CENVEO, INC
Form DEF 14A
April 28, 2008

SCHEDULE 14A INFORMATION

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

Filed by the Registrant [X]

Filed by a Party other than the Registrant [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement
[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
[X] Definitive Proxy Statement
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Cenveo, Inc.
(Name of Registrant as Specified in Its Charter)

(Name of Person Filing Proxy Statement if other than the Registrant)

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(1) Amount Previously Paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

April 28, 2008

Dear Fellow Shareholders:

We are holding our Annual Meeting of Shareholders on Friday, May 30, 2008, at 10:00 a.m. Eastern time in the auditorium of the St. John's Episcopal Church in Stamford, Connecticut. This year's meeting will be much different than those in the past because of our continued focus on costs in this challenging economic environment. Given the challenges that the economy is facing, we are holding this year's meeting at this more modest location near our offices with no luncheon or refreshments planned.

Also, we plan on conducting only the formal portion of the agenda as outlined in the notice from Tim Davis on the following page at this annual meeting. Our entire Board of Directors will be in attendance. Even though 2007 was a great year for our Company and we have positive momentum going into this year, we feel compelled to focus on all our costs in order to deliver our financial objectives for 2008.

Robert G. Burton
Chairman and Chief Executive Officer

Cenveo, Inc.
201 Broad Street
One Canterbury Green
Stamford, CT 06901
(203) 595-3000

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND PROXY STATEMENT

To Our Shareholders:

On May 30, 2008, Cenveo, Inc. will hold its 2008 annual meeting of shareholders at the St. John's Episcopal Church Auditorium, 628 Main Street, Stamford, Connecticut. The meeting will begin at 10:00 a.m. Eastern time.

Shareholders who owned shares of our common stock at the close of business on April 3, 2008 may attend and vote at the meeting. We ask that all shareholders be present at the meeting in person or by proxy so that we have a quorum. At the meeting, you will be asked to:

1. Elect six directors for terms expiring at the 2009 annual meeting of shareholders;

2. Ratify the selection of Deloitte & Touche, LLP by the board's audit committee as our independent auditors for 2008;

3. Approve an amendment to the Cenveo, Inc. 2007 Long-Term Equity Incentive Plan; and

4. Attend to any other business properly presented at the meeting or any adjournment thereof.

We do not know of any other business that will come before the meeting. In order to vote without attending the meeting, you may sign and date the enclosed proxy card and return it in the postage prepaid envelope.

A copy of our 2007 Annual Report is enclosed. This notice and proxy statement, the proxy card and the 2007 Annual Report are being mailed on or about April 28, 2008.

By Order of the Board of Directors,

Timothy M. Davis
Senior Vice President, General Counsel and Secretary

Stamford, Connecticut
April 28, 2008

YOUR VOTE IS IMPORTANT TO CENVEO.
Regardless of whether you plan to attend the meeting in person,
we urge you to vote in favor of each of the proposals as soon as possible.

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PROPOSALS TO BE VOTED ON

Proposal 1—Election of Directors

Six directors will be elected this year for terms expiring in 2009. The nominees for election are:

Robert G. Burton, Sr.	Leonard C. Green
Gerald S. Armstrong	Dr. Mark J. Griffin
Patrice M. Daniels	Robert B. Obernier

Each nominee is currently serving as a director of Cenveo. Each person elected as a director will serve until the 2009 annual meeting of shareholders or until such director's successor has been elected and qualified or such director's earlier resignation or removal.

Assuming a quorum is present, the six nominees receiving the most affirmative votes at the meeting will be elected as directors. Consequently, any shares not voted at the meeting, whether by abstention or otherwise, will have no effect on the election of directors. If any of the nominees should unexpectedly decline or become unable to serve, the proxies we are soliciting may be voted for a substitute nominee, or the board may reduce the number of directors to be elected. Shareholders may not cumulate their votes when electing directors.

Brief biographies of the director nominees are included beginning on page 3. These biographies include their age, business experience and the names of publicly held and certain other corporations and organizations of which they are also directors. Each director nominee has served as a director of Cenveo since September 12, 2005, with the exception of Mr. Armstrong who has been a director since December 31, 2007.

