BlueLinx Holdings Inc.
Form DEF 14A
April 18, 2017

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

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No.)

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
þ Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material under §240.14a-12

BlueLinx Holdings Inc.
(Name of Registrant as Specified In Its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

BlueLinx Holdings Inc.
4300 Wildwood Parkway
Atlanta, Georgia 30339
April 18, 2017
Dear Stockholder:
I am pleased to invite you to the 2017 Annual Meeting of Stockholders of BlueLinx Holdings Inc. The meeting will be held at our headquarters at 4300 Wildwood Parkway, Atlanta, Georgia 30339 on Thursday, May 18, 2017, at 11:00 a.m. Eastern Time. The matters to be voted upon at the meeting are listed in the accompanying notice of the Annual Meeting, and are described in more detail in the accompanying proxy statement and proxy card. Whether or not you plan to attend the Annual Meeting, please complete, date, sign, and mail promptly the enclosed proxy card in the envelope provided to ensure that your vote will be counted. If you attend the meeting, you will, of course, have the right to revoke the proxy and vote your shares in person.
On behalf of the Board of Directors, management, and associates of BlueLinx, I extend our appreciation for your continued support and look forward to meeting with you.

Very truly yours,
Mitchell B. Lewis
President and Chief Executive Officer

BLUELINX HOLDINGS INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the 2017 Annual Meeting of Stockholders of BlueLinx Holdings Inc. will be held at our headquarters at 4300 Wildwood Parkway, Atlanta, Georgia 30339 on Thursday, May 18, 2017, at 11:00 a.m. Eastern Time, for the following purposes:

1. to elect six directors to hold office until the 2018 annual meeting of stockholders, or until their successors are duly elected and qualified;

2. to ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for our current fiscal year ending December 30, 2017, which we refer to as “fiscal 2017;”

3. to hold a non-binding, advisory vote to approve the executive compensation described in this Proxy Statement;

4. to conduct a non-binding, advisory vote on the frequency of future advisory votes on executive compensation;

5. to approve the BlueLinx Holdings Inc. 2017 Amended and Restated Short-Term Incentive Plan; and

6. to transact such other business as may properly come before the meeting and any adjournment or postponement thereof.

Stockholders of record at the close of business on April 12, 2017, will be entitled to notice of and to vote at the meeting or any postponements or adjournments of the meeting.

The Board of Directors recommends voting FOR its nominees for director and FOR proposals 2, 3, and 5. The Board of Directors recommends a vote in favor of a frequency of ONE YEAR in proposal 4.

Whether or not you expect to be present in person at the meeting, please sign and date the accompanying proxy and return it promptly in the enclosed postage-paid reply envelope. This will assist us in preparing for the meeting.

By Order of the Board of Directors,
Shyam K. Reddy
Senior Vice President, General Counsel and Secretary

April 18, 2017
Atlanta, Georgia

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE 2017 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON THURSDAY, MAY 18, 2017

BlueLinx Holdings Inc. is providing access to its proxy materials both by sending you this full set of proxy materials and by notifying you of the availability of its proxy materials on the Internet.

You may access the following proxy materials as of the date they are first mailed to our stockholders by visiting www.proxyvote.com:

- Notice of 2017 Annual Meeting of Stockholders to be held on Thursday, May 18, 2017;
- Proxy Statement for 2017 Annual Meeting of Stockholders to be held on Thursday, May 18, 2017; and
- Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

These proxy materials are available free of charge and will remain available through the conclusion of the 2017 Annual Meeting of Stockholders. In accordance with SEC rules, the proxy materials on the site are searchable, readable, and printable; and the site does not have “cookies” or other tracking devices which identify visitors.

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The enclosed proxy is being solicited by the Board of Directors of BlueLinx Holdings Inc. (“BlueLinx,” “us,” “we,” “our,” or the “Company”) for the 2017 Annual Meeting of Stockholders or any postponement or adjournment of the meeting, for the purposes set forth in the accompanying “Notice of Annual Meeting of Stockholders.” References in this Proxy Statement to 2017 or fiscal 2017 refer to our current fiscal year, ending December 30, 2017. References to 2016 or fiscal 2016 refer to the fiscal year ended December 31, 2016. References to 2015 or fiscal 2015 refer to the fiscal year ended January 2, 2016. References to 2014 or fiscal 2014 refer to the fiscal year ended January 3, 2015. All fiscal years presented comprise a 52-week year.

Copies of this proxy statement, the form of proxy and the annual report will first be mailed to stockholders on or about April 18, 2017. The proxy statement and annual report are also available on the investor relations page of our website at www.BlueLinxCo.com and at www.proxyvote.com.

Attending the Annual Meeting

The Annual Meeting will be held at our headquarters at 4300 Wildwood Parkway, Atlanta, Georgia 30339, on Thursday, May 18, 2017, at 11:00 a.m. Eastern Time. For directions to the meeting please contact our investor relations department at 770-953-7000. Holders of our common stock as of the close of business on April 12, 2017, will be entitled to attend and vote at the meeting.

BLUELINX HOLDINGS INC.
4300 Wildwood Parkway
Atlanta, Georgia 30339
770-953-7000

GENERAL INFORMATION

Why did I receive this proxy statement?

This proxy statement is furnished in connection with the solicitation of proxies on behalf of our Board of Directors (the "Board") to be voted at the annual meeting of our stockholders to be held on May 18, 2017, and any adjournment or postponement thereof, for the purposes set forth in the accompanying "Notice of Annual Meeting of Stockholders." The meeting will be held at our headquarters, 4300 Wildwood Parkway, Atlanta, Georgia 30339, on Thursday, May 18, 2017, at 11:00 a.m. Eastern Time. This proxy statement and accompanying proxy card are being first sent or given to our stockholders on or about April 18, 2017. Our Form 10-K for the fiscal year ended December 31, 2016, accompanies this proxy statement, as part of our 2016 Annual Report.

Who is soliciting my vote?

Our Board is soliciting your vote at the 2017 Annual Meeting of Stockholders of BlueLinx Holdings Inc.

Who is entitled to vote?

Only our stockholders of record at the close of business on April 12, 2017, the "Record Date," are entitled to receive notice of the meeting, attend the meeting and to vote the shares of our common stock that they held on that date at the meeting, or any adjournment thereof. Each outstanding share that you own as of the Record Date entitles you to cast one vote on each matter to be voted upon.

Who can attend the meeting?

All stockholders of record as of the close of business on the Record Date, or their duly appointed proxies, may attend the meeting. Each stockholder may be asked to present valid picture identification, such as a driver's license or passport.

Please note that if you hold your shares in "street name" (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the Record Date. If you are a stockholder of record, your name will appear on our stockholder list.

What will I vote on?

Five items:

- the election of six directors to our Board;
- the ratification of BDO USA, LLP as our independent registered public accounting firm for our current fiscal year, which we refer to as "fiscal 2017;"
- a non-binding, advisory, vote to approve the executive compensation described in this Proxy Statement;
- a non-binding, advisory, vote on the frequency of future advisory votes on executive compensation; and
- the approval of the BlueLinx Holdings Inc. 2017 Amended and Restated Short-Term Incentive Program.

Will there be any other items of business on the agenda?

We do not expect any other items of business at the meeting. Nonetheless, if an unforeseen matter is raised, your proxy will give discretionary authority to the persons named on the proxy to vote on any other matters that may be brought before the meeting. These persons will use their best judgment in voting your proxy.

How many votes must be present to conduct business at the meeting?

The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of our common stock outstanding on the Record Date will constitute a quorum, permitting business to be conducted at the meeting. As of the Record Date, we had 9,070,317 shares of common stock outstanding. Proxies received but marked as abstentions or broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

How do I vote?

If you complete and properly sign the accompanying proxy card and return it to us, it will be voted as you direct. If you are a registered stockholder and attend the meeting, you may deliver your completed proxy card in person. “Street name” stockholders who wish to vote at the meeting will need to obtain a proxy form from the institution that holds their shares.

