

CENVEO, INC
Form SC 13G
May 17, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G*
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

Cenveo, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

15670S105
(CUSIP Number)

May 10, 2012
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 9 Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS
 Highbridge International LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
 (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands, British West Indies

5 SOLE VOTING POWER
 0

6 NUMBER OF SHARED VOTING POWER
 \$14,000,000 aggregate principal amount of 7.0% Senior Exchangeable Notes due
 BENEFICIALLY 2017 convertible into 3,381,234 shares of Common Stock
 OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH 0
 REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON WITH \$14,000,000 aggregate principal amount of 7.0% Senior Exchangeable Notes due
 2017 convertible into 3,381,234 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 \$14,000,000 aggregate principal amount of 7.0% Senior Exchangeable Notes due 2017 convertible
 into 3,381,234 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.06%

12 TYPE OF REPORTING PERSON
 CO

1 NAMES OF REPORTING PERSONS
 Highbridge Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
 (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 State of Delaware

5 SOLE VOTING POWER
 0

6 NUMBER OF SHARED VOTING POWER
 \$14,000,000 aggregate principal amount of 7.0% Senior Exchangeable Notes due
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 2017 convertible into 3,381,234 shares of Common Stock

8 SOLE DISPOSITIVE POWER
 0

9 SHARED DISPOSITIVE POWER
 \$14,000,000 aggregate principal amount of 7.0% Senior Exchangeable Notes due
 2017 convertible into 3,381,234 shares of Common Stock

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 \$14,000,000 aggregate principal amount of 7.0% Senior Exchangeable Notes due 2017 convertible
 into 3,381,234 shares of Common Stock

11 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.06%

13 TYPE OF REPORTING PERSON
 OO

1 NAMES OF REPORTING PERSONS
 Glenn Dubin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
 (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5 SOLE VOTING POWER
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 7 SHARED VOTING POWER
 \$14,000,000 aggregate principal amount of 7.0% Senior Exchangeable Notes due 2017 convertible into 3,381,234 shares of Common Stock

8 SOLE DISPOSITIVE POWER
 0

9 SHARED DISPOSITIVE POWER
 \$14,000,000 aggregate principal amount of 7.0% Senior Exchangeable Notes due 2017 convertible into 3,381,234 shares of Common Stock

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 \$14,000,000 aggregate principal amount of 7.0% Senior Exchangeable Notes due 2017 convertible into 3,381,234 shares of Common Stock

11 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.06%

13 TYPE OF REPORTING PERSON
 IN

CUSIP No. 15670S105

13G

Page 5 of 9 Pages

Item 1 (a). NAME OF ISSUER:

The name of the issuer is Cenveo, Inc., a Colorado corporation (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at One Canterbury Green, 201 Broad Street, Stamford, CT 06901.

Item 2 (a). NAME OF PERSON FILING:

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Item 2(c). CITIZENSHIP:

This statement is filed by:

- (i) Highbridge International LLC
c/o Harmonic Fund Services
The Cayman Corporate Centre, 4th Floor
27 Hospital Road
Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies
- (ii) Highbridge Capital Management, LLC
40 West 57th Street, 33rd Floor
New York, New York 10019
Citizenship: State of Delaware
- (iii) Glenn Dubin
c/o Highbridge Capital Management, LLC
40 West 57th Street, 33rd Floor
New York, New York 10019
Citizenship: United States

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.01 per share (the "Common Stock").

Item 2(e). CUSIP NUMBER:

15670S105

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) .. Broker or dealer registered under Section 15 of the Act,
- (b) .. Bank as defined in Section 3(a)(6) of the Act,
- (c) .. Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) .. Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) .. Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
- (f) .. Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) .. Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) .. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) .. Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box: p

Item 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date hereof, (i) Highbridge International LLC beneficially owns 3,381,234 shares of Common Stock issuable upon conversion of \$14,000,000 aggregate principal amount of 7.0% Senior Exchangeable Notes due 2017 (the "Conversion Shares"), and (ii) each of Highbridge Capital Management, LLC and Glenn Dubin may be deemed the beneficial owner of the 3,381,234 Conversion Shares beneficially owned by Highbridge International LLC.

Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC. Glenn Dubin is the Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Capital Management, LLC and Glenn Dubin disclaims beneficial ownership of shares of Common Stock held by Highbridge International LLC.

(b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 63,429,769 shares of Common Stock issued and outstanding as of May 8, 2012, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012, filed with the Securities and Exchange Commission on May 9, 2012, and assumes the conversion of the reported 7.0% Senior Exchangeable Notes due 2017. Therefore, as of the

date hereof, based on the Company's outstanding shares of Common Stock, (i) Highbridge International LLC may be deemed to beneficially own approximately 5.06% of the outstanding shares of Common Stock of the Company; and (ii) each of Highbridge Capital Management, LLC and Glenn Dubin may be deemed to beneficially own approximately 5.06% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.
Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.
Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.
Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.
Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.
Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of her or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of May 17, 2012, by and among Highbridge International LLC, Highbridge Capital Management, LLC and Glenn Dubin.

CUSIP No. 15670S105

13G

Page 8 of 9 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: May 17, 2012

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

/s/ Glenn Dubin
GLENN DUBIN

CUSIP No. 15670S105

13G

Page 9 of 9 Pages

EXHIBIT 1

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of Common Stock, par value \$0.01 per share, of Cenveo, Inc., is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

DATED: May 17, 2012

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

/s/ Glenn Dubin
GLENN DUBIN