The Board recommends a vote FOR election of these six director nominees.

Proposal 2—Ratification of Selection of Independent Auditors

Our audit committee has selected the firm of Deloitte & Touche, LLP ("Deloitte & Touche") as our independent auditors for 2008. Neither Cenveo's governing documents nor applicable law requires shareholder ratification of the appointment of our independent auditors. However, the audit committee has recommended, and the board of directors has determined as a matter of good corporate practice, to submit the appointment of Deloitte & Touche to the shareholders for ratification. If the shareholders fail to ratify the appointment, the audit committee will reconsider whether or not to retain Deloitte & Touche. Even if the shareholders ratify the appointment, the audit committee has the discretion to change the independent auditors at any time.

On March 14, 2007, our audit committee dismissed our former auditors, Ernst & Young LLP ("Ernst & Young"). On March 15, 2007, the audit committee appointed Deloitte & Touche as our auditors for 2007. No accountant's report on the financial statements for the Company's fiscal years ended December 31, 2005 and 2006 and any interim period subsequent to December 31, 2006 through March 14, 2007 contained an adverse opinion or disclaimer of opinion, or was qualified or modified as to uncertainty, audit scope or accounting principles. There were no "disagreements" (as such term is used in Item 304 (a)(1)(iv) of Regulation S-K) with Ernst & Young at any time during the periods described above regarding any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure that, if not resolved to the satisfaction of Ernst & Young, would have caused it to make reference to the subject matter of the disagreement in connection with its reports. In addition, during the same periods, no "reportable events" (as such term is defined in Item 304(a)(1)(v) of Regulation S-K) arose in the context of the Company's relationship with Ernst & Young.

During the periods described above prior to engaging Deloitte & Touche, the Company did not consult with Deloitte & Touche regarding either: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and Deloitte & Touche did not provide either a written report or oral advice to the Company that Deloitte & Touche concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement or a reportable event.

Additional information can be found on page 25. The selection of our independent auditors will be ratified if the votes in favor of ratification exceed the votes against. Abstentions will have no effect on this proposal.

The Board recommends a vote FOR ratification of Deloitte & Touche as our independent auditor for 2008.

Proposal 3—Approval of Amendment of the Cenveo, Inc. 2007 Long-Term Equity Incentive Plan

The Company plans to change the manner in which it compensates its senior management in 2008 and beyond. Historically, senior management has had the potential to receive a cash bonus based on an individual achieving components of our Management By Objectives plan (more fully described on page 14 below). This year the Company proposes to change the MBO award to a mix of 50% cash and 50% in stock. The Company believes that this change will further align the interests of management and shareholders. Therefore, the 2007 Long-Term Equity Incentive Plan (the "2007 Plan") has been amended, subject to shareholder approval, to eliminate the limitation on the number of shares that may be granted under the 2007 Plan as restricted shares or issued with respect to restricted share units or other full value share awards under the 2007 Plan. Prior to such amendment, no more than 1,500,000 shares of the 2,000,000 shares authorized under the 2007 Plan (plus any unused shares previously authorized for restricted shares or restricted share unit awards under prior plans) were available with respect to such awards. This change is intended to provide the Company with greater flexibility in making equity awards under the 2007 Plan and in particular to permit the Company to provide for the payment of some or all of performance-vested awards under the 2007 Plan in the form of Cenveo Restricted Stock Units ("RSUs") rather than in cash.

In addition, the 2007 Plan has been amended, subject to shareholder approval, to (i) permit the vesting of performance-vested awards after the expiration of a performance period of at least one year (rather than the pre-amendment requirement that vesting occur not sooner than one year from date of grant of the performance-vested award), (ii) clarify that performance-vested awards may be paid in the form of fully-vested shares of Cenveo stock, and (iii) increase the maximum annual number of shares with respect to which share-denominated performance-vested awards may be granted to any participant under the 2007 Plan to 300,000 (from the pre-amendment limit of 150,000).

In addition, the 2007 Plan has been amended to make certain changes relating to compliance with Section 409A of the Internal Revenue Code and to make certain other clarifying changes.

The 2007 Plan, as amended, is summarized more fully beginning on page 26, and the 2007 Plan, as amended, is attached to this proxy statement as Exhibit A.