Can I change my vote after I return my proxy card?
Yes. Even after you have submitted your proxy, you may change your vote at any time before the proxy is exercised by filing either a notice of revocation or a duly executed proxy bearing a later date with our Corporate Secretary, at our principal executive offices, BlueLinx Holdings Inc., attn: Corporate Secretary, 4300 Wildwood Parkway, Atlanta, Georgia 30339. The powers of the proxy holder(s) will be suspended if you attend the meeting in person and so request, although attendance at the meeting will not by itself revoke a previously granted proxy.
What are the recommendations of our Board of Directors?
Our Board recommends a vote FOR the election of the nominated slate of directors, FOR the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for fiscal 2017, FOR the approval, on a non-binding, advisory basis, of the executive compensation described in this Proxy Statement, to conduct future advisory votes on executive compensation EVERY YEAR, and FOR the approval of the Company’s 2017 Amended and Restated Short-Term Incentive Plan.
What vote is required to approve each item?
Election of Directors. A nominee will be elected as a director if he receives a plurality of the votes cast at the meeting. “Plurality” means that the nominees receiving the largest number of votes cast are elected as directors up to the maximum number of directors to be chosen at the meeting. In other words, the six director nominees receiving the most votes will be elected. Broker non-votes or marking your proxy card to withhold authority for all or some nominees will have no effect on the election of directors.
Ratification of Independent Registered Public Accounting Firm. The affirmative vote of the holders of a majority of the shares present or represented by proxy and entitled to vote is required to ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for fiscal 2017. As a result, abstentions will have the effect of a vote “against” the proposal; however, broker non-votes will have no effect on this proposal. If our stockholders fail to ratify the selection, the Audit Committee may, but is not required to, reconsider whether to retain that firm. Even if the selection is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent auditing firm at any time during the fiscal year if it determines that such a change would be in our best interests and that of our stockholders.
Approval on a non-binding, advisory basis of the compensation of the Company’s named executive officers. Adoption of a resolution approving, on a non-binding, advisory basis, the compensation of the

Company’s named executive officers, as disclosed in the Compensation Discussion and Analysis, compensation tables, and narrative discussion of this proxy statement, requires the affirmative vote of the holders of a majority of the shares present or represented by proxy and entitled to vote. As a result, abstentions will have the effect of a vote “against” the proposal; however, broker non-votes will have no effect on this proposal.
Approval on a non-binding, advisory basis of the frequency that stockholders will vote on compensation of the Company’s named executive officers. With respect to the frequency of future non-binding, advisory votes on the compensation of the Company’s named executive officers, approval of a frequency requires votes for that frequency from a majority of the votes cast on the matter at the Annual Meeting. Because stockholders have four choices (one year, two years, three years or abstain) on the advisory approval of a frequency of future advisory votes on the compensation of the Company’s named executive officers, it is possible that no frequency will receive a majority vote. If no frequency receives the affirmative vote of a majority of the votes cast, our Board intends to regard the frequency receiving the greatest number of votes as the recommendation of our stockholders. Abstentions and broker non-votes will not have any effect on the matter. The Board and the Compensation Committee will consider the outcome of the vote when making its determination regarding how frequently (every one, two or three years) over the next six years the advisory votes on the compensation of the Company’s named executive officers will be held, after which period another frequency vote will be held.
Approval of the BlueLinx Holdings Inc. 2017 Amended and Restated Short-Term Incentive Plan. Approval of the BlueLinx Holdings Inc. 2017 Amended and Restated Short-Term Incentive Plan requires the affirmative vote of the holders of a majority of the shares present or represented by proxy and entitled to vote. As a result, abstentions will have the effect of a vote “against” the proposal; however, broker non-votes will have no effect on this proposal.

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What if I don’t vote for some or all of the matters listed on my proxy card?

If you are a registered stockholder and you return a signed proxy card without indicating your vote for some or all of the matters, your shares will be voted as follows for any matter you did not indicate a vote on:

- FOR the director nominees to the Board listed on the proxy card;
- FOR the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for fiscal 2017;
- FOR the approval of the executive compensation described in this Proxy Statement;
- For a frequency of ONE YEAR with respect to the frequency that stockholders will vote on our executive compensation;
- FOR the approval of the BlueLinx Holdings Inc. 2017 Amended and Restated Short-Term Incentive Plan.

How will proxies be solicited?

Proxies will be solicited by mail. Proxies may also be solicited by our officers and regular employees personally or by telephone or facsimile, but such persons will not be specifically compensated for such services. Banks, brokers, nominees, and other custodians and fiduciaries will be reimbursed for their reasonable out-of-pocket expenses in forwarding soliciting material to their principals, the beneficial owners of our common stock. We will pay the expense of preparing, assembling, printing, mailing, and soliciting proxies.

Is there electronic access to the proxy materials and annual report?

Yes. The materials will be available, as of the date they were first mailed to our stockholders, by visiting www.proxyvote.com. In addition, this proxy statement and our Annual Report on Form 10-K are available on our website at www.BlueLinxCo.com.

ITEMS OF BUSINESS TO BE ACTED ON AT THE MEETING

PROPOSAL 1:
ELECTION OF DIRECTORS

Our Board is currently authorized to consist of nine members and we currently have seven members, each with terms expiring at the 2017 Annual Meeting of Stockholders. Our Board, based on the recommendation of our Nominating and Governance Committee, nominated six candidates for election at the 2017 Annual Meeting of Stockholders. Accordingly, we will have three vacancies on our Board following the 2017 Annual Meeting of Stockholders. Messrs. Grant and Warner have decided to retire as directors of the Company when their current term expires at the 2017 Annual Meeting of Stockholders, and accordingly, have chosen not to stand for re-election at the 2017 Annual Meeting of Stockholders. Pursuant to the Company’s Bylaws, the Board has nominated the six persons listed below for election as directors of the Company at the 2017 Annual Meeting of Stockholders to comprise our entire Board. Our Nominating and Governance Committee has engaged a third party search firm to seek qualified candidates to fill one vacancy on our Board. Our Nominating and Governance Committee does not intend at this time to seek qualified candidates to fill the remaining two vacancies on our Board. At the 2017 Annual Meeting of Stockholders, proxies cannot be voted for a greater number of individuals than the six nominees named in this Proxy Statement. Mr. J. David Smith has been nominated for election and has consented to stand for election. Mr. J. David Smith was initially identified as a potential director by the Chief Executive Officer of the Company. Each of the other nominees listed below has been nominated for re-election and has consented to stand for re-election.
The terms of all of the members of our Board will expire at the next annual meeting after their election, or when their successors are elected and appointed. If you do not wish your shares of common stock to be voted for particular nominees, you may so indicate on the enclosed proxy card. If, for any reason, any of the nominees become unavailable for election, the individuals named in the enclosed proxy card may exercise their discretion to vote for any substitutes proposed by the Board. At this time, the Board knows of no reason why any nominee might be unavailable to serve.
Our Board unanimously recommends a vote FOR each of the following nominees:
- Dominic DiNapoli
- Kim S. Fennebresque
- Mitchell B. Lewis
- Steven F. Mayer
- Alan H. Schumacher
- J. David Smith

Biographical and other information about these nominees can be found under “Identification of Executive Officers and Directors” elsewhere in this proxy statement.

PROPOSAL 2:
RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of our Board has selected BDO USA, LLP to serve as our independent registered public accounting firm for fiscal 2017. BDO USA, LLP has served as our independent registered public accounting firm since April 8, 2015.

While stockholder ratification of the selection of BDO USA, LLP as our independent registered public accounting firm is not required by our Bylaws or otherwise, our Board is submitting the selection of BDO USA, LLP to our stockholders for ratification. If our stockholders fail to ratify the selection, the Audit Committee may, but is not required to, reconsider whether to retain that firm. Even if the selection is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent auditing firm at any time during the fiscal year if it determines that such a change would be in our best interests and that of our stockholders.

BDO USA, LLP has advised us that it has no direct, nor any material indirect, financial interest in us or any of our subsidiaries. We expect that representatives of BDO USA, LLP will be present at the meeting to make any statement they may desire and to respond to appropriate questions from our stockholders.

Fees Paid To Independent Registered Public Accounting Firm

The following table presents the aggregate fees billed by BDO USA, LLP for professional services for fiscal 2016 and fiscal 2015, respectively, by category as described in the notes to the table:

	2016	2015
Audit Fees (1)	$970,852	$858,696
All Other Fees (2)	—	—
TOTAL (3)	$970,852	$858,696

(1) Consists of fees related to audits of our consolidated financial statements, reviews of interim financial statements, and disclosures in filings with the Securities and Exchange Commission (“SEC”). Audit fees also included fees related to the audit of internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002.

(2) Consist of fees for permitted services other than those that meet the criteria above.

(3) There were no Audit-Related Fees, fees for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under “Audit Fees” in fiscal 2016 and fiscal 2015. There were no Tax Fees, fees for professional services provided for the review of tax returns prepared by the company; assistance with international tax compliance; or assistance related to the tax impact of proposed and completed transactions in fiscal 2016 and fiscal 2015.

Pre-Approval of Audit and Non-Audit Services

The charter of the Audit Committee provides that the Audit Committee is responsible for the pre-approval of all material audit services and non-audit services to be performed for us by our independent registered public accounting firm. All audit and non-audit work described above was pre-approved by the Audit Committee. The Audit Committee may delegate to one or more of its members the authority to grant such pre-approvals. The decisions of any such member shall be presented to the full Audit Committee at each of its scheduled meetings.

Our Board recommends a vote FOR the ratification of BDO USA, LLP as our
independent registered public accounting firm for fiscal 2017.

PROPOSAL 3:
NON-BINDING, ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

As required pursuant to Section 14A of the Exchange Act, we seek a non-binding, advisory vote from our stockholders to approve the compensation of our executives as described under "Compensation Discussion and Analysis" ("CD&A") and the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) in this proxy statement. This proposal, commonly known as a say-on-pay proposal, gives our stockholders the opportunity to express their views on our executive compensation. Because your vote is advisory, it will not be binding on the Board. However, the Compensation Committee will take into account the outcome of the vote when making future executive compensation decisions. At our 2011 Annual Meeting, our stockholders voted to hold a stockholder advisory vote to approve the compensation of the Company's named executive officers annually. Accordingly, we presently intend to hold annual say-on-pay votes. At our 2016 Annual Meeting of Stockholders, our stockholders approved our say-on-pay proposal, with over 97 percent of the votes cast approving the 2015 executive compensation described in our 2016 proxy statement. Based on this strong support from our stockholders, we believe our compensation programs are effectively designed and continue to be aligned with the interests of our stockholders.

