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CENVEO, INC Form S-8 September 07, 2004

As filed with the Securities and Exchange Commission on September 7, 2004

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM S-8 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CENVEO, INC.

(Exact Name of Registrant as Specified in its Charter)

Colorado 84-1250533

(State or Other Jurisdiction of Incorporation or Organization)

(IRS Employer Identification Number)

8310 South Valley Highway, #400, Englewood, Colorado 80112

(Address of Principal Executive Offices)

CENVEO, INC. 2001 LONG-TERM EQUITY INCENTIVE PLAN

(Full Title of the Plan)

COPIES TO:

Cenveo, Inc.

8310 South Valley Highway, #400

Englewood, Colorado 80112

Rothgerber Johnson & Lyons LLP

1200 17th Street Colorado

1200 17th Street Colorado Mark L. Zoeller (Name and Address of Agent for Service) (303) 790-8023 (Telephone Number of Agent for Service)

COPIES TO: Denver, Colorado 80202 (303) 623-9000

CALCULATION OF REGISTRATION FEE

| _====================================== | | | | |
|---|----------------------------|---|---|----|
| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Re |
| Common Stock | 3,025,000 | \$3.20(1) | \$9,680,000(1) | |