The amendment of the 2007 Plan will be approved if the votes cast in favor of the proposal exceed the votes cast against the proposal. Accordingly, abstentions and broker non-votes will have no effect on the proposal.

The Board recommends a vote FOR approval of the amendment of the 2007 Long-Term Equity Incentive Plan.

NOMINEES FOR THE BOARD OF DIRECTORS

The following nominees are currently serving as members of Cenveo's board of directors and are standing for re-election.

Robert G. Burton, Sr.

Mr. Burton, 68, has been Cenveo's Chairman and Chief Executive Officer since September 2005. In January 2003, he formed Burton Capital Management, LLC, a company that invests in middle market manufacturing companies, and has been its Chairman, Chief Executive Officer and sole managing member since its formation. From December 2000 through December 2002, Mr. Burton was the Chairman, President and Chief Executive Officer of Moore Corporation Limited, a leading printing company with over $2.0 billion in revenue for fiscal year 2002. Preceding his employment at Moore, Mr. Burton was Chairman, President, and Chief Executive Officer of Walter Industries, Inc., a diversified holding company. From April 1991 through October 1999, he was the Chairman, President and Chief Executive Officer of World Color Press, Inc., a leading commercial printing company. From 1981 through 1991, he held a series of senior executive positions at Capital Cities/ABC, including President of ABC Publishing. Mr. Burton was also employed for 10 years as a senior executive of SRA, the publishing division of IBM. Mr. Burton serves on our executive committee (Chair).

Gerald S. Armstrong

Mr. Armstrong, 64, became a director of Cenveo on December 31, 2007. He is presently an Executive Vice President of EarthWater Global, LLC, a water exploration and development company he joined in 2006. He is also a Managing Director of Arena Capital Partners, LLC (1997 to present), a private investment firm. Prior to co-founding Arena, Mr. Armstrong was a Partner at Stonington Partners, Inc., a private equity partnership formed in 1994 out of Merrill Lynch Capital Partners where Mr. Armstrong had served as a Managing Director since 1988. Prior to Merrill, Mr. Armstrong served as President and Chief Operating Officer of PACE Industries, Inc, a holding company formed at the end of 1983. A graduate of Dartmouth College with a degree in English, Mr. Armstrong served as an officer in the United States Navy and earned an MBA in Finance from New York University's Graduate School of Business (now Stern School of Business). In past years, Mr. Armstrong has served on the board of directors of First USA, Inc. (now a part of JP Morgan Chase), Ann Taylor Stores Corporation, World Color Press, Inc., and numerous private companies. Mr. Armstrong serves on our executive committee, audit committee, compensation committee, and nominating and governance committee.

Patrice M. Daniels

Ms. Daniels, 47, has been a director of Cenveo since September 2005. She has been Senior Vice President—Corporate Lending at GE Commercial Finance since June 2006. From November 2005 until June 2006, Ms. Daniels served as Chief Operating Officer of International Education Corporation, a private post-secondary education company. Since its founding in 2001, Ms. Daniels has been a Partner of Onyx Capital Ventures, L.P., a minority-owned private equity investment firm. She previously served as Managing Director, Corporate and Leveraged Finance for CIBC World Markets and Bankers Trust Company, investment banking firms. Ms. Daniels serves as board member and audit committee chair of real estate services firm CB Richard Ellis Group and on the advisory council of the University of Chicago Graduate School of Business. Ms. Daniels holds a B.S. from the University of California, Berkeley and an M.B.A. from the University of Chicago Graduate School of Business. Ms. Daniels serves on our executive committee, audit committee, compensation committee (Chair), and nominating and governance committee (Chair).

Leonard C. Green

Mr. Green, 71, has been a director of Cenveo since September 2005. He has been President of The Green Group, a financial services firm of CPAs, consultants and entrepreneurs, since 1976. Mr. Green is a Professor of Entrepreneurship at Babson College in Wellesley, Massachusetts. He is presently, and has served, on the board of directors of a number of private companies. Mr. Green serves on our executive committee, audit committee (Chair), and compensation committee.