As discussed below in our Compensation Discussion & Analysis, our primary goal is to establish a compensation program that serves the long-term interests of the Company and our stockholders by aligning management's interests with that of our stockholders through equity ownership and by promoting the attainment of certain individual and corporate goals. In addition, our compensation program is designed to attract and retain top quality executives with the qualifications necessary for the long-term financial success of the Company. Key elements of our compensation philosophy include:

- Compensation decisions are driven by a pay-for-performance philosophy, which takes into account performance by both the Company and the individual;
- Performance is determined with reference to pre-established goals, both with respect to the Company and the individual, which we believe enhances the individual executive's performance;
- Where possible, a significant component of total direct compensation should consist of variable compensation;
- Total compensation opportunity should be comparable to the median ranges in the marketplace within which we compete; and
- Increased compensation can be earned through an individual's increased contribution to the Company.

The Committee has and will continue to take action to structure our executive compensation practices in a manner that is performance-based with a view towards serving the long-term interests of the Company and our stockholders. The Board believes that the executive compensation as described in this proxy statement aligns with our compensation philosophy.

Our Board recommends a vote FOR the following non-binding, advisory resolution:

"RESOLVED, that the compensation paid to the Company's named executive officers as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion & Analysis, the compensation tables and narrative discussion, is hereby approved."

PROPOSAL 4:

ADVISORY VOTE ON THE FREQUENCY OF FUTURE NON-BINDING, ADVISORY VOTES ON EXECUTIVE COMPENSATION

Pursuant to Section 14A of the Exchange Act, we are asking stockholders to vote on whether future non-binding, advisory votes on executive compensation of the nature reflected in Proposal 3 should occur every year, every two years, or every three years. The Company has held annual say-on-pay votes since 2011.

While the Company’s executive compensation programs are designed to promote a long-term connection between pay and performance, the Board recognizes that executive compensation disclosures are made annually. Holding an annual advisory vote on executive compensation provides the Company with more direct and immediate feedback on our compensation disclosures. However, stockholders should note that because the non-binding, advisory vote on executive compensation occurs well after the beginning of the compensation year, and because the different elements of our executive compensation programs are designed to operate in an integrated manner and to complement one another, in many cases it may not be appropriate or feasible to change our executive compensation programs in consideration of any one year’s non-binding, advisory vote on executive compensation by the time of the following year’s annual meeting of stockholders. We believe that an annual non-binding, advisory vote on executive compensation is consistent with our practice of seeking input and engaging in dialogue with our stockholders on corporate governance matters (including the Company’s practice of having all directors elected annually and annually providing stockholders the opportunity to ratify the Audit Committee’s selection of independent auditors) and our executive compensation philosophy, policies and practices.

This non-binding, advisory vote on the frequency of future non-binding, advisory votes on executive compensation is non-binding on the Board of Directors. Stockholders will be able to specify one of four choices for this proposal on the proxy card: one year, two years, three years or abstain. Stockholders are not voting to approve or disapprove the Board’s recommendation. Although non-binding, the Board and the Compensation Committee will carefully review the voting results. Notwithstanding the Board’s recommendation and the outcome of the stockholder vote, the Board may in the future decide to conduct non-binding, advisory votes on a more or less frequent basis and may vary its practice based on factors such as discussions with stockholders and the adoption of material changes to compensation programs.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors recommends a vote to conduct future advisory votes on the compensation of our named executive officers EVERY YEAR.

PROPOSAL 5:
APPROVAL OF THE BLUELINX HOLDINGS INC. 2017 AMENDED AND RESTATED SHORT-TERM INCENTIVE PLAN

On March 8, 2017, the Compensation Committee approved the BlueLinx Holdings Inc. 2017 Amended and Restated Short-Term Incentive Plan (as Amended and Restated Effective January 1, 2017 (the "2017 STIP")). The 2017 STIP amends and restates in its entirety the BlueLinx Holdings Inc. Short-Term Incentive Plan (the "Prior Plan"), as previously amended and restated.

In general, Section 162(m) of the Code provides that a publicly held corporation may not deduct for federal income tax purposes, with respect to any tax year of the corporation, compensation paid to certain executives for such tax year to the extent such compensation exceeds $1,000,000 unless (i) such compensation is based on, and paid solely on the account of achievement of, certain pre-established objective performance goals, which are established by two or more "outside directors" and based on business criteria set forth in the plan or the requirements set forth in the plan and the awards are met, and (ii) the plan's terms are disclosed to and approved by the corporation's stockholders. The Board is requesting stockholder approval of the STIP in order for the Company to have the ability to structure incentive compensation to avoid having the $1 million deduction limit of Section 162(m) of the Code applied to certain parts of awards to be granted under the 2017 STIP.

For the foregoing reasons, the Board is asking the stockholders of the Company for, and recommends, the approval of the 2017 STIP.

The principal terms of the 2017 STIP are described below. The full text of the 2017 STIP is set forth in Appendix "A" of this Proxy Statement and the following discussion is qualified in its entirety by reference to such text.

Purpose of Plan The purpose of the 2017 STIP, as proposed by this Proposal 5, is to permit the Company, through awards of annual bonuses, to reinforce the importance of teamwork for corporate success and to motivate employees to achieve maximum profitability and success of the Company.

Administration The 2017 STIP will be administered by the Board's Compensation Committee. Subject to the limits and terms of the plan, the Committee will (i) interpret the 2017 STIP, (ii) establish rules and regulations relating to the operation of the 2017 STIP, (iii) determine the amount of any bonuses, (iv) appoint certain employees to act on its behalf as its representatives (except that such delegation is not permitted with respect to any bonuses that are intended to constitute performance-based compensation exempt from the $1 million deduction limit of Section 162(m) of the Code), and (iv) make all other determinations and take all other actions necessary or appropriate for the proper administration of the 2017 STIP. Determinations under the 2017 STIP with respect to the Company's Chief Executive Officer and other executive officers for any bonuses that are intended to constitute performance-based compensation exempt from the $1 million deduction limit of Section 162(m) of the Code will be made by a sub-committee of the Committee which will consist of two or more persons, all of whom shall be "outside directors" within the meaning of Section 162(m) of the Code.

Employees To Whom Awards May Be Granted Awards may be granted under the 2017 STIP to full-time, salaried employees of the Company. As of April 12, 2017, the Company had approximately 115 salaried employees eligible to participate under the Plan.

Awards Not later than 90 days after the beginning of each fiscal year (and before the lapse of 25% of the period of service to which the performance goals relate), the Compensation Committee will establish performance goals for the year. The performance goals are the specific targets and objectives set by the Compensation Committee for any of the following performance measures: (a) Net earnings or net income (before or after taxes, depreciation and amortization); (b) Earnings per share; (c) Net sales or revenues or growth in net sales or revenues; (d) Net operating profit; (e) Return measures (including, but not limited to, return (net or gross) on assets, capital, working capital, inventory, equity, sales, or revenue); (f) Cash flow (including, but not limited to, operating cash flow, free cash flow, cash flow return on equity, and cash flow returns on investment); (g) Earnings measures (including, but not limited to, earnings before interest and taxes (EBIT), earnings before interest, taxes, depreciation and/or amortization (EBITDA), earnings before interest, taxes, depreciation, amortization, and restructuring or rent costs (EBITDAR), or adjusted EBIT, EBITDA, or EBITDAR); (h) Gross or operating margins; (i) Productivity measures or ratios; (j) Share price (including, but not limited to, growth measures and total shareholder return); (k) Expense target; (l) Margins; (m) Operating efficiency; (n) Market share; (o) Customer satisfaction; (p) Working capital targets; (q) Debt, debt/capital ratio, debt to equity ratio, or debt reduction; and (r) Economic value added or EVA® (net operating profits after tax minus the sum of capital multiplied by the cost of capital).

The performance goals must be (i) objectively determinable and established in writing within the time period described above, (ii) uncertain of achievement at the time they are established, (iii) such that their achievement is determinable by a third party with knowledge of the relevant facts, and (iv) for the Chief Executive Officer and the other executive officers, for any bonuses that are intended to constitute performance-based compensation exempt from the $1 million deduction limit of

Section 162(m) of the Code, otherwise consistent with the requirements for performance-based compensation. The performance goals may be measured on a Company, subsidiary, affiliate, division, business unit, service line, segment or geographic basis or any combination thereof. The performance goals may reflect absolute entity performance or a relative comparison of entity performance to the performance of a peer group of entities or published or special indexes or other external measures and may include or exclude any extraordinary or non-reoccurring items. The performance goals may, but need not be, based upon an increase or positive result under any of the foregoing criteria and could include, for example and not by way of limitation, maintaining the status quo or limiting the economic losses (measured, in each case, by reference to the specific criteria). The performance goals for any bonuses that are intended to constitute performance-based compensation exempt from the $1 million deduction limit of Section 162(m) of the Code may not include solely the mere continued employment of the participant. However, any bonus under the STIP may become payable contingent on the participant's continuing employment, or employment as of the time the bonus becomes payable, in addition to the achievement of performance goals.

