

CENVEO, INC  
Form DEFR14A  
April 28, 2014

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant  T  
Filed by a Party other than the Registrant  o

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

CENVEO, INC.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

o Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount previously paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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EXPLANATORY NOTE

It has come to our attention that one sentence in our proxy statement for our 2014 annual meeting of stockholders contains an immaterial error, which in the interest of completeness we hereby correct. That sentence, under the heading “Compensation of Executive Officers – Tax Deductibility Policy”, states that all of the incentive compensation paid to our NEOs for 2013 qualifies as “performance-based compensation” and, thus, is fully deductible by the Company for federal income tax purposes. A portion of the incentive compensation paid to our NEOs for 2013 is not, in fact, deductible, as we have not yet asked our stockholders to re approve the incentive performance criteria under our 2007 Long-Term Equity Incentive Plan (the “2007 Plan”). This is the only correction we make to the proxy statement, which otherwise remains unchanged. The total amount of the non-deductible incentive compensation paid in 2013 for all NEOs collectively was an aggregate of approximately \$1.5 million. However, the non-deductibility thereof is inconsequential as the Company did not have taxable income during 2013 and has substantial Net Operating Loss Carryforwards (exceeding \$271 million at the end of 2012) that are available to offset future taxable income. In addition, the 2007 Plan continues to give our compensation committee the flexibility to grant stock options that would qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code, as well as other awards that would not.