Dr. Mark J. Griffin

Dr. Griffin, 59, has been a director of Cenveo since September 2005. He is the founder of the Eagle Hill School, an independent private school in Greenwich, Connecticut, and has been its headmaster since 1975. Since 1991, Dr. Griffin has served on the board of directors of the National Center for Learning Disabilities, and he has been a member of its Executive Committee since 2003. Dr. Griffin has also been on the board of the Learning Disabilities Association of America since 1993. Dr. Griffin served on the board of directors of World Color Press, Inc. from October 1996 to 1999, where he was a member of the audit and compensation committees. Dr. Griffin serves on our audit committee, compensation committee, and nominating and governance committee.

Robert B. Obernier

Mr. Obernier, 70, has been a director of Cenveo since September 2005. Mr. Obernier founded Horizon Paper Company, Inc., a paper supply company, in 1978, as President and CEO. In 1991, he became their Chairman & CEO. Mr. Obernier is Chairman of the Norwalk Hospital Foundation and a Trustee of Norwalk Hospital in Norwalk, Connecticut. Mr. Obernier also serves on the audit committee of the board of the Juvenile Diabetes Research Foundation as a volunteer. In addition, he is on the Board of Chancellors for the

New York City and Fairfield County Chapters of that Foundation. Mr. Obernier serves on our executive committee, audit committee, and compensation committee.

GOVERNANCE, BOARD COMMITTEES AND BOARD COMPENSATION

Nomination of Directors

The current term of office of all of our directors expires at the annual meeting of shareholders. The nominating and governance committee has nominated all six of our current directors for re-election.

Our nominating and governance committee identifies and selects, or recommends to the full board for its consideration, the director nominees for each annual meeting of shareholders using the criteria set forth in our corporate governance guidelines. Our guidelines provide that all directors must have such education, training, experience, skills and expertise as will allow them to perform the duties of a director. The committee has not established any specific minimum qualification standards for board nominees. However, the committee may identify certain skills or attributes as being particularly desirable for specific director nominees in order to complement the existing board composition. To date, the committee has identified and evaluated nominees for directors based on several factors, including:

- referrals from our management, existing directors and advisors,
- business and industry experience,
- education,
- diversity,
- leadership abilities,
- professional reputation and affiliation, and
- personal interviews.

We do not currently pay any fee to a third party to identify or evaluate potential director nominees, although we may in the future retain search firms to assist in finding qualified candidates.

The committee currently has no policy in place regarding the consideration of director candidates recommended by shareholders. Instead, it considers nominees identified in the manner described above. We believe that our nominating and governance committee, consisting entirely of independent directors, can successfully identify appropriate candidates for our board. Shareholders of record are entitled to nominate director candidates in the manner provided in Cenveo’s bylaws. These requirements are summarized in the Questions and Answers section of this proxy statement, which begins on page 31.

Corporate Governance

Our board and management are committed to diligently exercising their oversight responsibilities throughout Cenveo and managing Cenveo’s affairs consistent with the highest principles of business ethics. We have adopted a code of business conduct and ethics that applies to all employees, including our senior officers. We continue to review our corporate governance policies and practices to ensure compliance with the provisions of the Sarbanes-Oxley Act of 2002, the rules of the Securities and Exchange Commission and the listing standards of the New York Stock Exchange. The board has determined that:

- all of our current directors, except for Mr. Burton, qualify as independent directors as defined by the rules of the New York Stock Exchange and our corporate governance guidelines, and
- Mr. Green qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission.

You can view the following documents on our website at www.cenveo.com under "Investors—Governance," or receive copies by writing to our corporate secretary at Cenveo, Inc., 201 Broad Street, One Canterbury Green, Stamford, CT 06901:

- the current committee charters for our nominating and governance committee, our audit committee and our compensation committee,
- our corporate governance guidelines, and
- our code of business conduct and ethics.

Director Independence

We believe that independent directors play a critical role in governing Cenveo, and we are committed to ensuring that a majority of our directors are independent. Currently five of our six directors satisfy the independence requirements of the New York Stock Exchange's listing standards and the "standards of independence" required by our corporate governance guidelines. Mr. Burton is not considered independent because of his position with Cenveo. Our corporate governance guidelines can be accessed on our website at www.cenveo.com under "Investors—Governance."

