

BlueLinx Holdings Inc.
Form 11-K
June 29, 2006

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**SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**FORM 11-K
ANNUAL REPORT**

þ **ANNUAL REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE
ACT OF 1934 [NO FEE REQUIRED]**

For the year ended December 31, 2005

OR

o **TRANSITION REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]**

For the transition period from _____ to _____

Commission file number 001-32383

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

BlueLinx Corporation Hourly Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**BlueLinx Holdings Inc.
4300 Wildwood Parkway
Atlanta, Georgia 30339**

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**BlueLinx Corporation Hourly
Savings Plan
Audited Financial Statements and Supplemental Schedule
As of December 31, 2005 and 2004 and
For the year ended December 31, 2005**

BlueLinx Corporation Hourly Savings Plan
Audited Financial Statements and Supplemental Schedule
As of December 31, 2005 and 2004 and for the year ended December 31, 2005

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Report of Independent Registered Public Accounting Firm

To the Plan Administrator of
BlueLinx Corporation Hourly Savings Plan

We have audited the accompanying statements of net assets available for benefits of BlueLinx Corporation Hourly Savings Plan as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2005 and 2004, and the changes in its net assets available for benefits for the year ended December 31, 2005, in conformity with accounting principles generally accepted in the United States. Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2005, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Atlanta, Georgia
June 23, 2006

Table of Contents**BlueLinx Corporation Hourly Savings Plan
Statements of Net Assets Available for Benefits**

| | December 31, | |
|---|---------------------|--------------|
| | 2005 | 2004 |
| Assets | | |
| Investments, at fair value | \$ 4,157,271 | \$ 2,860,560 |
| Interest in Master Trust, at fair value | 728 | |
| Contributions receivable: | | |
| Plan Sponsor | 11,034 | 576 |
| Participants | 33,012 | 4,570 |
| Total receivables | 44,046 | 5,146 |
| Total Assets | 4,202,045 | 2,865,706 |
| Liabilities | | |
| Accrued expenses | | 27,500 |
| Net assets available for benefits | \$ 4,202,045 | \$ 2,838,206 |

See accompanying notes to financial statements.

Table of Contents**BlueLinx Corporation Hourly Savings Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2005**

| | |
|---|--------------|
| Additions: | |
| Contributions: | |
| Participants | \$ 812,202 |
| Plan Sponsor | 194,078 |
| Rollovers | 363,297 |
| | 1,369,577 |
| Investment income: | |
| Net appreciation in fair value of investments in mutual funds | 103,858 |
| Interest and dividends | 105,447 |
| Net loss from interest in Master Trust | (94) |
| Other | 1,724 |
| | 210,935 |
| Total additions | 1,580,512 |
| Deductions: | |
| Benefits paid to participants | 198,637 |
| Administrative expenses | 2,119 |
| | 200,756 |
| Net transfers out to related plan | 15,917 |
| Total deductions | 216,673 |
| Net increase | 1,363,839 |
| Net assets available for benefits, beginning of year | 2,838,206 |
| Net assets available for benefits, end of year | \$ 4,202,045 |

See accompanying notes to financial statements.

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BlueLinx Corporation Hourly Savings Plan

Notes to Financial Statements

December 31, 2005

Note 1: Description of Plan

The following description of the BlueLinx Corporation Hourly Savings Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution savings plan, established May 7, 2004 covering substantially all hourly employees of BlueLinx Corporation (the Plan Sponsor or Company). Employees become eligible to participate in the Plan upon completing three months of service with the Plan Sponsor or by reason of recognition of service with a predecessor employer. Employees are only permitted to enter the Plan on the first day of the calendar month following the date the eligibility requirements are met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

The Plan includes a provision under Internal Revenue Code (IRC) Section 401(k) whereby participants may make pretax contributions to the Plan of up to 75% of their annual compensation (as defined in the Plan agreement), subject to limitations under the IRC. Participants age fifty and older are also allowed to make catch-up contributions. For employees who participate in the Plan, the Plan Sponsor is required to match an amount determined pursuant to the applicable Articles and Exhibits to the Plan. Employees are required to complete one year of service to receive the match.

Employees may also deposit rollover contributions from another qualified plan. Rollover contributions are placed in a separate account and are subject to the rules for investment established by the Plan administrator.

Administration

The Company serves as the Plan administrator. The Plan administrator has the responsibility to administer the Plan for the exclusive benefit of the participants and their beneficiaries. These duties include, but are not limited to, establishing procedures, maintaining records, interpreting provisions of the Plan and making determinations regarding questions, which may affect eligibility for benefits. The Plan administrator has engaged The Vanguard Group, Inc. (Vanguard) as a third-party administrator to assist in the administration of the Plan.

