

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**Amendment No. 9**

**to**

**Schedule TO**

Tender Offer Statement under Section 14(d)(1) or  
13(e)(1) of the Securities Exchange Act of 1934

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**OFFICEMAX INCORPORATED**

(Name of Subject Company (Issuer))

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**OFFICEMAX INCORPORATED (Issuer)**

(Name of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

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**Common Stock, \$2.50 Par Value**

(Title of Class of Securities)

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**67622P101**

(CUSIP Number of Class of Securities)

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**Matthew R. Broad**

**Executive Vice President and General Counsel**

**OfficeMax Incorporated**

**150 Pierce Road**

**Itasca, IL 60143-1290**

**Telephone: (630) 773-5000**

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of Filing Persons)

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**Copy to:**

John H. Bitner, Esq.

Bell, Boyd & Lloyd LLC

70 West Madison Street

Suite 3100

Chicago, IL 60602

Telephone: (312) 807-4306

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**CALCULATION OF FILING FEE**

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<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$799,000,000	\$94,042.30

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\* Calculated solely for the purpose of determining the amount of the filing fee. This amount is based upon the purchase of 23,500,000 outstanding shares of Common Stock at the maximum tender offer price of \$34.00 per share.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #6 for Fiscal Year 2005 issued by the Securities and Exchange Commission, equals \$117.70 per million of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 9 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "Commission") on March 30, 2005, as amended and supplemented by Amendment No. 1 filed with the Commission on April 11, 2005, Amendment No. 2 filed with the Commission on April 15, 2005, Amendment No. 3 filed with the Commission on April 21, 2005, Amendment No. 4 filed with the Commission on April 25, 2005, Amendment No. 5 filed with the Commission on May 3, 2005, Amendment No. 6 filed with the Commission on May 5, 2005, Amendment No. 7 filed with the Commission on May 10, 2005 and Amendment No. 8 filed with the Commission on May 16, 2005 (the "Schedule TO"), by OfficeMax Incorporated, a Delaware corporation ("Company," "OfficeMax" or "we"), relating to the offer by OfficeMax to purchase up to 23,500,000 shares of its common stock, \$2.50 par value per share (the "Shares"), including the associated common stock purchase rights issued under the Renewed Rights Agreement, dated as of September 25, 1997 and amended and restated as of December 12, 2003, or such lesser number of Shares as are properly tendered and not properly withdrawn, at a single price between \$30.00 and \$34.00 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 30, 2005, and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"). This Amendment No. 9 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) of the Securities Exchange Act of 1934, as amended. Copies of the Offer to Purchase and the related Letter of Transmittal were previously filed with the original Tender Offer Statement on Schedule TO as exhibits (a)(1)(i) and (a)(1)(ii), respectively.

The information in the Offer is incorporated in this Amendment No. 9 to the Schedule TO by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Item 11.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On May 19, 2005, OfficeMax issued a press release announcing revised final results of the Offer, which expired at 12:00 midnight, New York City time, on Monday, May 9, 2005. A copy of the press release is filed as exhibit (a)(5)(K) to this Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(K) Press Release, dated May 19, 2005, announcing revised final results of the Offer.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

OFFICEMAX INCORPORATED

By: /s/ MATTHEW R. BROAD

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Name: Matthew R. Broad

Title: Executive Vice President and General Counsel

Dated: May 19, 2005

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QuickLinks

[SIGNATURE](#)

OfficeMax Incorporated  
150 East Pierce Road Itasca, IL 60143-1594

# OfficeMax®

News Release

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**Media Contact**

Bill Bonner  
630 438 8584

**Investor Relations Contact**

John Jennings  
630 438 8760

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**For Immediate Release: May 19, 2005**

**OFFICEMAX ANNOUNCES REVISED FINAL RESULTS, PRORATION FACTOR FOR TENDER OFFER TO PURCHASE STOCK**

Itasca, Ill.—OfficeMax® Incorporated (NYSE: OMX), a leader in office products and services, today announced revised final results, including the proration factor, for its modified "Dutch Auction" tender offer to purchase up to 23,500,000 shares of the company's common stock. The tender offer expired at 12:00 midnight, New York City time, on Monday, May 9, 2005.

Due to a mistake in the count by the depository for the shares tendered through DTC, the Company announced a correction to the previously announced final results. Based on the corrected final count by the depository for the tender offer, 25,327,441 shares of common stock were properly tendered and not withdrawn at a price at or below \$33.00 per share. The Company has accepted for purchase and paid for 23,500,000 of these shares at a purchase price of \$33.00 per share. The final proration factor for the tender offer was approximately 92.852% after giving effect to conditional and odd lot tenders. Odd lot shares properly tendered at or below the \$33.00 purchase price were not subject to proration. The depository for the tender offer, Wells Fargo Shareowner Services, has paid for the shares accepted for purchase and will promptly return all other shares tendered and not accepted for purchase. Immediately after consummation of the tender offer, approximately 70,698,713 shares of OfficeMax common stock were issued and outstanding.

Investor questions concerning the tender offer may be directed to the information agent, D.F. King & Co., Inc. at (800) 347-4750, or the dealer manager, Goldman, Sachs & Co. at (800) 323-5678.

**About OfficeMax® Incorporated**

OfficeMax is a leader in both business-to-business and retail office products distribution. The company provides office supplies, and paper, print and document services, technology products and solutions, and furniture to large, medium, and small businesses and consumers. OfficeMax customers are served by more than 41,000 associates through direct sales, catalogs, the Internet, and 935 superstores.

**Forward-Looking Statements**

Certain statements made in this press release and other written or oral statements made by or on behalf of the Company may constitute "forward-looking statements" within the meaning of the federal securities laws. Statements regarding future events and developments and the Company's future performance, as well as management's expectations, beliefs, intentions, plans, estimates or projections relating to the future, are forward-looking statements within the meaning of these laws. Management believes that these forward-looking statements are reasonable; however, you should not place undue reliance on such statements. These statements are based on current expectations and speak only as of the date of such statements. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of future events, new information or otherwise. Important factors regarding the Company which may cause results to differ from expectations are included in the Company's Annual Report on Form 10-K for the year ended December 31, 2004, including under the caption "Cautionary and Forward-Looking Statements", and in other filings with the SEC.

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