

OFFICEMAX INC

Form 424B3

October 25, 2011

**PROSPECTUS SUPPLEMENT**

(To prospectus dated March 23, 2011)

**Filed Pursuant to Rule 424(b)(3)**

**Registration No. 333-162866**

**2,771,909 SHARES OF COMMON STOCK, \$2.50 PAR VALUE**

**OFFICEMAX**

**INCORPORATED**

This prospectus supplement supplements the prospectus dated March 23, 2011, relating to the resale of 2,771,909 shares of our common stock to allow our master trust (the "Selling Stockholder"), which is the funding vehicle for the Company's six tax-qualified employee pension benefit plans (the "Plans"), to resell, from time to time, shares of our common stock that we contributed as a voluntary, excess contribution to the Selling Stockholder. Since the date that we contributed such shares to the Selling Stockholder, the Selling Stockholder has sold 5,559,813 of the 8,331,722 shares contributed to the Selling Stockholder, and the 2,771,909 shares specified above represents the number of shares remaining to be sold. This prospectus supplement should be read in conjunction with the prospectus dated March 23, 2011, including any supplements thereto, which is to be delivered with this prospectus supplement, and this prospectus supplement is qualified by reference to the prospectus and any supplements thereto, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus and any supplements thereto. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any supplements thereto.

**Amendment No. 1 to Quarterly Report, on Form 10-Q/A**

**Current Report on Form 8-K**

On October 24, 2011, we filed with the Securities and Exchange Commission (the "SEC") an Amendment No. 1 on Form 10-Q/A to amend our Quarterly Report on Form 10-Q for the quarterly period ended June 25, 2011, as originally filed with the SEC on August 4, 2011. The text of such Form 10-Q/A is attached hereto as Exhibit 99.1.

On October 25, 2011, we filed with the SEC a Current Report on Form 8-K. The text of such Form 8-K is attached hereto as Exhibit 99.2.

**Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is October 25, 2011.