In addition to the board's determination that five of the six nominees for election meet the foregoing independence standards, the board has also determined that each member of our audit committee, our nominating and governance committee and our compensation committee is independent under these standards. These determinations were made after reviewing all relevant transactions and relationships between each director and any of his or her family members, on one hand, and Cenveo, our senior management and our independent auditor, on the other hand.

Board Procedures and Committees

Our full board of directors considers all major decisions. However, we have established an audit committee, a compensation committee, a nominating and governance committee and an executive committee so that some matters can be addressed in more depth than may be possible in a full board meeting and (except for the executive committee) so that certain matters may be considered, recommended or approved solely by independent directors.

Nominating and Governance Committee. The current members of the nominating and governance committee are Ms. Daniels (Chair), Mr. Armstrong and Dr. Griffin. This committee:

- identifies candidates for open director positions,
- selects, or recommends that our board select, the director nominees for each annual shareholders meeting,
- oversees the evaluation of our board's effectiveness, and
- develops and recommends to our board our corporate governance principles.

The nominating and governance committee met one time during 2007.

Audit Committee. The current members of our audit committee are Mr. Green (Chair), Mr. Armstrong, Ms. Daniels, Dr. Griffin and Mr. Obernier. The board has determined that each member of the committee is financially literate under the New York Stock Exchange's listing standards and is independent under special standards established by the Securities and Exchange Commission for audit committee members. The board has also determined that Mr. Green is an audit committee financial expert under the rules of the Securities and Exchange Commission. A description of each committee member's qualifications and business experience is found in the biographies beginning on page 3. Our audit committee:

- monitors the integrity of our financial statements, including our financial reporting process,
- monitors our systems of internal controls regarding finance, accounting, and compliance with legal and regulatory requirements,
- monitors the independence and performance of our independent auditor,
- monitors the performance of our internal audit function and our financial executives,
- reviews our annual and quarterly financial statements and earnings press releases, and
- annually retains our independent auditor and approves the terms and scope of the work to be performed.

The audit committee met five times during 2007. For more information on the audit committee, see the report of the audit committee beginning on page 23.

Compensation Committee. The current members of our compensation committee are Ms. Daniels (Chair), Mr. Armstrong, Mr. Green, Dr. Griffin and Mr. Obernier. This committee:

- oversees the design, development and implementation of our executive compensation programs,
- evaluates the performance of the CEO and determines CEO compensation,
- reviews matters relating to management advancement and succession, and
- reviews and approves the compensation for our officers and directors, including incentive compensation plans and equity-based plans.

The compensation committee held five meetings during 2007.

Executive Committee. The current members of our executive committee are Mr. Burton (Chair), Mr. Armstrong, Ms. Daniels, Mr. Green and Mr. Obernier. The executive committee exercises the full powers of the board in intervals between meetings of the board. This committee did not meet during 2007.

Board Meetings and Attendance

The full board of directors met four times during 2007. Each incumbent director attended each of our board meetings held during his or her membership. We strongly encourage each director to attend our annual shareholders' meeting. All of our directors attended our 2007 annual meeting of shareholders, with the exception of Mr. Armstrong who became a director on December 31, 2007.

All non-management directors meet in executive session at each regular board meeting. During 2007, these executive sessions were chaired by the non-management director then serving as lead director. During 2007, our non-management directors served as lead directors on a rotating basis each quarter.

Board Compensation

Overview

Directors who are employees of Cenveo do not receive compensation for their service on the board. Our non-employee directors receive a combination of cash and equity compensation. The cash component is intended to compensate our outside directors for their expertise, time and effort. The equity component is intended to align our directors' interests with those of our shareholders and to allow our directors to benefit from increases in our stock price that occur during their term. In addition, our equity grants contain deferred vesting requirements in order to provide an incentive for directors to remain with the Company for an extended period of time. Accordingly, more than half of the value our directors' compensation is in the form of equity grants.

In addition, in 2007, we amended our employee stock purchase plan to enable non-employee directors to purchase Cenveo stock, at market prices with no discount but commission-free, through deductions from their cash retainer and fees. Directors can purchase up to $30,000 of stock per calendar quarter.

