

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 5
to
Schedule TO
*Tender Offer Statement under Section 14(d)(1) or
13(e)(1) of the Securities Exchange Act of 1934*

OFFICEMAX INCORPORATED
(Name of Subject Company (Issuer))

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

Common Stock, \$2.50 Par Value
(Title of Class of Securities)

67622P101
(CUSIP Number of Class of Securities)

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)

Copy to:
John H. Bitner, Esq.
Bell, Boyd & Lloyd LLC
70 West Madison Street
Suite 3100
Chicago, IL 60602
Telephone: (312) 807-4306

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$799,000,000	\$94,042.30

* 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.

Amount Previously Paid: \$94,042.30
Form or Registration No.: Schedule TO
Filing Party: OfficeMax Incorporated
Date Filed: March 30, 2005

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:

This Amendment No. 5 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 and Amendment No. 4 filed with the Commission on April 25, 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. 5 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) 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. 5 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. Additional Information.

Item 11(b) of the Schedule TO is amended and supplemented by adding the following:

On May 3, 2005, OfficeMax issued a press release announcing that it will establish an additional legal reserve of \$9.8 million, pre-tax, in its financial statements to be filed on Form 10-Q for the first quarter of 2005. A copy of the press release is filed as exhibit (a)(5)(H) to the 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)(H) Press Release, dated May 3, 2005, announcing establishment of additional legal reserve.

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

Name: Matthew R. Broad
Title: Executive Vice President and General Counsel

Dated: May 3, 2005

QuickLinks

[Item 11. Additional Information.](#)

[Item 12. Exhibits.](#)

[SIGNATURE](#)

OfficeMax
150 East Pierce Road Itasca, IL 60143-1594



News Release

OfficeMax Media Contact

Bill Bonner
630 438 8584

OfficeMax Investor Relations Contact

John Jennings
630 438 8760

FOR IMMEDIATE RELEASE

OFFICEMAX TO RECORD A \$9.8 MILLION LEGAL RESERVE

Itasca, Ill. May 3, 2005—OfficeMax Incorporated (NYSE: OMX) announced today that it will establish an additional legal reserve of \$9.8 million, pre-tax, in its financial statements to be filed on Form 10-Q for the first quarter of 2005. The financial results OfficeMax reported in its first quarter 2005 earnings release, dated April 21, 2005, did not reflect this increase in reserves. OfficeMax is establishing the additional legal reserve due to new information that it received after issuing the first quarter 2005 earnings release. The legal reserve relates to an ongoing dispute originating in 2003.

OfficeMax will incorporate the additional legal reserve in its Quarterly Report on Form 10-Q expected to be filed with the Securities and Exchange Commission by May 5, 2005. Including the additional legal reserve, OfficeMax expects to report a net loss of \$5.3 million, or \$.07 per diluted share for the first quarter of 2005.

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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[Exhibit \(a\)\(5\)\(H\)](#)