The bonus targets may be described as a percentage of the participants' base salary at the time the performance goal is established, and may be expressed as a range of outcomes, such as "threshold," "target" and "maximum," based on the level of achievement of the performance goals.

The Company funds bonuses under the 2017 STIP out of a bonus pool, which is calculated in accordance with a formula specified in the 2017 STIP. The bonus pool consists of both a discretionary component and a non-discretionary component. Not later than the required time described above, the Compensation Committee will determine the percentage of the bonus pool to be allocated to each of the discretionary component and the non-discretionary component. The Compensation Committee, or the Compensation Committee's delegates, will determine the amount of the discretionary component of the bonus pool, if any, to award each participant (other than the Chief Executive Officer and any other executive officer) after reviewing his or her individual performance and contribution to the Company. The amount of the discretionary component of the bonus pool awarded to the Chief Executive Officer or any other executive officer will be equal to the participant's funding amount, which is a set amount, determined by an established formula, based on achievement of the respective performance goals (the "Participant Funding Amount"), which amount then will be subject to adjustment (but not increases for any bonuses that are intended to constitute qualified performance-based compensation exempt from the $1 million deduction limit of Section 162(m) of the Code) by the Compensation Committee, after reviewing his or her individual performance and contribution to the Company. The Compensation Committee retains the discretion to reduce (but not increase) the amount of any discretionary component otherwise awarded to the Chief Executive Officer or any other executive officer that is intended to constitute qualified performance-based compensation exempt from the $1 million deduction limit of Section 162(m) of the Code (including a reduction in such amount to zero). The non-discretionary component of the bonus pool for a fiscal year equals the total bonus pool multiplied by the percentage of the bonus pool allocated by the Compensation Committee to the non-discretionary component for the fiscal year. The non-discretionary component of the bonus pool is allocated among participants in an amount equal to his or her Participant Funding Amount multiplied by the Non-Discretionary Allocation Percentage. Notwithstanding the foregoing, in the event that the Compensation Committee determines that a participant's performance warrants a lesser incentive compensation payment, the participant's allocation may be reduced or forfeited. The non-discretionary component of the bonus pool may not be increased. The Compensation Committee will certify the achievement of the applicable performance goals before any bonuses will be paid. Bonuses will be paid, if at all, no later than $2^{1/2}$ months following the end of the applicable year to which the bonuses relate.

In no event will any bonus payable to the Chief Executive Officer under the 2017 STIP for any fiscal year that is intended to constitute qualified performance-based compensation exempt from the $1 million deduction limit of Section 162(m) of the Code exceed $3,000,000, and in no event will any such bonus payable to any executive officer (other than the Chief Executive Officer) under the 2017 STIP for any fiscal year exceed $2,000,000.

New Plan Benefits The selection of eligible participants who may receive awards under the 2017 STIP, and the size and the types of awards subject to issuance, will be determined by the Compensation Committee in its discretion in accordance with the 2017 STIP. The amount of any such awards under the 2017 STIP are not determinable at this time due to corporate performance and other future requirements that may be included in the award. Therefore, it is not possible to predict the future benefit or amounts that will be received by, or allocated to, any participant or participants in future years. If the amendments to the 2017 STIP had been in place prior to the last fiscal year, we believe that the awards granted under the 2017 STIP would have been substantially similar to those shown under "Compensation of Executive Officers — Grants of Plan Based Awards for 2016" elsewhere in this proxy statement.

Change in Control. In the event of a change of control of the Company during any fiscal year, the Board of Directors, or a committee thereof, duly appointed to administer the 2017 STIP ("the Administrator") may, in its sole discretion, take such action with respect to the 2017 STIP and any bonuses payable for such fiscal year or portion of the fiscal year as the Administrator determines is in the best interest of the Company.

Amendment and Termination. The 2017 STIP may be amended or terminated by the Board at any time, except that, to the extent required to satisfy the requirements of Section 162(m) of the Code, no amendment will be effective without the approval of the stockholders of the Company. In addition, no amendment will, after the 90th day of the fiscal year (or, if earlier, after 25% of the service period has elapsed), cause any bonuses payable under the 2017 STIP for the fiscal year to the Chief Executive Officer or the other executive officers that are intended to constitute qualified performance-based compensation exempt from the $1 million deduction limit of Section 162(m) of the Code to be increased as compared to the amount that would have been paid in accordance with the terms established within such period.

Federal Income Tax Consequences In general, any employee who receives an amount that is paid by reason of an award granted under the 2017 STIP must recognize for federal income tax consequences, at the time of the payment, ordinary compensation income (subject to income and employment tax withholding) equal to such amount, and the Company will be entitled to a deduction for the same amount.

Effect of Management Vote on Proposal Since the directors and officers of the Company beneficially own 205,844 shares of our common stock, or 2.29%% of the outstanding voting shares as of the Record Date, their votes on the proposal are not likely to have a material impact on whether this proposal is adopted.

Our Board recommends a vote FOR the adoption of the BlueLinx Holding Inc. 2017 Amended and Restated Short-Term Incentive Plan (as amended and restated effective January 1, 2017).

INFORMATION ABOUT THE BOARD OF DIRECTORS

Our Board met ten times during fiscal 2016. Each incumbent director attended at least 75% of the total of all Board and committee meetings the director was entitled to attend during fiscal 2016.

Our Board has reviewed the independence of each of its members based on the criteria for independence set forth under applicable securities laws, including the Securities Exchange Act of 1934, as amended (the "Exchange Act"), applicable rules and regulations of the SEC, and applicable rules and regulations of the NYSE. The NYSE Listed Company Manual and corresponding listing standards provide that, in order to be independent, the Board must determine that a director has no material relationship with the Company other than as a director. The Board has reviewed the relationships between each Board member and the Company. We believe that, as of the date of our Annual Meeting, three of the current members of our Board do not meet the independence standards promulgated under the listing standards of the NYSE. Mr. Mayer is a current employee of Cerberus ABP Investor LLC, an affiliate of Cerberus Capital Management, L.P. ("Cerberus"), Mr. DiNapoli provides paid consulting services to Cerberus Operations and Advisory Company, LLC, an affiliate of Cerberus; and Mr. Lewis is the Company's President and Chief Executive Officer. As further described under "Controlled Company," below, we are exempt from the requirement that our Board be composed of a majority of independent directors.

Our business and affairs are managed by our Board. To assist it in carrying out its responsibilities, our Board has established the three standing committees described below, under "Committees of the Board of Directors." The charter for each of these committees, as currently in effect, may be found on our website, www.BlueLinxCo.com. Each of these committees has the right to retain its own legal counsel and other advisors. While we do not have a formal attendance policy, all of our directors are encouraged to attend our Annual Meeting of Stockholders. Six of our (then) eight directors attended the 2016 Annual Meeting of Stockholders, and additionally, Dominic DiNapoli attended as a nominee to the Board.

Board Structure and Risk Oversight

We have separate persons serving as Chairman of the Board and Chief Executive Officer. Kim S. Fennebresque, a non-employee independent director, serves as our Chairman of the Board. Mitchell B. Lewis is our President and Chief Executive Officer. The Chairman of the Board provides general oversight and high level strategic planning for the Company while the Chief Executive Officer manages the business of the organization with a focus on daily operations as they relate to the Company's long-term strategy. The Board will elect a Chairman immediately following the Annual Meeting. We believe this structure is appropriate for the Company at this time as it keeps board leadership separate from operational management.

Our Board monitors our exposure to a variety of risks. Risks may be addressed from time to time by the full Board or by one or more of our Board committees. Senior management is responsible for identifying and managing material risks faced by the Company and periodically reports on such risks to the full Board or to the appropriate committee. Our Audit Committee Charter gives the Audit Committee responsibilities and duties that include discussing with management, the internal audit department, and the independent auditors our major financial and enterprise risk exposures and the steps management has taken to monitor, control, and minimize such exposures. Liquidity risk, credit risk, and risks associated with our debt facilities and cash management are handled primarily by our finance and accounting department, which provides regular reports to our Audit Committee. The Compensation Committee is responsible for reviewing whether our compensation programs encourage excessive risk taking by senior executive management. The Nominating and Governance Committee is responsible for monitoring risk of fraud and other misconduct by reviewing related-party transactions and waivers to our Code of Ethical Conduct. General business and operational risks are handled primarily by senior executive management, which discusses any such risks as necessary during its regular meetings with the Board. The Company also has established an enterprise risk committee, comprised of functional area leaders within the Company, which assists the internal audit group with identifying, monitoring, and addressing the Company's risks.

