OFFICEMAX INC Form SC 13D/A November 15, 2005

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS
THERETO FILED PURSUANT TO RULE 13d-2(a)

Amendment No. 5

OfficeMax Incorporated

(Name of Issuer)

Common Stock, par value \$2.50 per share

(Title of Class of Securities)

\_\_\_\_\_

(CUSIP Number)

67622P101

Robert T. Needham K Capital Partners, LLC 75 Park Place Boston, MA 02116 (617) 646-7728

/Name Address and Talankana Number of Dayson Authorized to Dassina Nations and

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 14, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 (b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSI	IP No. 67622	2P101 	SCHEDULE 13D	Page 2		
1	-	Offsh	NG PERSON ore Master Fund (U.S. Dollar), L.P. CATION NO. OF ABOVE PERSON			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ ]					
3	SEC USE ON	NLY				
4	SOURCE OF WC	FUNDS	(See Instructions)			
5	CHECK IF I or 2(e)	OISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED	PURSUANT TO ITEMS 2(d)		
6	CITIZENSH Cayman Isi		PLACE OF ORGANIZATION			
		7	SOLE VOTING POWER 2,189,635 shares of Common Stock			
	NUMBER OF SHARES NEFICIALLY	8	SHARED VOTING POWER  0 shares of Common Stock			
	DWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 2,189,635 shares of Common Stock			
	WITH	10	SHARED DISPOSITIVE POWER  0 shares of Common Stock			
11			UNT BENEFICIALLY OWNED BY REPORTING Pres of Common Stock	ERSON		
12	CHECK II Instruct		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	CERTAIN SHARES (See		
13	PERCENT 3.093%	OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF PN		TING PERSON (See Instructions)			

cus:	IP No. 6	7622P101		SCHEDULE 13D	Page 3
 1	Specia			ter Fund (U.S. Doll	ar), L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a) (b)				
 3	SEC US	E ONLY			
 4	SOURCE WC	OF FUNDS	(See Instruction	ons)	
 5					
	CHECK or 2(∈ []		SURE OF LEGAL PR	ROCEEDINGS IS REQUI	RED PURSUANT TO ITEMS 2
5	or 2(e []  CITIZE	)	SURE OF LEGAL PE		RED PURSUANT TO ITEMS 2
 5	or 2(e []  CITIZE	)  NSHIP OR	PLACE OF ORGANIZ	ZATION	
SENI	or 2(e [ ] CITIZE Cayman  JMBER OF SHARES EFICIALI WNED BY	) NSHIP OR Islands 7	SOLE VOTING PO 3,799,520 share SHARED VOTING 0 shares of Co	ZATION  DWER  res of Common Stock  POWER  pmmon Stock	
NU SENI OV RI	or 2(e [ ] CITIZE Cayman  JMBER OF SHARES EFICIALI	NSHIP OR Islands 7 8 Y	SOLE VOTING PO 3,799,520 share SHARED VOTING 0 shares of Co	ZATION  DWER  res of Common Stock  POWER  pommon Stock  IVE POWER  res of Common Stock	
NU SENI OV	or 2(e [ ] CITIZE Cayman  UMBER OF SHARES EFICIALI WNED BY EACH EPORTING	NSHIP OR Islands 78 Y 9	SOLE VOTING PO 3,799,520 share SHARED VOTING 0 shares of Co	ZATION  DWER  res of Common Stock  POWER  pommon Stock  IVE POWER  res of Common Stock	
NU SENI OV RI	or 2(e [] CITIZE Cayman  JMBER OF SHARES EFICIALI WNED BY EACH EPORTING PERSON WITH	NSHIP OR Islands 78 Y 10 EGATE AMO	SOLE VOTING PO 3,799,520 share SHARED VOTING 0 shares of Co SOLE DISPOSITI 3,799,520 share SHARED DISPOSI 0 shares of Co	ZATION  DWER  Ces of Common Stock  POWER  DOWNER  DOWNER  DOWNED BY REPORTING	