The trustee of the Plan is Vanguard Fiduciary Trust Company (Vanguard Trust) (see Note 5). Vanguard Trust, a wholly owned subsidiary of Vanguard, receives all contributions made under the Plan, holds Plan assets and pays benefits to participants as directed by the Plan administrator. Vanguard Trust serves as the intermediary for all asset purchases and redemptions. Additionally, a related entity of Vanguard manages certain of the Plan's investment options.

Expenses

Administrative expenses of the Plan are paid by either the Plan Sponsor or by the Plan, as determined by the Plan

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administrator. These expenses include, but are not limited to, legal, accounting and certain recordkeeping fees and investment expenses.

Participant Accounts

Each participant account is credited with pretax and rollover contributions made by the participant and is allocated a portion of the Plan Sponsor's matching contributions and Plan earnings or losses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are fully vested in all contributions and earnings thereon at the time of entry to the Plan.

Investment Options

Participants are allowed to make participant-directed allocations of their accounts among various investment options, including certain options for which Vanguard Trust or its affiliates serve as investment advisors (see Note 5), selected by the Plan administrator.

Participant Loans and Other Withdrawals

Participants may borrow from their accounts equal to the lesser of \$50,000 or 50% of their vested account balances. Participant loans generally have terms ranging up to five years, are secured by the balance in the participant's account and bear interest at a rate determined by the Plan administrator based on prevailing interest rates at the time of the loan. A loan used for financing the purchase of the participant's principal residence may be repaid over a period exceeding five years as determined on a case-by-case basis. In general, participant loans are due and payable if a participant terminates employment or fails to make a principal and/or interest payment as provided in the loan agreement. Principal and interest are paid ratably through payroll deductions.

A participant may also take out a hardship distribution. Hardship distributions may not exceed the amount of the participant's financial hardship and may not be repaid by the participant. If a participant makes a hardship withdrawal, the right to make contributions will be suspended for six months.

Payment of Benefits

Upon normal retirement, disability or death, a participant or beneficiary may receive the value of the account through a lump sum distribution. In general, if a participant's account balance, as defined in the Plan agreement, is greater than \$5,000 (the involuntary cash-out amount), the account may not be distributed without the participant's consent.

Upon termination of service of a participant for any reason, a participant will receive the value of the account through a single lump sum distribution if the account balance is less than \$5,000. In connection with the mandatory lump sum payment, if the balance is greater than \$1,000 and the participant fails to elect either a rollover or direct payment, the account balance will be distributed to an individual retirement plan designated by the Plan Sponsor.

Distributions from the Plan will normally be subject to income taxes and in certain circumstances may also be subject to Internal Revenue Service (IRS) penalties, unless the distribution is transferred to another qualified plan or individual retirement account.

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Forfeitures

In general, the Plan does not have forfeitures due to the fact that all participants are 100% vested at the time of entry to the Plan. However, excess employer contributions are deposited to the forfeiture account. Forfeitures of non-vested account balances totaled \$143 for the period ended December 31, 2005.

Note 2: Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates in Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Plan administrator to make estimates that affect the amounts reported in the financial statements and accompanying notes. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value which equals the quoted market price on the last business day of the Plan year. Shares of mutual funds are valued at quoted market prices which represent the net asset values of shares held by the Plan at year-end. The fair value of the Plan's interest in the Master Trust Agreement for the BlueLinx Corporation Company Stock Fund (Master Trust) (see Note 7) is based on the beginning of the year value of the Plan's interest in the Master Trust plus actual contributions, allocated investment income, less distributions and allocated administrative expenses. Quoted market prices and estimates by the trustee are used to value the underlying investments in the Master Trust. Participant loans are valued at their outstanding balance, which approximates fair value.

Payments of Benefits

Benefit payments are recorded when paid by the Plan.

Risks and Uncertainties

The Plan's invested assets ultimately consist of stocks and other investment securities. Investment securities are exposed to various risks, such as interest rate risk, market risk and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participant account balances and the amounts reported in the accompanying statement of net assets available for benefits and statement of changes in net assets available for benefits.