Cash Compensation to Board Members

Each of our non-employee directors receives an annual retainer of $20,000. They also receive $1,500 for each board meeting attended in person and $1,200 for each board meeting attended by telephone. Members of our board committees receive $1,200 for each board committee meeting attended in person and $1,000 for each board committee meeting attended by telephone. In addition, the chair of the audit committee receives $10,000 annually, the chair of the compensation committee receives $7,500 annually and the chair of the nominating and governance committee receives $5,000 annually.

Equity Compensation to Board Members

On September 12, 2007, the same date of our 2007 equity grants to Company employees, each of our non-employee directors received 7,350 restricted stock units (RSUs). These RSUs vest one year from the date of issuance, provided the director has not ceased to be a director of the Company for any reason prior to the vesting date. Each RSU entitles the holder to receive one share of our common stock on the vesting date. Prior to vesting, RSUs do not carry any shareholder voting, dividend or other rights. RSUs that do not vest are forfeited. The RSUs vest immediately upon a change of control of the Company.

Other

Board members are reimbursed for expenses incurred in connection with their attendance at board meetings and in complying with our corporate governance policies. Cenveo also provides directors' and officers' liability insurance and indemnity agreements for our directors. No other compensation is provided to our directors.

Non-Management Directors' Compensation for Fiscal 2007

The following table shows the cash compensation and value of equity compensation received by each of our non-employee directors.

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)(4)	Total ($)
Gerald S. Armstrong	$ 0	$ 0	$0	-	-	$ 0
Patrice M. Daniels	$52,900	$39,447	$0	-	-	$92,347
Leonard C. Green	$48,000	$39,447	$0	-	-	$87,447
Mark J. Griffin	$40,400	$39,447	$0	-	-	$79,847
Robert B. Obernier	$39,200	$39,447	$0	-	-	$78,647

(1) This column reports the amount of cash compensation earned in 2007 for Board and committee service, including retainer and meeting fees. Board members may elect to use Board fees to purchase Company stock at full purchase price under the terms of the ESPP plan. During 2007, Board members used their Board fees to purchase stock at full purchase price as follows: Ms. Daniels and Messrs. Griffin and Obernier each spent $30,300, and Mr. Green spent $15,150.

(2) This column represents the dollar amount recognized for financial statement reporting purposes with respect to the 2007 fiscal year for the fair value of RSUs granted in 2007, in accordance with Financial Accounting Standards Board Statement of Financial Accounting Standard No. 123(R) ("FAS 123R"). The grant date fair value of the award of 7,350 RSUs granted to each non-management director during 2007 was $131,491.50 (calculated using the closing price of Cenveo stock on the grant date of $17.89). These awards were granted on September 12, 2007 and are scheduled to vest on the first anniversary of the date of grant. At December 31, 2007, with the exception of Mr. Armstrong, each non-management director had 7,350 unvested RSUs outstanding.

(3) This column represents the dollar amount recognized for financial statement reporting purposes with respect to the 2007 fiscal year for the fair value of stock options granted in 2007, in accordance with SFAS 123R. No options were granted in 2007. At December 31, 2007, Ms. Daniels, Dr. Griffin and Mr. Obernier each had 10,000 vested options and zero unvested options outstanding; Mr. Green had 5,000 vested options and zero unvested options outstanding; and Mr. Armstrong had no option awards.

(4) None of our non-management directors received any perquisites or compensation in 2007 other than cash fees and equity awards.

OWNERSHIP OF VOTING SECURITIES

This chart shows the common stock ownership for each director and director nominee, the executive officers named on page 11 (the "named executives"), and owners of more than five percent of our outstanding common stock as of April 3, 2008. Each stockholder has direct ownership and sole voting and investment power for the shares listed unless otherwise noted. Unless otherwise specified, the address for each stockholder named below is c/o Cenveo, Inc., 201 Broad Street, One Canterbury Green, Stamford, CT 06901.

