

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: **April 28, 2005**
Date of earliest event reported: **April 24, 2005**

OFFICEMAX INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-5057
(Commission File Number)

82-0100960
(IRS Employer Identification No.)

150 Pierce Road
Itasca, Illinois 60143
(Address of principal executive offices) (Zip Code)

(630) 773-5000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14A-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On April 24, 2005, OfficeMax Incorporated ("OfficeMax") reached an understanding with K Capital Offshore Master Fund (U.S. Dollar), L.P. and Special K Capital Offshore Master Fund (U.S. Dollar), L.P. (collectively, "K Capital"), shareholders of OfficeMax, with respect to the settlement of a potential proxy contest in connection with the election of directors at the 2005 Annual Meeting of Shareholders of OfficeMax (the "Annual Meeting"). Pursuant to the settlement, it was understood and acknowledged that K Capital would withdraw its submission of its intention to nominate, and solicit proxies in support of, the election of Karl L. Meyer to the Board of Directors of OfficeMax at the Annual Meeting, based on OfficeMax's stated willingness to appoint an additional independent director to OfficeMax's Board of Directors at the end of June 2005 and to give active consideration in good faith to a candidate or candidates proposed by K Capital for such position. In addition, OfficeMax and K Capital also acknowledged that OfficeMax would issue a press release on the morning of April 25, 2005 announcing the understanding reached by OfficeMax and K Capital and the withdrawal of K Capital's nomination of Mr. Meyer as a candidate for election to the OfficeMax Board of Directors, a copy of which was reviewed and approved by K Capital in advance of its issuance. A copy of the press release is attached as Exhibit 99.1 to this report. It was further understood and acknowledged by OfficeMax and K Capital that K Capital would immediately withdraw its demands under applicable federal and state law for OfficeMax stockholder lists and inspection of OfficeMax books and records, and that K Capital would return promptly all materials previously provided in response to such demands.

George J. Harad, currently the Executive Chairman of the Board of OfficeMax, previously announced his intent to resign from the OfficeMax Board as of June 30, 2005. Sam Duncan, OfficeMax's newly-appointed President and Chief Executive Officer, is expected to be appointed to the Board at that time.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 99.1 OfficeMax Incorporated News Release dated April 25, 2005

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 28, 2005

OFFICEMAX INCORPORATED

By: /s/ Matthew R. Broad
Matthew R. Broad
Executive Vice President and General Counsel

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EXHIBIT INDEX

<u>Number</u>	<u>Description</u>
99.1	OfficeMax Incorporated News Release dated April 25, 2005

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OfficeMax
150 East Pierce Road Itasca, IL 60143-1594

OfficeMax

News Release

OfficeMax Media Contact

Bill Bonner
630 438 8584

OfficeMax Investor Relations Contact

John Jennings
630 438 8760

For Immediate Release

OFFICEMAX AND K CAPITAL SETTLE PROXY CONTEST

Itasca, Ill. April 25, 2005 – OfficeMax Incorporated (NYSE: OMX) announced today that it has settled a potential proxy contest with K Capital Offshore Master Fund (U.S. Dollar), L.P. and Special K Capital Offshore Master Fund (U.S. Dollar), L.P. (collectively, “K Capital”) in connection with the election of directors at the 2005 Annual Meeting of Shareholders of OfficeMax. The annual meeting is scheduled for May 9, 2005.

K Capital has withdrawn its nomination of a candidate for election to the Board of Directors of OfficeMax at the upcoming Annual Meeting. The withdrawal is based on OfficeMax’s stated willingness to appoint an additional independent director to the Company’s Board of Directors at the end of June 2005 and to give active consideration in good faith to a candidate or candidates proposed by K Capital for such position. George J. Harad, currently the Executive Chairman of the Board of OfficeMax, previously announced his intent to resign from the OfficeMax Board as of June 30, 2005. Sam Duncan, OfficeMax’s newly-appointed President and Chief Executive Officer, is expected to be appointed to the Board at that time.

Sam Duncan, President and Chief Executive Officer of OfficeMax, said: “We are pleased that this dispute has been resolved and that OfficeMax will be able to spare its shareholders a costly and disruptive proxy contest. This will enable the board of directors and management to continue to focus their full attention on the business of the company and the pursuit of its strategic plan. We are all prepared to work together to continue to move forward with our first and foremost goal of enhancing shareholder value.”

Speaking on behalf of K Capital, Brian Steck, managing director, said: “We are pleased to be able to work constructively with OfficeMax toward the shared goal of enhancing both the long and short term value of the company.”

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About OfficeMax

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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