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CENVEO, INC  
Form 8-A12B/A  
August 03, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-A/A  
AMENDMENT NO. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Cenveo, Inc.

-----  
(Exact Name of Registrant as Specified in its Charter)

Colorado

84-1250533

-----  
(State of Incorporation or Organization)

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

One Canterbury Green, 201 Broad Street, Stamford, CT

06901

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(Address of Principal Executive Offices)

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(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [ ]

Securities Act registration statement file number to which this form relates:  
None  
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Securities to be registered pursuant to Section 12(b) of the Act:

Name of each exchange  
is to be re

Preferred Share Purchase Rights

New York Stoc

Securities to be registered pursuant to Section 12(g) of the Act:

Non

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

On August 2, 2006, Cenveo, Inc. (the "Company") entered into an amendment to the Rights Agreement dated as of April 20, 2005 between the Company and Computershare Trust Company, Inc., as Rights Agent, in order to accelerate the final expiration date (as defined in the Rights Agreement) of the rights issued thereunder (and registered hereunder) from April 28, 2015 to August 7, 2006.

ITEM 2. EXHIBITS.

The documents listed below are filed as exhibits to this registration statement:

EXHIBIT NO. -----	DESCRIPTION -----
4.1	Amendment No. 1 to Rights Agreement dated as of August 2, 2006 between the Company and Computershare Trust Company, Inc. (filed as Exhibit 4.1 to the current report on Form 8-K dated August 3, 2006 filed with the SEC on August 3, 2006 and incorporate herein by reference)

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: August 3, 2006

CENVEO, INC.

By: /s/ Sean Sullivan

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Name: Sean S. Sullivan  
Title: Chief Financial Officer

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