

STANDARD REGISTER CO
Form 10-K/A
April 21, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES

EXCHANGE ACT OF 1934

For the fiscal year ended December 29, 2013

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 0-01097

THE STANDARD REGISTER COMPANY

(Exact name of Registrant as specified in its charter)

OHIO

(State or other jurisdiction of
incorporation or organization)

31-0455440

(I.R.S. Employer
Identification No.)

600 ALBANY STREET, DAYTON OHIO

(Address of principal executive offices)

45417

(Zip code)

(937) 221-1000

(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT

Common stock \$1.00 par value

New York Stock Exchange

Title of each class

Name of each exchange
on which registered

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT

None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See definition of accelerated filer, large accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

Indicate by checkmark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of all stock held by non-affiliates of the Registrant at June 30, 2013 was approximately \$7,577,761 based on a closing sales price of \$2.88 per share on June 28, 2013.

At February 2, 2014, the number of shares outstanding of the issuer's classes of common stock is as follows:

Common stock, \$1.00 par value	8,229,445 shares
Class A stock, \$1.00 par value	944,996 shares

Part III incorporates information by reference from the Proxy Statement for Registrant's Annual Meeting of Shareholders to be held on April 24, 2014.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this Amendment) amends our Annual Report on Form 10-K for the fiscal year ended December 29, 2013 filed on March 3, 2014 (the Original Filing). We are filing this Amendment to correct the number of outstanding shares of common stock set forth on the cover of the Original Filing. The reference on the cover of the Original Filing to 10,250,492 common shares is hereby deleted. The number of outstanding shares of the registrant's Common Stock, \$1.00 par value, as of February 2, 2014 was 8,229,445. In addition, in connection with the filing of this Amendment and pursuant to the rules of the Securities and Exchange Commission, we are including with this Amendment certain currently dated certifications.

Except as described above, no other changes have been made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing, and we have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the Original Filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, The Standard Register Company has duly caused this Form 10-K/A Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, on April 21, 2014.

THE STANDARD REGISTER COMPANY

By: /s/Joseph P. Morgan, Jr.

Joseph P. Morgan, Jr.

President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of The Standard Register Company and in the capacities indicated on April 21, 2014:

Signature	Title	Date
<u>/s/F. D. Clarke, III</u>	Chairman of the Board and Director	April 21, 2014
F. D. Clarke, III		
<u>/s/J. P. Morgan, Jr.</u>	President and Chief Executive Officer	April 21, 2014
J. P. Morgan, Jr.		
<u>/s/R. M. Ginnan</u>	Executive Vice President and Chief Executive Officer	April 21, 2014
R. M. Ginnan		

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<u>/s/R. W. Begley, Jr.</u>	Director	April 21, 2014
R. W. Begley, Jr.		
<u>/s/A. J. DiNello</u>	Director	April 21, 2014
A. J. DiNello		
<u>/s/J. D. Klapstein</u>	Director	April 21, 2014
J. D. Klapstein		
<u>/s/R. E. McCarthy</u>	Director	April 21, 2014
R. E. McCarthy		
<u>/s/R. A. Peiser</u>	Director	April 21, 2014
R. A. Peiser		
<u>/s/J. J. Schiff, Jr.</u>	Director	April 21, 2014
J. J. Schiff, Jr.		
<u>/s/ J. Q. Sherman, II</u>	Director	April 21, 2014
J. Q. Sherman, II		