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CENVEO, INC
Form 10-Q/A
November 08, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
AMENDMENT NO. 1

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

For the quarterly period ended SEPTEMBER 30, 2005

OR

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

For the transition period from _____ to _____

Commission file number 1-12551

CENVEO, INC.
(Exact name of registrant as specified in its charter)

State of incorporation: COLORADO IRS Employer Identification No: 84-1250533

8310 S. VALLEY HIGHWAY, #400
ENGLEWOOD, CO 80112
(Address and zip code of principal executive office)

(303) 790-8023
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes No:

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes: No:

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes: No:

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The number of shares of the registrant's Common Stock, par value \$0.01 per share, outstanding as of October 31, 2005 was 52,849,769.

This amendment to the Quarterly Report on Form 10-Q (the "Form 10-Q") for the quarter ended September 30, 2005 of Cenveo, Inc. (the "Company") is being filed to list under Item 6 of Part II an Exhibit that was not listed in the initial filing of the Form 10-Q for the quarter ended September 30, 2005, which was filed with the Securities and Exchange Commission on November 3, 2005.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

| Exhibit Number ----- | Description ----- |
|----------------------------|--|
| 3.1 | Articles of Incorporation of the Company--incorporated by reference from Exhibit 3(i) of the Company's Form 10-Q for the quarter ended June 30, 1997. |
| 3.2 | Articles of Amendment to the Articles of Incorporation of the Company dated May 17, 2004--incorporated by reference to Exhibit 3.2 to Cenveo, Inc.'s quarterly report on Form 10-Q for the quarter ended June 30, 2004. |
| 3.3 | Bylaws of the Company as amended and restated effective April 17, 2005--incorporated by reference to Exhibit 3.2 of the Company's Form 8-K filed April 18, 2005. |
| 3.4 | Certificate of Amendment of Certificate of Incorporation of Cenveo Corporation (formerly known as Mail-Well I Corporation) dated May 14, 2004--incorporated by reference to Exhibit 3.4 to Cenveo, Inc.'s quarterly report on Form 10-Q for the quarter ended June 30, 2004. |
| 3.5 | Amendment to Articles of Incorporation and Certificate of Designations of Series A Junior Participating Preferred Stock of Cenveo, Inc. dated April 20, 2005--incorporated by reference to Exhibit 3.1 of the Company's Form 8-K filed April 21, 2005. |
| 4.1 | Indenture dated as of March 13, 2002 between Mail-Well I Corporation and State Street Bank and Trust Company, as Trustee relating to Mail-Well I Corporation's \$350,000,000 aggregate principal amount of 9 5/8% Senior Notes due 2012--incorporated by reference to Exhibit 10.30 to Mail-Well, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2002. |
| 4.2 | Form of Senior Note and Guarantee relating to Mail-Well I Corporation's \$350,000,000 aggregate principal amount 9 5/8% due 2012--incorporated by reference to Exhibit 10.31 to Mail-Well, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2002. |
| 4.3 | Indenture dated as of February 4, 2004 between Mail-Well I |

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Corporation and U.S. Bank National Association, as Trustee, and Form of Senior Subordinated Note and Guarantee relating to Mail-Well I Corporation's \$320,000,000 aggregate principal amount of 7 7/8 Senior Subordinated Notes due 2013--incorporated by reference to Exhibit 4.5 to Mail-Well, Inc.'s Annual Form 10-K filed February 27, 2004.

- 4.4 Rights Agreement dated April 20, 2005 between Cenveo, Inc. and Computershare Trust Company, Inc.--incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed April 21, 2005.

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- 10.1 Form of Indemnity Agreement between Mail-Well, Inc. and each of its officers and directors--incorporated by reference from Exhibit 10.17 of Mail-Well, Inc.'s Registration Statement on Form S-1 dated March 25, 1994.
- 10.2 Form of Indemnity Agreement between Mail-Well I Corporation and each of its officers and directors--incorporated by reference from Exhibit 10.18 of Mail-Well, Inc.'s Registration Statement on Form S-1 dated March 25, 1994.
- 10.3 Form of M-W Corp. Employee Stock Ownership Plan effective as of February 23, 1994 and related Employee Stock Ownership Plan Trust Agreement--incorporated by reference from Exhibit 10.19 of Mail-Well, Inc.'s Registration Statement on Form S-1 dated March 25, 1994.
- 10.4 Form of M-W Corp. 401(k) Savings Retirement Plan--incorporated by reference from Exhibit 10.20 of Mail-Well, Inc.'s Registration Statement on Form S-1 dated March 25, 1994.
- 10.5 Form of Mail-Well, Inc. Incentive Stock Option Agreement--incorporated by reference from Exhibit 10.22 of Mail-Well, Inc.'s Registration Statement on Form S-1 dated March 25, 1994.
- 10.6 Form of Mail-Well, Inc. Nonqualified Stock Option Agreement--incorporated by reference from Exhibit 10.23 of Mail-Well, Inc.'s Registration Statement on Form S-1 dated March 25, 1994.
- 10.7 1997 Non-Qualified Stock Option Agreement--incorporated by reference from Exhibit 10.54 of Mail-Well, Inc.'s Form 10-Q for the quarter ended March 31, 1997.
- 10.8 Mail-Well, Inc. 1998 Incentive Stock Option Plan Incentive Stock Option Agreement--incorporated by reference from Exhibit 10.59 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998.
- 10.9 Mail-Well, Inc. 2001 Long-Term Equity Incentive Plan--incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001.