Lead Director

The lead director's duties generally include serving as the chairperson for all executive sessions of the non-management directors and communicating to the Chief Executive Officer the results of non-management executive board sessions. Mr. Fennebresque, the Chairman of the Board, currently serves as the Company's lead director. Any interested party may contact the lead director by directing such communications to the lead director c/o Corporate Secretary, BlueLinx Holdings Inc., 4300 Wildwood Parkway, Atlanta, Georgia 30339. Any such correspondence received by us will be forwarded to the lead director.

Committees of the Board of Directors

The Audit Committee

Our Board established a separately-designated standing Audit Committee in accordance with Section 3(a)(58)(A) of the Exchange Act. The purpose of the Audit Committee is to assist our Board in fulfilling its responsibilities to oversee our financial reporting process, including monitoring the integrity of our financial statements and the independence and performance of our internal and external auditors. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. The Audit Committee met eight times in fiscal 2016.

The Audit Committee currently consists of Messrs. Schumacher (Chairman), Fennebresque, and Grant. Based on its review, the Board has affirmatively determined that the directors serving on the Audit Committee have no material relationship with us or any other matter of any kind that would impair their independence and, therefore, satisfy the requirements to be considered independent under the rules of the SEC and the listing standards of the NYSE applicable to audit committee membership, and each meets the NYSE's financial literacy requirements. Our Board has determined that Mr. Schumacher is an "audit committee financial expert," as such term is defined under the applicable rules of the SEC and that the simultaneous service on more than three audit committees of public companies by Mr. Schumacher neither impairs his ability to serve on the Audit Committee, nor represents or in any way creates a conflict of interest for the Company.

The Audit Committee operates pursuant to a written charter, a copy of which can be found on our website at www.BlueLinxCo.com. Additionally, the Audit Committee Charter is available in print to any stockholder who requests it by writing to BlueLinx Holdings Inc., attn: Corporate Secretary, 4300 Wildwood Parkway, Atlanta, Georgia 30339. Pursuant to the terms of its written charter, the Audit Committee may delegate certain of its duties and responsibilities to a subcommittee consisting of one or more members of the Audit Committee.

The Audit Committee has adopted a procedure to receive allegations on any fraudulent accounting issues through a toll-free telephone number as set forth in our Code of Ethical Conduct. See "Corporate Governance Guidelines and Code of Ethical Conduct" below.

The Compensation Committee

The Compensation Committee oversees the determination of all matters relating to employee compensation and benefits and is empowered to: (1) establish a compensation policy for executive officers, including setting base salaries and incentive compensation; (2) review compensation practices, trends, and risks that may be created by the design of our compensation programs; (3) establish compensation levels for executive officers; (4) approve employment contracts; (5) administer our equity and other incentive plans; (6) work in conjunction with the Board on management succession planning; and (7) undertake administration of other employee benefit plans. The Compensation Committee currently consists of Messrs. Warner (Chairman), Grant, and Schumacher. The Compensation Committee met five times during fiscal 2016. Our Board has affirmatively determined that Messrs. Warner, Grant, and Schumacher each are independent.

The Compensation Committee has continued to engage Meridian Compensation Partners, LLC ("Meridian") as its independent compensation consultant to serve as an advisor to the Committee on executive and outside director compensation issues and to provide recommendations as to executive and outside director compensation levels. Meridian provided an updated compensation benchmarking study to the Compensation Committee in March 2015. The Compensation Committee reviewed the updated benchmarking study and intends to utilize this study in making compensation decisions through fiscal 2017. The Committee has evaluated Meridian's independence as its compensation consultant by considering each of the independence factors adopted by the NYSE and the SEC. Based on such evaluation, the Committee determined that there are no conflicts of interest between any of our directors or executive officers and Meridian.

The Compensation Committee operates pursuant to a written charter, a copy of which can be found on our website at www.BlueLinxCo.com. Additionally, the charter is available in print to any stockholder who requests it by writing to BlueLinx Holdings Inc., attn: Corporate Secretary, 4300 Wildwood Parkway, Atlanta, Georgia 30339. Pursuant to the terms of its written charter, the Compensation Committee may delegate certain of its duties and responsibilities to a subcommittee consisting of one or more members of the Compensation Committee, or to executive officers of the

Company.

For more information on the role of the Compensation Committee and its processes and procedures for considering and determining executive officer compensation, see “Compensation Discussion and Analysis” in this proxy statement.

The Nominating and Governance Committee

The Nominating and Governance Committee is empowered to: (1) oversee the composition of the Board and its Committees; (2) develop and maintain the Company's corporate governance policies and related matters, including evaluating any waivers to the Company's Code of Ethical Conduct; (3) establish and oversee a process for the annual evaluation of the Board and each committee; (4) review and approve or ratify all related-party transactions or relationships involving a Board member or officer of the Company; (5) oversee director succession planning; (6) review requests by executive management to serve on outside board of directors of other for-profit companies; and (7) identify and communicate to the Board relevant and current and emerging corporate and governance trends, issues, and practices and overseeing the continuing education program for directors and the orientation program for new directors.

The Nominating and Governance Committee currently consists of Messrs. Grant (Chairman), Warner, and Fennebresque. The Nominating and Governance Committee met five times during fiscal 2016. Our Board has determined that Messrs. Fennebresque, Warner, and Grant are independent.

The Nominating and Governance Committee operates pursuant to a written charter, a copy of which can be found on our website at www.BlueLinxCo.com. Additionally, the charter is available in print to any stockholder who requests it by writing to BlueLinx Holdings Inc., attn: Corporate Secretary, 4300 Wildwood Parkway, Atlanta, Georgia 30339. Pursuant to the terms of its written charter, the Nominating and Governance Committee may delegate certain of its duties and responsibilities to a subcommittee consisting of one or more members of the Nominating and Governance Committee, or to executive officers of the Company.

Nomination Process

Our Nominating and Governance Committee is responsible for identifying and evaluating director candidates from time to time. We believe that identifying and nominating highly skilled and experienced director candidates is critical to our future. Our Nominating and Governance Committee encourages all directors, independent or otherwise, to identify potential director nominees. As a result, our Nominating and Governance Committee believes that it would be presented with a diverse and experienced group of candidates for discussion and consideration.

As further described under "Controlled Company" below, because we are a "controlled company," we do not have a policy regarding our consideration of nominations or recommendations for director candidates by other stockholders. To the extent we receive any such nominations or recommendations, they will be considered at such time based on such factors as the Nominating and Governance Committee considers relevant.

During the evaluation process, our Nominating and Governance Committee seeks to identify director candidates with the highest personal and professional ethics, integrity, and values. While it has not adopted a formal written diversity policy, in the context of the needs of our Nominating and Governance Committee at any given point in time, our Nominating and Governance Committee will seek more diversity on the Board. Furthermore, the Nominating and Governance Committee will seek candidates with diverse experience in business, finance, and other matters relevant to a company such as ours, prominence in their profession, concern for the interests of our stockholders, and an understanding of our business. Additionally, our Nominating and Governance Committee requires that director nominees have sufficient time to devote to our business and affairs.

Controlled Company

We are a "controlled company" for purposes of Section 303A of the NYSE Listed Company Manual. Our basis for this determination is that Cerberus ABP Investor LLC, an affiliate of Cerberus, owns 4,713,826 shares, or approximately 52.34% of the outstanding shares of our common stock as of the Record Date. Accordingly, we are exempt from the NYSE listing requirements that would otherwise mandate (1) a majority of independent directors on our Board, (2) a nominating committee of our Board, comprised solely of independent directors, to select or recommend nominees to our Board, and (3) a compensation committee of our Board, comprised solely of independent directors, to determine the compensation of our executive officers. Nevertheless, the Board is currently comprised of a majority of independent directors, and currently, each of the Audit Committee, Compensation Committee, and Nominating and Governance Committee are comprised solely of independent directors.

IDENTIFICATION OF EXECUTIVE OFFICERS AND DIRECTORS

The following table contains the name, age and position with our Company of each of our executive officers and director nominees as of April 12, 2017. Their respective backgrounds are described in the text following the table.

Name	Age	Position
Mitchell B. Lewis	55	President, Chief Executive Officer and Director (since 2014)
Susan C. O'Farrell	53	Senior Vice President, Chief Financial Officer, and Treasurer (since 2014)
Shyam K. Reddy	42	Senior Vice President, General Counsel and Corporate Secretary (since 2015)
Kim S. Fennebresque	67	Non-Executive Chairman of the Board of Directors (Director since 2013, Chairman since 2016)
Dominic DiNapoli	62	Director (since 2016)
Steven F. Mayer	57	Director (since 2004)
Alan H. Schumacher	70	Director (since 2004)

Executive Officers

Mitchell B. Lewis has served as our President and Chief Executive Officer, and as a Director of BlueLinx Holdings Inc., since January 2014. Mr. Lewis has held numerous leadership positions in the building products industry since 1992. Mr. Lewis served as a director and as President and Chief Executive Officer of Euramax Holdings, Inc., a building products manufacturer, from February 2008 through November 2013. Mr. Lewis also served as Chief Operating Officer in 2005, Executive Vice President in 2002, and group Vice President in 1997 of Euramax Holdings, Inc. and its predecessor companies. Prior to being appointed group Vice President, Mr. Lewis served as President of Amerimax Building Products, Inc. Prior to 1992, Mr. Lewis served as Corporate Counsel with Alumax Inc. and practiced law with Alston & Bird LLP, specializing in mergers and acquisitions. Mr. Lewis received a Bachelor of Arts degree in Economics from Emory University and a Juris Doctor degree from the University of Michigan.