14	TYPE OF	REPOR	TING PERSON	(See Instruct:	ions)		
	PN						
CUSI	P No. 6762	 2P101 		SCHEDULE 13	3D	 Page 4	
1	NAME OF R K Capital I.R.S. ID	Partn	ers, LLC	F ABOVE PERSON	Л		
2	CHECK THE	APPRO	PRIATE BOX II	F A MEMBER OF	A GROUP (Se	e Instructio	ons)(a) [ ] (b) [ ]
3	SEC USE O	NLY					
4	SOURCE OF	 FUNDS	(See Instruc	ctions)			
5	CHECK IF or 2(e)	 DISCLO	SURE OF LEGAI	L PROCEEDINGS	IS REQUIRED		
6	CITIZENSH	IP OR	PLACE OF ORGA	ANIZATION			
		7	SOLE VOTING 6,049,098 s	G POWER	non Stock		
BENE	EFICIALLY WNED BY		SHARED VOT	f Common Stoc	ς		
	EACH EPORTING PERSON WITH	9	SOLE DISPOS 6,049,098 s				
		10		POSITIVE POWER	•		
11			UNT BENEFICIA res of Common	ALLY OWNED BY n Stock	REPORTING P	ERSON	
12	CHECK I			OUNT IN ROW (	11) EXCLUDES	CERTAIN SHA	ARES (See

13	PERCENT 8.54%	OF CL	SS REPRESENTED BY AMOUNT	IN ROW (11)			
14	TYPE OF	TYPE OF REPORTING PERSON (See Instructions) OO					
CUS:	IP No. 67622	P101	SCHEDULE 1	3D	Page 5		
1		pital	G PERSON Partners, LLC ATION NO. OF ABOVE PERSO	N			
2	CHECK THE	APPRO	RIATE BOX IF A MEMBER OF	A GROUP (See		[ ]	
3	SEC USE ON	ILY					
4	SOURCE OF AF	FUNDS	(See Instructions)				
5	CHECK IF Dor 2(e)	OISCLO	URE OF LEGAL PROCEEDINGS	IS REQUIRED	PURSUANT TO ITEMS	2 (d)	
6	CITIZENSHI Delaware	:: :P OR 1	LACE OF ORGANIZATION				
		7	SOLE VOTING POWER 6,049,098 shares of Com	mon Stock			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	SHARED VOTING POWER  0 shares of Common Stock	k			
		9	SOLE DISPOSITIVE POWER 6,049,098 shares of Com	mon Stock			
		10	SHARED DISPOSITIVE POWE.				
11			NT BENEFICIALLY OWNED BY	REPORTING PE	RSON		

12	CHECK I		AGGREGATE AMOUNT IN ROW (11) EXCLUD	ES CERTAIN SHARES (See		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.54%					
14	TYPE OF	F REPOI	FING PERSON (See Instructions)			
CUS	IP No. 6762		SCHEDULE 13D	Page 6		
1	NAME OF I Abner Kur I.R.S. II N/A	rtin	NG PERSON CATION NO. OF ABOVE PERSON			
2	CHECK THE	E APPRO	PRIATE BOX IF A MEMBER OF A GROUP (	See Instructions)(a) [ ]		
3	SEC USE (					
4	SOURCE OF	F FUNDS	(See Instructions)			
5	CHECK IF or 2(e)	DISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIR			
6	CITIZENSI United St		PLACE OF ORGANIZATION			
		7	SOLE VOTING POWER 6,049,098 shares of Common Stock			
BENE	JMBER OF SHARES EFICIALLY WNED BY	8	SHARED VOTING POWER  0 shares of Common Stock			
	EACH EPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 6,049,098 shares of Common Stock			
		10	SHARED DISPOSITIVE POWER  0 shares of Common Stock			

	No. 67622P101	SCHEDULE 13D		Page 7	
14	TYPE OF REPORTING PERSO				
13	PERCENT OF CLASS REPRES	SENTED BY AMOUNT IN			
12	CHECK IF THE AGGREGATE Instructions)	AMOUNT IN ROW (11)	EXCLUDES	CERTAIN SHAF	RES (See
11	AGGREGATE AMOUNT BENEFT 6,049,098 shares of Cor		PORTING PE	ERSON	

#### INTRODUCTION

This Amendment No. 5 (this "Amendment") relates to the Schedule 13D filed on behalf of K Capital Offshore Master Fund (U.S. Dollar), L.P., Special K Capital Offshore Master Fund (U.S. Dollar), L.P., K Capital Partners, LLC ("K Capital"), Harwich Capital Partners, LLC and Abner Kurtin (collectively, the "Reporting Persons") with the Securities and Exchange Commission on February 25, 2005, as amended by Amendment No. 1 filed on March 11, 2005, Amendment No. 2 filed on April 11, 2005, Amendment No. 3 filed on April 25, 2005 and Amendment No. 4 filed on October 27, 2005 (the "Schedule 13D"), relating to shares of common stock, par value \$2.50 per share ("Common Stock"), of OfficeMax Incorporated (the "Company").

Items 4 and 7 of the Schedule 13D are amended and supplemented as follows: Item 4. Purpose of Transaction.

