reasons for the Offer; Plans for the Company After the Offer and the Merger", "SPECIAL FACTORS Section 3. Position of Purchaser Regarding Fairness of the Offer and the Merger", "SPECIAL FACTORS Section 4. Certain Projected Financial Information", and "THE OFFER Section 8. Certain Information Concerning the Company," which is incorporated herein by reference.

ITEM 9. REPORTS, OPINIONS, APPRAISALS AND NEGOTIATIONS

(a) through (c) None.

ITEM 10. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

(c) Reference is made to the information set forth in the Offer to Purchase under the heading "THE OFFER Section 14. Fees and Expenses," which is incorporated herein by reference.

ITEM 12. THE SOLICITATION OR RECOMMENDATION

(d) Reference is made to the information set forth in the Offer to Purchase under the headings "SPECIAL FACTORS Section 8. Transactions and Arrangements Concerning the Shares", "SPECIAL FACTORS Section 10. Interests of Certain Persons in the Offer", and "THE OFFER Section 9. Certain Information Concerning the Purchaser and Cerberus," which is incorporated herein by reference.

(e) Reference is made to the information set forth in the Offer to Purchase under the heading "THE OFFER Section 8. Certain Information Concerning the Company," which is incorporated herein by reference.

ITEM 13. FINANCIAL STATEMENTS

(a)(1) The audited consolidated financial statements of the Company as of and for the fiscal years ended January 2, 2010 and January 3, 2009 are incorporated herein by reference to Item 8 to the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2010 filed on March 2, 2010.

(a)(2) The unaudited consolidated financial statements of the Company for the quarter ended April 3, 2010 are incorporated by reference to Item 1 Part I of the Company's Quarterly Report on Form 10-Q for the quarter ended April 3, 2010 filed on May 7, 2010.

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(a)(3), (a)(4) Reference is made to the information set forth in the Offer to Purchase under the heading "THE OFFER Section 8. Certain Information Concerning the Company" which is incorporated herein by reference.

(b) Not Applicable.

ITEM 14. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED

(b) None.

ITEM 16. EXHIBITS

(f) Section 262 of the Delaware General Corporation Law (included as Annex C of the Offer to Purchase filed herewith as Exhibit (a)(1)(i)).

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: August 2, 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

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 - (b) Not Applicable.
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 - (d)(iii) Investment Letter, dated May 7, 2004, between the Company and Purchaser (incorporated by reference to Ex. 4.4 to Amendment No. 2 to the Company's registration statement on Form S-1, File No. 333-118760, filed with the SEC on October 8, 2004).
 - (f) Section 262 of the Delaware General Corporation Law (included as Annex C of the Offer to Purchase filed herewith as Exhibit (a)(1)(A)).
 - (g) Not Applicable.
 - (h) Not Applicable.
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