Mr. Lewis' position as our Chief Executive Officer, financial expertise, management advisory expertise, and industry experience make him a valuable member of our Board.

Susan C. O'Farrell has served as our Senior Vice President, Chief Financial Officer, and Treasurer since May 2014. Prior to joining us, Ms. O'Farrell was a senior financial executive holding several roles with The Home Depot, a home improvement specialty retailer, since 1999. As The Home Depot's Vice President of Finance, she led teams supporting the retail organization. Ms. O'Farrell was also responsible for the finance function for The Home Depot's At Home Services Group. Ms. O'Farrell led the financial operations of The Home Depot, as well as served as the VP Finance for the Northern Division of the company. Ms. O'Farrell began her career with Andersen Consulting, LLP, leaving as an Associate Partner in 1996 for a strategic information systems role with AGL Resources. Ms. O'Farrell earned a Bachelor of Science degree in Business Administration from Auburn University and attended Emory University's Executive Leadership program.

Shyam K. Reddy has served as our Senior Vice President, General Counsel, and Corporate Secretary since June 1, 2015. Prior to joining us, Mr. Reddy served as Senior Vice President, General Counsel, and Corporate Secretary of Euramax Holdings, Inc., from March 2013 to March 2015. Mr. Reddy also served as the Chief Administrative Officer of Euramax from May 2014 to March 2015. Prior to joining Euramax, Mr. Reddy was the Regional Administrator of the Southeast Sunbelt Region of the U.S. General Services Administration from March 2010 to March 2013. Prior to accepting the Presidential Appointment at the U.S. General Services Administration, Mr. Reddy practiced corporate law as a partner in the Atlanta office of Kilpatrick Townsend & Stockton. Mr. Reddy received a Bachelor of Arts degree and a Master of Public Health degree from Emory University, and a Juris Doctor degree from the University of Georgia.

Nominees for Election as Director

Information regarding each nominee for director, other than Mr. Lewis, is included below. Information regarding Mr. Lewis is included above under "Executive Officers".

Dominic DiNapoli has served as a member of our Board since May 2016. Mr. DiNapoli provides paid consulting services to Cerberus Operations and Advisory Company, LLC, an affiliate of Cerberus Capital Management, L.P. Mr. DiNapoli has been involved in many roles with FTI Consulting, a global business advisory firm, including Executive Vice President and Chief Operating Officer from 2004 through 2011. From 2002 to 2004, Mr. DiNapoli was a Senior

Managing Director in FTI Consulting's corporate finance/restructuring practice. From 1998 to 2002, Mr. DiNapoli was a Managing Partner of PricewaterhouseCoopers LLP's U.S. business recovery services practice.

Mr. DiNapoli's financial expertise, management advisory expertise, experience as a public company executive, and relationship with our largest stockholder qualify him to serve on, and be a valuable member of, the Board.

Kim S. Fennebresque has served as a member of our Board since May 2013, and became Chairperson in May 2016. Mr. Fennebresque currently serves as a senior advisor to Cowen Group Inc. ("Cowen"), a financial services company. He previously served as Chairman and Chief Executive Officer of Cowen and its predecessor SG Cowen from 1999 to 2008. Mr. Fennebresque currently serves on the Board of Directors of Ally Financial Inc. (NYSE:ALLY), Albertson's LLC, and Dyncorp International. Mr. Fennebresque served as Chairman of Dahlman Rose & Co., LLC ("Dahlman"), a financial services company, from 2010 to 2012, and as Chief Executive Officer of Dahlman from July 2011 until August 2012. He has also served as head of the corporate finance and mergers & acquisitions departments at UBS and was a general partner and co-head of investment banking at Lazard Frères & Co. Mr. Fennebresque also held various positions at The First Boston Corporation (now Credit Suisse). He is a graduate of Trinity College and Vanderbilt Law School.

Mr. Fennebresque's business experience, background in finance, and industry knowledge qualify him to serve on, and be a valuable member of, the Board.

Steven F. Mayer has served as a member of our Board since May 2004. He has been Senior Managing Director or Managing Director of Cerberus Capital Management, L.P. and/or Cerberus California, LLC and predecessor entities since November 2002 and also serves as Co-Head of Global Private Equity at Cerberus. Prior to joining Cerberus in 2002 and since 2001, Mr. Mayer was an Executive Managing Director of Gores Technology Group. Prior to joining Gores, from 1996 to 2001, Mr. Mayer was a Managing Director of Libra Capital Partners, L.P. From 1994 until 1996, Mr. Mayer was a Managing Director of Aries Capital Group, LLC, a private equity investment firm that he co-founded. From 1992 until 1994, Mr. Mayer was a principal with Apollo Advisors, L.P. and Lion Advisors, L.P., affiliated private investment firms. Prior to that time, Mr. Mayer was an attorney with Sullivan & Cromwell. Mr. Mayer is a member of the Boards of Directors of Avon Products, Inc. (NYSE:AVP), Grifols, S.A. (NASDAQ:GRFS), New Avon, LLC, Spyglass Entertainment Holdings, LLC, Staples Solutions, B.V., Starrus Holdings Limited, and YP Holdings, LLC. Mr. Mayer received his A.B., cum laude, from Princeton University and his Juris Doctor degree, magna cum laude, from Harvard Law School.

Mr. Mayer's financial expertise, management advisory expertise, experience as a director of public companies, and relationship with our largest stockholder make him a valuable member of our Board.

Alan H. Schumacher has served as a member of our Board since May 2004. He is a director of Warrior Met Coal, Inc. (NYSE:HCC), Evertec Inc. (NYSE:EVTC), BlueBird Bus Co. (NASDAQ:BLBD) and Albertson's LLC. Mr. Schumacher was a director of Noranda Aluminum Holding Corporation from 2008 through 2016, Anchor Glass Container Inc. from 2003 to 2006, of Equable Ascent Financial, LLC from 2009 through 2012, and of Quality Distribution, Inc. from 2004 through 2015. Mr. Schumacher was a member of the Federal Accounting Standards Advisory Board from 2002 through June 2012. Mr. Schumacher has 23 years of experience working in various positions at American National Can Corporation and American National Can Group, where from 1997 until his retirement in 2000, he served as Executive Vice President and Chief Financial Officer and from 1988 through 1996, he served as Vice President, Controller, and Chief Accounting Officer. Mr. Schumacher received a Bachelor of Science in Accounting from the University of Illinois at Chicago and a Master's degree in Business Administration from Roosevelt University.

Mr. Schumacher's financial expertise (including his qualification as a financial expert), experience in the oversight of financial reporting and internal controls, experience as an officer and director of public companies, and independence make him a valuable member of our Board.

J. David Smith has served as a member of the board of directors of Henry Company since 2017, and Gypsum Management Supply Inc. (NYSE:GMS) since 2014. He has also served as a director of Nortek, Inc. (NASDAQ:NTK) since February 2010, and was appointed to serve as the Chairman of the Nortek's board of directors in April 2012. Mr. Smith has also served as the Chairman of the board of directors at Siamons International, Inc. since 2008, and as a member of the board of directors of Commercial Metals Company (NYSE:CMC) since 2004, and DiversiTech, Inc. since 2010. Mr. Smith served as President of Alumax Fabricated Products, Inc. and as an officer of Alumax, Inc. from 1989 to 1996. Mr. Smith held the positions of Chief Executive Officer and President of Euramax International, Inc.

beginning in 1996 and also served as the Chairman of its board of directors from 2002 until his retirement in 2008. Mr. Smith served as a director of both Houghton International Inc. and Air Distribution Technologies, Inc. until 2014. Mr. Smith has extensive operating and management experience in private and public international metals and building products companies. Mr. Smith received a B.A. from Gettysburg College.

Mr. Smith's financial expertise, management advisory expertise, and experience as an officer and director of public companies make him well-suited to add value as a member of our Board.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Stockholders and other interested parties who wish to send communications, including recommendations for director nominees, to our Board or any individual director may do so by writing to the Board of Directors, in care of our Corporate Secretary, at our principal executive offices, BlueLinx Holdings Inc., attn: Corporate Secretary, 4300 Wildwood Parkway, Atlanta, Georgia 30339. Your letter should indicate whether you are a stockholder. Depending on the subject matter, our Corporate Secretary will, as appropriate:

- forward the communication to the director to whom it is addressed or, in the case of communications addressed to the Board of Directors generally, to the chairman;
- attempt to handle the inquiry directly where it is a request for information about us; or
- not forward the communication if it is primarily commercial in nature, or if it relates to an improper topic.