Beneficial Owners	Amount & Nature of Shares Beneficially Owned		Percentage of Common Stock Outstanding
Robert G. Burton, Sr.	4,147,397	(a)	7.7%
Thomas W. Oliva	499,089	(b)	*
Mark S. Hiltwein	40,871	(c)	*
Sean S. Sullivan	135,957	(d)	*
Timothy M. Davis	56,069	(e)	*
Gerald S. Armstrong	0		*
Patrice M. Daniels	31,419	(f)	*
Leonard C. Green	807,114	(g)	1.5%
Mark J. Griffin	29,231	(h)	*
Robert B. Obernier	47,349	(i)	*
All directors and executive officers as a group (10 persons)	5,794,496		10.8%
FMR Corp.	8,070,067	(j)	15.0%
Ronald Gutfleish	4,200,000	(k)	7.8%
Trafelet Capital Management, L.P.	3,442,800	(l)	6.4%
Goodwood Inc., affiliated individuals and entities	2,799,900	(m)	5.2%

* Less than 1%.

(a) For Mr. Burton: includes (i) 760,932 shares owned by Mr. Burton; (ii) 2,987,005 shares owned by Burton Capital Management, LLC (Mr. Burton is the Chairman, CEO and Managing Member of BCM, which was formed to invest in middle market manufacturing companies that provide an opportunity for increased shareholder value through intense management and operational changes and organic and acquisitive growth); (iii) 300,000 stock options that are vested and exercisable; and (iv) 100,000 shares of unvested restricted stock. Does not include 462,500 shares underlying unvested restricted share unit awards or 400,000 shares issuable upon exercise of unvested stock options.

(b) For Mr. Oliva: includes (i) 380,339 shares owned by Mr. Oliva; and (ii) 118,750 stock options that are vested and exercisable. Mr. Oliva retired on February 27, 2008.

(c) For Mr. Hiltwein: includes (i) 40,871 shares owned by Mr. Hiltwein. Does not include 45,000 shares underlying unvested restricted share unit awards or 50,000 shares issuable upon exercise of unvested stock options.

(d) For Mr. Sullivan: includes (i) 42,207 shares owned by Mr. Sullivan; and (ii) 93,750 stock options that are vested and exercisable. Does not include 80,000 shares underlying unvested restricted share unit awards or 196,250 shares issuable upon exercise of unvested stock options.

(e) For Mr. Davis: includes (i) 21,319 shares owned by Mr. Davis; (ii) 1,000 shares owned by his spouse; and (iii) 33,750 stock options that are vested and exercisable. Does not include 35,000 shares underlying unvested restricted share unit awards or 106,250 shares issuable upon exercise of unvested stock options.

(f) For Ms. Daniels: includes (i) 21,419 shares owned by Ms. Daniels; and (ii) 10,000 stock options that are vested and exercisable. Does not include 7,350 shares underlying unvested restricted share unit awards.

(g) For Mr. Green: includes (i) 656,474 shares owned by Mr. Green; (ii) 5,000 stock options that are vested and exercisable; (iii) 27,540 shares owned by his spouse; (iv) 52,100 shares owned by Dalled, Inc.; (v) 18,700 shares owned by Jobel Management Corp.; (vi) 11,200 shares owned by Market Investments, LP; (vii) 9,900 shares owned by Southern States Investment Co., Inc.; (viii) 700 shares owned by Altman Trust-Green Realty Associates; (ix) 11,000 shares owned by Canal Corporation; and (x) 14,500 shares owned by Founder, Inc. Mr. Green disclaims beneficial ownership of the foregoing shares except to the extent of his pecuniary interest therein. Includes 551,690 shares held in a margin account. Does not include 7,350 shares underlying unvested restricted share unit awards.

(h) For Dr. Griffin: includes (i) 19,231 shares owned by Dr. Griffin; and (ii) 10,000 stock options that are vested and exercisable. Does not include 7,350 shares underlying unvested restricted share unit awards.

(i) For Mr. Obernier: includes (i) 37,349 shares owned by Mr. Obernier; and (ii) 10,000 stock options that are vested and exercisable. Does not include 7,350 shares underlying unvested restricted share unit awards.