Note 3: Investments

Individual investments that represent 5% or more of the fair value of the Plan's net assets available for benefits as of December 31, 2005 and 2004, are as follows:

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| | 2005 | 2004 |
|--|-------------|-------------|
| Vanguard 500 Index Fund | \$754,460 | \$564,047 |
| Vanguard LifeStrategy Growth Fund | 488,644 | 356,148 |
| Vanguard Treasury Money Market Fund | 485,874 | 334,282 |
| Vanguard PRIMECAP Fund | 408,237 | 307,864 |
| Vanguard LifeStrategy Moderate Growth Fund | 374,634 | 217,417 |
| Vanguard Balanced Index Fund | 271,904 | 157,703 |
| Vanguard Windsor II Fund | 230,164 | 156,495 |

Note 4: Income Tax Status

The Plan has not received a determination letter from the IRS stating that the Plan is qualified under Section 401(a) of the IRC. However the Plan administrator believes that the Plan has been designed to comply with the requirements of the IRC and has indicated that it will take the necessary steps, if any, to bring the Plan's operations and/or document into compliance with the IRC.

Note 5: Party-in-Interest Transactions

Vanguard Trust and its affiliates perform services, sell products and maintain certain investments of the Plan for which fees are charged to the Plan. Party-in-interest transactions also include loans made to participants.

Such transactions, while considered party-in-interest transactions under ERISA, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

The participants are able to invest in stock of BlueLinx which is the Plan Sponsor.

Note 6: Plan Termination

Although it has not expressed any intent to do so, the Plan administrator has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will remain 100% vested in their accounts.

Note 7: Financial Information of the Master Trust

Certain of the Plan's investments are in the Master Trust which was established for the investment of assets of the Plan and of the BlueLinx Corporation Salaried Savings Plan. Both retirement plans have an undivided interest in the Master Trust. At December 31, 2005, the Plan's interest in the net assets of the Master Trust was approximately .3%. Investment income and expenses are allocated to the Plan based upon its pro rata share in the net assets of the Master Trust. The following table presents the fair value of investments for the Master Trust at December 31:

| | 2005 |
|-----------------------------|-------------|
| Investments, at fair value: | |
| Common stock | \$ 258,650 |
| Total Net assets | \$ 258,650 |

A summary of the net investment gain of the Master Trust for the year ended December 31, 2005, during which the Plan participated in this trust, which comprises the net investment activity for all participating plans, is as follows:

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| | 2005 |
|---|-------------|
| Net investment gain: | |
| Interest and dividend income | \$ 35,361 |
| Net appreciation in fair value of common stock as determined by quoted market price | 4,841 |
| Net investment gain of Master Trust | \$ 40,202 |

* * * * *

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Supplemental Schedule

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BlueLinx Corporation Hourly Savings Plan
Schedule H, Line 4i Schedule of Assets (Held at End of Year)
December 31, 2005
Plan #003 Employer Identification #77-0627351

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|-----|---|--|-------------|-------------------------|
| | Loomis Sayles Funds | Loomis Sayles Bond Fund | # | \$ 86,228 |
| * | Vanguard Fiduciary Trust Company | Vanguard 500 Index Fund | # | 754,460 |
| | | Vanguard Balanced Index Fund | # | 271,904 |
| | | Vanguard Extended Market Index Fund | # | 126,554 |
| | | Vanguard International Growth Fund | # | 135,395 |
| | | Vanguard LifeStrategy Conservative Growth Fund | # | 73,459 |
| | | Vanguard LifeStrategy Growth Fund | # | 488,644 |
| | | Vanguard LifeStrategy Income Fund | # | 44,242 |
| | | Vanguard LifeStrategy Moderate Growth Fund | # | 374,634 |
| | | Vanguard PRIMECAP Fund | # | 408,237 |
| | | Vanguard Short-Term Treasury Fund | # | 137,116 |
| | | Vanguard Small-Cap Index Fund | # | 89,449 |
| | | Vanguard Total Bond Market Index Fund | # | 104,647 |
| | | Vanguard Total Stock Market Index Fund | # | 97,457 |
| | | Vanguard Treasury Money Market Fund | # | 485,874 |
| | | Vanguard Windsor II Fund | # | 230,164 |
| * | Participant loans | Interest rates ranging from 5% to 8.25% maturing through 2010 | # | 248,807 |
| | | | | \$4,157,271 |

* A party-in-interest
as defined by
ERISA.

Not required for
participant-directed
investments.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company, as administrator of the plan, has duly caused this annual report to be signed by the undersigned hereunto duly authorized.

BlueLinx Corporation Hourly Savings Plan

By: /s/ Barbara V. Tinsley

BlueLinx Holdings Inc.

By: Barbara V. Tinsley, General Counsel &
Secretary

Date: June 29, 2006

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EXHIBIT INDEX

23.1 Consent of Independent Registered Public Accounting Firm