Communications from interested parties that are complaints or concerns relating to financial and accounting methods, internal accounting controls, or auditing matters should be sent to the chairman of the Audit Committee, following the procedures set forth above. Director nominations will be reviewed for compliance with the requirements identified under “Submission of Stockholder Proposals” in this proxy statement, and if they meet such requirements, will be promptly forwarded to the director or directors identified in the communication. There have been no material changes to the procedures pursuant to which stockholders may recommend nominees for directors since our 2016 Annual Meeting of Stockholders.

All communications will be summarized for our Board on a periodic basis and each letter will be made available to any director upon request.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The following table sets forth, as of April 12, 2017 (unless otherwise indicated in the footnotes), certain information with respect to our common stock owned beneficially by (1) each director or director nominee, (2) each named executive officer, (3) all executive officers and directors as a group, and (4) each person known by us to be a beneficial owner of more than 5% of our outstanding common stock. Unless otherwise noted, each of the persons listed has sole investment and voting power with respect to the shares of common stock included in the table. In addition, unless otherwise noted, the address for each beneficial owner is the Company's corporate headquarters located at 4300 Wildwood Parkway, Atlanta, Georgia 30339. Beneficial ownership has been determined in accordance with Rule 13d-3 of the Exchange Act. Pursuant to the rules of the SEC, shares of our common stock that a beneficial owner has a right to acquire within 60 days pursuant to the exercise of stock options are deemed to be outstanding for the purpose of computing percentage ownership of such owner.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Outstanding [1]	
Stephen Feinberg [2]	4,713,826	52.34	%
Carlson Capital, L.P. [3]	746,908	8.30	%
Solas Capital Management, LLC [4]	496,147	5.51	%
Mitchell B. Lewis	93,121	1.03	%
Susan C. O'Farrell	28,439	*	
Alan H. Schumacher	22,517	*	
M. Richard Warner	22,494	*	
Richard S. Grant	22,001	*	
Kim S. Fennebresque	13,940	*	
Shyam K. Reddy	3,332	*	
Steven F. Mayer	—	*	
Dominic DiNapoli	—	*	
J. David Smith	—	*	
All executive officers and directors as a group (10 persons)	205,844	2.29	%

* Less than one percent.

(1) The percentage ownership calculations are based on 9,070,317 shares of our common stock outstanding on April 12, 2017.

(2) Cerberus is the record holder of 4,713,826 shares of our common stock. Mr. Feinberg exercises sole voting and investment authority over all of our securities owned by Cerberus. Thus, pursuant to Rule 13d-3 under the Exchange Act, Mr. Feinberg is deemed to beneficially own 4,713,826 shares of our common stock. The address for Mr. Feinberg and Cerberus is Cerberus Capital Management, L.P., 875 Third Avenue, New York, New York 10022.

(3) Based solely on an amendment to Schedule 13G filed with the SEC on January 30, 2017, by Carlson Capital L.P., Asgard Investment Corp. II, Asgard Investment Corp., and Clint D. Carlson, Carlson Capital, L.P. exercises shared voting and investment authority over 746,908 shares of our stock in conjunction with Asgard Investment Corp., Asgard Investment Corp. II, and Clint D. Carlson. The address for Carlson Capital, L.P., Asgard Investment Corp., Asgard Investment Corp. II, and Clint D. Carlson is 2100 McKinney Avenue, Suite 1800, Dallas, Texas 75201.

(4) Based solely on a Schedule 13G filed with the SEC on February 14, 2017, by Solas Capital Management LLC and Frederick Tucker Golden, Solas Capital Management, LLC exercises shared voting and investment authority over 496,147 shares of our stock in conjunction with Frederick Tucker Golden. The address for Solas Capital Management, LLC and Frederick Tucker Golden is 1063 Post Road, Second Floor, Darien, Connecticut 06820.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and officers, and beneficial owners of more than 10% of our equity securities, to file initial reports of ownership and reports of changes in ownership with the SEC. Based solely on our review of the copies of such reports received by us with respect to transactions during 2016, or written representations from certain reporting persons, we believe that our directors, officers, and persons who own more than 10% of our equity securities have complied with all applicable filing requirements for 2016, with the exception of the following inadvertent late Form 4 filings: (1) by each of Messrs. Cummings and Wasson, on May 25, 2016, of exempt transactions relating to shares awarded upon achievement of applicable performance criteria under performance share awards and tax withholding obligations in connection with the vesting of stock awards, (2) by each of Messrs. Fennebresque, Grant, Haley, Lewis, Schumacher and Warner, on April 4, 2016 (and May 25, 2016 for Mr. Lewis) of exempt transactions relating to the vesting of restricted stock units, (3) Messrs. Grant, Schumacher and Warner, on April 5, 2016, of an exempt transaction relating to the award of restricted stock units, (4) Messrs. Di Napoli and Fennebresque, on May 26, 2016 and May 25, 2016, respectively, of an exempt transaction relating to the award of restricted stock units, and (5) Mr. Patterson, on May 25, 2016, of exempt transactions relating to tax withholding obligations in connection with the vesting of stock awards.

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Committee of our Board, referred to in this discussion as the Committee, is responsible for reviewing, establishing and approving the compensation of our named executive officers. Compensation paid to our Chief Executive Officer, Chief Financial Officer, and the other named executive officer identified in the Summary Compensation Table is set forth under “Compensation of Executive Officers” below. The following discussion and analysis focuses on compensation to our named executive officers for fiscal 2016.

The Committee regularly consults with management regarding employee compensation matters. The Chief Executive Officer’s compensation primarily was determined by, and the material terms of his compensation arrangement are reflected in, his employment agreement entered into on January 15, 2014. For further information regarding the terms of the Chief Executive Officer’s employment, see “Employment Agreement with Chief Executive Officer” below.

Our Chief Executive Officer makes compensation recommendations to the Committee for the other named executive officers. The Committee also considers market factors in making decisions about our compensation program. In this regard, in 2005, the Committee retained Hewitt Associates, now Meridian, to advise it on executive compensation matters and to provide compensation recommendations as to our executive officers. The Committee and the Company periodically discuss compensation issues and solicit compensation advice and data from Meridian. At the request of the Committee, Meridian provided a compensation benchmarking study to the Committee in February 2013, and provided an updated benchmarking study in March 2015. The benchmarking study is used as a comparative tool in the Committee’s evaluation of the Company’s executive compensation in relation to companies believed to represent the appropriate comparable labor market for executive talent. The Committee periodically reviews these benchmarking studies and external market data from peer companies, and this data is among many of the variables considered by the Committee when making compensation decisions. The following discussion and analysis, which was reviewed and approved by the Committee, analyzes the objectives and results for fiscal 2016 of our named executive officer compensation policies and procedures.

Compensation Policies and Objectives

Our primary goal is to establish a compensation program that serves the long-term interests of the Company and our stockholders by aligning management’s interests with those of our stockholders through equity ownership and by promoting the attainment of certain individual and corporate goals. In addition, our compensation program is designed to attract and retain top quality executives with the qualifications necessary for the long-term financial success of the Company. Our executive compensation program is based on the following principles:

- Compensation decisions are driven by a pay-for-performance philosophy, which takes into account performance by both the Company and the individual;
- Performance is determined with reference to pre-established goals, both with respect to the Company and the individual, which we believe enhance the individual executive’s performance;
- Where possible, a significant component of total direct compensation should consist of variable compensation;
- Total compensation opportunity should be comparable to the median ranges in the marketplace within which we compete; and
- Increased compensation can be earned through an individual’s increased contribution to the Company.

Compensation programs in which our named executive officers participate are designed to be competitive with the compensation programs of companies with which we compete for executive talent in order to enhance our ability to attract and retain key executive leadership.

In addition, the Committee periodically reviews and revises salary ranges and total compensation programs to develop compensation ranges that it believes will position us within the same range as market salaries for similar positions in our industry based on market information obtained from consultation with Meridian, informal market surveys, various trade group publications, and other publicly available information.

At the 2016 Annual Meeting of Stockholders, our stockholders expressed their continued support of our executive compensation programs by approving the non-binding, advisory vote on our executive compensation. More than 97 percent of votes cast supported our executive compensation policies and practices. During 2016, we reviewed our executive compensation programs in conjunction with business results and stockholder support of our executive compensation program. Following that review, we continue to believe that our executive compensation programs are designed to support the Company and business strategies in concert with our compensation philosophy described above.

Elements of Compensation

Compensation for our named executive officers consists of five general components:

- Base salary;
- Annual performance-based cash awards;
- Long-term equity incentive compensation;
- Defined contribution plan; and
- Other perquisite and benefit programs.

The appropriate mix and amount of compensation for each named executive officer varies based on the level of the executive's responsibilities, as determined by the Committee in consultation with our Chief Executive Officer. The compensation structure for each of our named executive officers largely is established by his or her employment agreement. The Committee may increase any component of compensation provided by an employment agreement to any of our named executive officers. There is no established policy or formula for allocating any individual's total compensation between cash and non-cash, or between short-term and long-term incentives. This approach is designed to provide the Company with flexibility to respond to marketplace and individual factors in attracting and retaining executive talent and encouraging performance.