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- 10.10 Form of Non-Qualified Stock Option Agreement under 2001 Long-Term Equity Incentive Plan--incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001.
- 10.11 Form of Incentive Stock Option Agreement under 2001 Long-Term Equity Incentive Plan--incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001.
- 10.12 Form of Restricted Stock Award Agreement under 2001 Long-Term Equity Incentive Plan--incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001.
- 10.13 Second Amended and Restated Equipment Lease dated as of August 6, 2002 between Wells Fargo Bank Northwest, National Association, as trustee under MW 1997-1 Trust, and Mail- Well I Corporation--incorporated by reference to Exhibit 10.26 of Mail-Well, Inc.'s Form 10-Q for the quarter ended September 30, 2002.
- 10.14 Second Amended and Restated Guaranty Agreement dated as of August 6, 2002, among Mail-Well I Corporation as Lessee, certain of its subsidiaries and Mail-Well, Inc. as Guarantors, Fleet Capital Corporation as Agent, and the Trust Certificate Purchasers named therein--incorporated by reference to Exhibit 10.27 of Mail-Well, Inc.'s Form 10-Q for the quarter ended September 30, 2002.
- 10.15 Second Amended and Restated Participation Agreement dated as of August 6, 2002, among Mail-Well I Corporation as Lessee, Fleet Capital Corporation as Arranger and Agent, and the Trust Certificate Purchasers named therein--incorporated by reference to Exhibit 10.28 of Mail-Well, Inc.'s Form 10-Q for the quarter ended September 30, 2002.
- 10.16 Amendment Agreement No. 1 dated as of September 25, 2002, among Mail-Well I Corporation as Lessee, certain of its subsidiaries and Mail-Well, Inc. as Guarantors, Fleet Capital Corporation as Agent, and the Trust Certificate Purchasers named therein--incorporated by reference to Exhibit 10.29 of Mail-Well, Inc.'s Form 10-Q for the quarter ended September 30, 2002.
- 10.17 Employment and Executive Severance Agreement dated as of March 10, 2003, between the Company and Paul V. Reilly--incorporated by reference to Exhibit 10.26 of the Company's Annual Form 10-K filed March 31, 2003.
- 10.18 Form of Executive Severance Agreement entered into between the Company and each of the following: Michel Salbaing, Gordon Griffiths, Brian Hairston, Keith Pratt, William Huffman, D. Robert Meyer and Mark Zoeller--incorporated by reference to Exhibit 10.27 of the Company's Annual Form 10-K filed March 31, 2003.

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- 10.19 Amendment Agreement No. 2 dated as of March 25, 2004 among Mail-Well I Corporation as Lessee, certain of its subsidiaries and Mail-Well, Inc. as Guarantor, Fleet Capital Corporation as Agent, and the Trust Purchasers named therein--incorporated by reference to Exhibit 10.21 of the Company's Form 10-Q for quarter ended March 31, 2004.
- 10.20 Second Amended and Restated Credit Agreement dated March 25, 2004 among Mail-Well, Inc., Mail-Well I Corporation, certain subsidiaries of Mail-Well I, the lenders under the Second Amended and Restated Credit Agreement, and Bank of America, N.A., as administrative agent for the lenders--incorporated by reference to Exhibit 10.22 of the Company's Form 10-Q for quarter ended March 31, 2004.
- 10.21 Second Amended and Restated Security Agreement dated March 25, 2004 among Mail-Well, Inc., Mail-Well I Corporation, certain subsidiaries of Mail-Well I, the lenders under the Second Amended and Restated Credit Agreement, and Bank of America, N.A., as administrative agent for the lenders--incorporated by reference to Exhibit 10.23 of the Company's Form 10-Q for quarter ended March 31, 2004.
- 10.22 Cenveo, Inc. 2001 Long-Term Equity Incentive Plan, as amended--incorporated by reference to Exhibit 10.24 to Cenveo Inc.'s quarterly report on Form 10-Q for the quarter ended June 30, 2004.
- 10.23 Amendment No. 1 to Second Amended and Restated Credit Agreement dated February 8, 2005 among Cenveo, Inc., Cenveo Corporation, certain subsidiaries of Cenveo Corporation, the lenders under the Second Amended and Restated Credit Agreement, and Bank of America, N.A., as administrative agent for the lenders--incorporated by reference to Exhibit 10.23 of the Company's Annual Form 10-K filed February 28, 2005.
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- 10.24 Employment Agreement dated as of June 22, 2005 between the Company and James R. Malone--incorporated by reference to Exhibit 99.1 of the Company's Form 8-K filed June 24, 2005.
- 10.25 Settlement and Governance Agreement by and among Cenveo, Inc., Burton Capital Management and Robert G. Burton, Sr., dated September 9, 2005 -- incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed September 12, 2005.
- *31.1 Certification of Periodic Report by Robert G. Burton, Sr., Chairman and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- *31.2 Certification of Periodic Report by Sean S. Sullivan, Executive Vice President--Finance and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.