

CENVEO, INC  
Form 3  
March 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â Burton Michael G  
(Last) (First) (Middle)

C/O CENVEO, INC.,Â 200  
FIRST STAMFORD PLACE

(Street)

STAMFORD,Â CTÂ 06902

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
02/20/2014

3. Issuer Name and Ticker or Trading Symbol  
CENVEO, INC [CVO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
President, Labels, Pkg & Print

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock                       | 482,306   | D (1) (2) (3) Â   |   |
| Common Stock                       | 1,000   | I   | By Wife   |
| Common Stock                       | 11,500  | I   | By Daughter   |
| Common Stock                       | 1,275   | I   | By Daughter   |
| Common Stock                       | 24,975  | I   | By Son  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |   |   |
|---|--|--|--|--|---|---|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |   |   |
| Employee Stock Option<br>(right to buy)       | Â (4)  | 06/08/2015   | Common<br>Stock  | 17,500   | \$ 4.9  | D | Â |
| Employee Stock Option<br>(right to buy)       | Â (5)  | 07/01/2015   | Common<br>Stock  | 40,000   | \$ 4.22   | D | Â |
| Employee Stock Option<br>(right to buy)       | Â (6)  | 05/21/2016   | Common<br>Stock  | 20,000   | \$ 7.02   | D | Â |
| Employee Stock Option<br>(right to buy)       | Â (7)  | 01/12/2017   | Common<br>Stock  | 20,000   | \$ 5.62   | D | Â |
| Employee Stock Option<br>(right to buy)       | Â (8)  | 05/01/2019   | Common<br>Stock  | 15,000   | \$ 2  | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Burton Michael G<br>C/O CENVEO, INC.<br>200 FIRST STAMFORD PLACE<br>STAMFORD,Â CTÂ 06902 | Â             | Â         | Â President, Labels, Pkg & Print | Â     |

## Signatures

Michael G. Burton 03/03/2014

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 64,550 shares purchased under Issuer's Employee Stock Purchase Plan and 19,175 shares purchased under Issuer's 401(k) Plan.
- (2) Includes Restricted Share Unit Awards as follows: 3 awards outstanding as follows: 5/21/2010 for 10,000 shares; 1/12/2011 for 15,000 shares; and 5/1/2013 award for 25,000 shares.
- (3) Includes Performance Share Unit Award dated 5/1/2013 for 40,000 shares that will vest 100% on May 1, 2014 upon achievement of performance targets.
- (4) This option is exercisable in 4 equal annual installments. The first installment became exercisable on June 8, 2010 and subsequent installments each year thereafter.
- (5) This option is exercisable in 4 equal annual installments. The first installment became exercisable on July 1, 2010 and subsequent installments each year thereafter.

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- (6) This option is exercisable in 4 equal annual installments. The first installment became exercisable on May 21, 2011 and subsequent installments each year thereafter.
- (7) This option is exercisable in 4 equal annual installments. The first installment became exercisable on January 12, 2012 and subsequent installments each year thereafter.
- (8) This option is exercisable in 4 equal annual installments. The first installment will become exercisable on May 1, 2014 and subsequent installments each year thereafter.

Â

**Remarks:**

Exhibit 24 - Confirming Statement

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.