The Committee typically reviews and adjusts base salaries and awards of cash bonuses and equity-based compensation on an annual basis. Our Chief Executive Officer presents recommendations and proposals on compensation, which are developed in consultation with our Chief Human Resources Officer and other Company representatives, to the Committee, including recommended base salaries, recommended structure, target levels, and payout levels for the annual cash bonus program under the Company's short-term incentive plan ("STIP"), and recommended equity awards to executive officers, and management's rationale for its recommendations. The Committee considers these recommendations before determining compensation.

Base Salary

Base salaries represent a fixed portion of named executive officer compensation and vary by job responsibility. We provide base salary because it is standard in the marketplace and provides a stable part of compensation to encourage retention. Named executive officer salaries generally are reviewed and approved annually by the Committee. Additionally, periodic salary adjustments are considered upon a promotion, change in job responsibility, or when otherwise necessary for equitable reasons. The Chief Executive Officer's base salary initially was established in his employment agreement, and the Committee consults with the Chief Executive Officer regarding the salaries of the other named executive officers. The Committee primarily considers the recommendations of the Chief Executive Officer, market data, a general review of the executive's compensation (individually and relative to the other executives), and the individual performance of the executive and then approves base salary as to the named executive officers.

The following table sets forth the base salaries for fiscal 2016, awarded to our three named executive officers, consisting of our Chief Executive Officer; our Chief Financial Officer; and our Senior Vice President, General Counsel and Corporate Secretary.

Officer	Base Salary ($)
Mitchell B. Lewis	700,000
Susan C. O'Farrell	450,000
Shyam K. Reddy	400,000

Annual Bonuses

We utilize cash bonuses as an incentive to promote achievement of individual and Company performance goals. This component of compensation places more emphasis on our annual financial performance and the potential rewards associated with future performance of the Company and the individual executive. Annual bonuses are determined based on agreements with the individual executive as well as pursuant to the Company's STIP. Cash incentives are designed to:

- Support our strategic business objectives;

- Promote the attainment of specific financial goals;
- Reward achievement of specific performance objectives; and
- Encourage teamwork.

Under the STIP, an annual bonus pool is established and funded based solely on performance as measured against established business and/or financial goals at different levels of the Company's operating structure. The Committee establishes the bonus pool based on Company performance. In general, the bonus pool is allocated to each participant based on the

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participant's "target bonus percentage" (a percentage of such participant's current base salary) and the extent to which the Company and/or such participant's operating group(s) meets the established business and/or financial goals. Each of the named executive officers is a participant in the STIP, and each of their annual bonuses is subject to adjustment by the Committee, at its discretion, based on the executive's individual performance and contribution to the Company during the year. The threshold, target, and maximum bonus percentages for 2016 for each of the named executive officers as a percentage of each executive's base salary were as follows:

Officer	Threshold	Target	Maximum
Mitchell B. Lewis	50 %	100 %	200 %
Susan C. O'Farrell	32.5 %	65 %	130 %
Shyam K. Reddy	32.5 %	65 %	130 %

Generally, the Committee sets the target levels for financial performance metrics for the STIP in alignment with the Company's strategic plan. In making the annual determination of the threshold, target and maximum levels, the Committee may consider specific circumstances facing the Company during the year. For fiscal 2016, 100% of a named executive officer's potential STIP award was based on corporate earnings before interest, tax, depreciation, and amortization targets, as adjusted for non-cash items and other items that are allowed at the discretion of the Committee ("Adjusted EBITDA") and return on working capital ("ROWC"), with the two criteria weighted at 25% Adjusted EBITDA and 75% ROWC. This objective is measured separately against a threshold, target, and maximum goal.

For fiscal 2016, these goals were as follows:

	Threshold	Target	Maximum
Adjusted EBITDA (1) (in millions)	$ 26.7	$ 31.4	$ 47.1
ROWC (2)	9.9 %	11.7 %	17.6 %

(1) Adjusted EBITDA is a non-GAAP measure that management uses to evaluate the performance of the Company. Adjusted EBITDA, as we define it, is an amount equal to net income (loss) plus interest expense and related items, income taxes, stock compensation, depreciation and amortization, further adjusted to exclude other non-cash items such as property sales and stock compensation, and certain other adjustments such as severance. Adjusted EBITDA is not a presentation made in accordance with GAAP, and is not intended to present a superior measure of the financial condition from those determined under GAAP.

(2) ROWC is calculated as trailing twelve months' Adjusted EBITDA divided by the sum of the trailing twelve months' average of accounts receivable plus inventories less accounts payable and bank overdrafts.

The Company achieved its goals and exceeded target during fiscal 2016; and, therefore, based on our financial performance, the named executive officers earned bonus compensation under the Company's STIP in connection with fiscal 2016, as described in "Compensation of Executive Officers."

For fiscal 2017, the Committee established the 2017 STIP financial performance objectives for the named executive officers based on corporate Adjusted EBITDA and ROWC, with the two criteria weighted at 25% Adjusted EBITDA and 75% ROWC.

Long-Term Equity Incentive Plans

The purpose of our Long-Term Equity Incentive Plans, or LTIPs, is to provide an incentive to our employees to work towards the achievement of our long term performance goals. A further purpose of the LTIPs is to provide a means through which we may better attract able individuals to become employees of the Company by providing these individuals with stock ownership. We also consider the program a key retention tool. For all of these reasons, we believe this component of compensation further advances and aligns the interests of the Company and its stockholders. LTIP grants are made annually. The Committee retains the discretion to set the date on which LTIP awards will be made to executives and management. The Committee has the discretion to make additional LTIP grants at any time during the year. Such grants generally would be in connection with new hires or promotions within the Company.

In making decisions regarding long-term equity incentive awards for named executive officers, the Committee reviews the comparable equity award data for similar positions in our industry, market data and data from our compensation consultant, and also considers other relevant factors.

Mr. Lewis received a grant of 110,000 restricted stock units on March 31, 2016, which cliff vests on the second anniversary of the grant date.

The value of this award was based on the market price of our common stock at the date of the grant. The Compensation Committee considered the total dollar value of the named executive officer's award when approving the grant. Further information on equity ownership can be found below in "Compensation of Executive Officers."

Defined Contribution Plan

The Company historically provides retirement benefits to the named executive officers under the terms of its tax-qualified 401(k) defined contribution plan, including matching contributions for all salaried employees. The named executive officers participate in the plan on the same terms as our other participating salaried employees, and we believe that these benefits are analogous to those provided by comparable companies. The Company does not maintain any defined benefit or supplemental retirement plans for its executive officers.

Perquisites and Other Personal Benefits

The Company provides the named executive officers with perquisites and other personal benefits that the Company believes are reasonable, competitive in the market and consistent with its overall compensation program to better enable the Company to attract and retain superior employees for key positions. The named executive officers may be provided a car allowance, payment of certain club dues, life insurance, an executive physical exam, and reimbursement for relocation expenses, if applicable. The Committee periodically reviews the levels of perquisites and other personal benefits provided to named executive officers.

Costs of the perquisites and personal benefits described above for the named executive officers for 2016 that meet the threshold established by SEC regulations are included in the Summary Compensation Table in the "All Other Compensation" column. See "Compensation of Executive Officers."

Employment Agreements

We use employment agreements to attract and/or retain certain named executive officers to BlueLinx. We primarily serve the housing and remodeling industries which are historically cyclical industries. Employment agreements have assisted us in attracting and retaining top executive talent by providing some degree of certainty in light of these major cycles. The Compensation Committee, with assistance from our human resources department and legal counsel both inside and outside of the Company, establish and negotiate the terms of employment agreements. The Compensation Committee believes employment agreements have been useful in securing executive talent for the long-term benefit of the Company and our stockholders. Our employment agreements also include confidentiality, non-competition, and non-solicitation provisions, all for the benefit of the Company. Consistent with our compensation philosophy, the employment agreements provide for a significant component of each executive's annual compensation to be variable, as cash bonuses under our STIP are awarded based on Company performance against pre-established financial or operational goals. Additionally, the value of annual equity compensation is determined by our common stock price so our executives' interests are aligned with those of our stockholders in this regard. No cash bonuses were paid to our named executive officers based on our 2014 or 2015 financial performance, except for bonuses to Mr. Lewis, Ms. O'Farrell, and Mr. Reddy that were guaranteed by their respective employment agreements or offer letters, as applicable.

Employment Agreement with Chief Executive Officer

On January 15, 2014, we entered into an Employment Agreement with Mr. Mitchell B. Lewis, our President and Chief Executive Officer. The current renewal term of the agreement will expire on January 15, 2018. The agreement will automatically renew for successive one-year terms unless 90 days' prior written notice is given by the Company in advance of the expiration date of the current or any such renewal term. The Employment Agreement provides that Mr. Lewis will receive a base salary of $650,000 per year, subject to increase at the discretion of the Company. Mr. Lewis shall also be eligible to receive an annual bonus pursuant to the terms of the Company's STIP, with the annual bonus potential to be a target of 100% of his base salary based upon satisfaction of performance goals and bonus criteria to be defined and approved by the Committee in advance for each fiscal year. In respect to 2014 only, Mr. Lewis received a guaranteed bonus in a