All of the shares of Common Stock reported herein were acquired for investment purposes. The Reporting Persons review on a continuing basis the investment in the Company. Based upon such review, the Reporting Persons believe that the market price of the Common Stock does not fully reflect its intrinsic value and that extraordinary corporate action, such as a break up or sale of the Company may be required to realize that intrinsic value. The Reporting Persons have previously communicated with the Board of Directors of the Company (the "Board") indicating their view that the Common Stock of the Company is undervalued, and that the Company should seek to break up the company and sell one or more of its components in order to maximize the value of such Common Stock. The Reporting Persons may seek further communications with the Company, other industry observers and participants and other stockholders regarding the value of the Common Stock and possible strategic transactions, and may take other actions to insure that strategic alternatives are considered. This may lead to consideration of transactions of the type described in subparagraphs (a) through (j) of Item 4 of the Instructions to Schedule 13D.

On November 14, 2005, K Capital, on behalf of the Reporting Persons, delivered a letter to the Board. A copy of the letter was also issued as a press release on November 14, 2005. The letter expressed the Reporting Person's dissatisfaction with the Company's financial and operating performance and the

Board's refusal to listen to its shareholders, accept responsibility for the destruction of value and hold management accountable. In addition, the Reporting Persons called for the Board and management to (i) present a detailed turnaround plan with sufficient support for the rationale, cost, benefits, risks and time requirements for each significant program as well as various benchmarks so that shareholders will have the ability to assess the Company's actual performance versus the plan; (ii) create a committee of independent Board members to assess the strategic value of the Company and to hire a separate financial advisor to work with the committee to provide additional credibility; (iii) declassify the Board so that all directors stand for election at the 2007 annual meeting, remove the poison pill and provide shareholders with the ability to call special meetings and (iv) commit to holding its 2006 and 2007 annual meetings of shareholders on time and to take no further actions to frustrate

CUSIP No.	67622P101	SCHEDULE 13D	Page 8

shareholders' legitimate rights to implement change. A copy of the letter is attached hereto as Exhibit  $1. \,$ 

The Reporting Persons may acquire, or cause to be acquired, additional securities of the Company, in the open market or otherwise, or dispose of, or cause to be disposed, such securities, in the open market or otherwise, at any time.

In connection with the Company's upcoming 2006 Annual Meeting, the Reporting Persons may file a proxy statement with the Securities and Exchange Commission to solicit the Company's stockholders with respect to the election of directors and/or one or more stockholder proposals. HOWEVER, IT SHOULD BE EMPHASIZED THAT K CAPITAL HAS NOT MADE ANY DECISION AT THIS TIME WHETHER TO SOLICIT PROXIES FOR THE ELECTION OF DIRECTORS OR FOR THE ADOPTION OF ONE OR MORE STOCKHOLDER PROPOSALS.

OFFICEMAX STOCKHOLDERS ARE STRONGLY ADVISED TO READ THE PROXY STATEMENT WHEN AND IF IT IS AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.

Item 7. Material to be Filed as Exhibits.

EXHIBIT 1: Letter sent by K Capital Partners, LLC to the Board of Directors of OfficeMax Incorporated on November 14, 2005.

EXHIBIT 2: Press Release, dated November 14, 2005

EXHIBIT 3: Joint Filing Agreement, dated November 14, 2005.

CUSIP No. 67622P101 SCHEDULE 13D Page 9

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,  ${\tt I}$  certify that the information set forth in this statement is true, complete and correct.

Dated: November 14, 2005

K CAPITAL PARTNERS, LLC

By: Harwich Capital Partners, LLC, managing member

By: /s/ Robert T. Needham

\_\_\_\_\_

Name: Robert T. Needham

Title: Chief Administrative Officer

HARWICH CAPITAL PARTNERS, LLC

By: /s/ Robert T. Needham

\_\_\_\_\_

Name: Robert T. Needham

Title: Chief Administrative Officer

K CAPITAL OFFSHORE MASTER FUND (U.S. DOLLAR), L.P.

By: K Capital Partners, LLC, general partner

By: Harwich Capital Partners, LLC, managing member

By: /s/ Robert T. Needham

\_\_\_\_\_

Name: Robert T. Needham

Title: Chief Administrative Officer

SPECIAL K CAPITAL OFFSHORE MASTER FUND (U.S. DOLLAR), L.P.

By: K Capital Partners, LLC, general partner

By: Harwich Capital Partners, LLC, managing member

By: /s/ Robert T. Needham

\_\_\_\_\_

Name: Robert T. Needham

Title: Chief Administrative Officer

ABNER KURTIN

/s/ Abner Kurtin

\_\_\_\_\_

Abner Kurtin