(j) The address for FMR LLC is 82 Devonshire Street, Boston, Massachusetts 02105. Fidelity Management & Research Company is a registered investment adviser and a wholly owned subsidiary of FMR LLC and is the beneficial owner of 7,685,667 shares as a result of acting as investment adviser to various investment companies. The ownership of one investment company, Fidelity Leveraged Co Stock Fund ("FLCSF"), amounts to 3,858,300 shares. FLCSF has its principal business office at 82 Devonshire Street, Boston, Massachusetts 02105. Edward C. Johnson 3d and FMR LLC, through its control of Fidelity and the funds each has sole power to dispose of the 7,685,667 shares owned by the Funds. Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, representing 49% of the voting power of FMR LLC. As such, they may be deemed to be a controlling group with respect to FMR LLC. Neither FMR LLC nor Edward C. Johnson 3d, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees. Pyramis Global Advisors Trust Company ("PGATC"), 53 State Street, Boston, Massachusetts 02109, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in the Securities Exchange Act of 1934, and serving as investment manager of institutional accounts owning such shares, is the beneficial owner of 384,400 shares. Edward C. Johnson 3d and FMR LLC, through its control of PGATC, each have sole dispositive power of the 384,400 shares, and the sole power to vote or to direct the voting of 379,000 shares owned by the institutional accounts managed by PGATC as reported above. The foregoing information is based solely on the Schedule 13G/A filed by FMR Corp. and Mr. Johnson with the SEC on February 14, 2008.

(k) The address for Mr. Gutfleish is c/o Elm Ridge Capital Management, LLC, 3 West Main Street, 3rd Floor, Irvington, New York 10533. Mr. Gutfleish is the managing member of two limited liability companies that each manages one or more private investment funds that own our common stock. The foregoing information is based solely on the Schedule 13G/A filed by Mr. Gutfleish with the SEC on February 14, 2008.

(l) The address for Trafelet Capital Management, L.P. is 590 Madison Avenue, 39th Floor, New York, NY 10022. Trafelet Capital Management, L.P. has shared voting and dispositive power with Trafelet & Company, LLC and Remy W. Trafelet, who is the Managing Member of both Trafelet Capital Management, L.P. and Trafelet & Company LLC. The foregoing information is based solely on the Schedule 13G/A filed by Trafelet Capital Management, L.P. with the SEC on February 14, 2008.

(m) Goodwood Inc. is the beneficial owner of 2,790,600 shares; 1354037 Ontario Inc. is the beneficial owner of 2,790,600 shares; Goodwood Fund is the beneficial owner of 1,092,900 shares; Arrow Goodwood Fund is the beneficial owner of 350,900 shares; Goodwood Capital Fund is the beneficial owner of 192,100 shares; The Goodwood Fund 2.0 Ltd. is the beneficial owner of 1,124,400 shares; MSS Equity Hedge 15 is the beneficial owner of 30,300 shares; Peter H. Puccetti is the beneficial owner of 2,799,900 shares; J. Cameron MacDonald is the beneficial owner of 2,823,600 shares; and 628088 BC Ltd. is the beneficial owner of 33,000 shares. The principal address for each of the foregoing individuals and entities is 212 King Street West, Suite 201, Toronto, Canada M5H 1K5. The foregoing information is based solely on the Schedule 13G/A filed on February 15, 2008.

EXECUTIVE OFFICERS

Please refer to page 3 for the biography of Mr. Burton, our Chairman and Chief Executive Officer.

Mark S. Hiltwein
Mr. Hiltwein, 44, has served as Cenveo's Chief Financial Officer since July 2007. From July 2005 to July 2007, he was President of Smartshipper.com, an online third party logistics company. From February 2002 through July 2005, Mr. Hiltwein was Executive Vice President and Chief Financial Officer of Moore Wallace Incorporated, a $3.5 billion dollar printing company. Prior to that, he served as Senior Vice President and Controller from December 2000 to February 2002. Mr. Hiltwein has served in a number of financial positions from 1992 through 2000 with L.P. Thebault Company, a commercial printing company, including Chief Financial Officer from 1997 through 2000. Mr. Hiltwein began his career at Mortenson and Associates, a regional public accounting firm where he held various positions in the audit department. He is a CPA and received his bachelor's degree in accounting from Kean University.

Sean S. Sullivan
Mr. Sullivan, 40, has served as Cenveo's President of Commercial Print and Packaging division since July 2007. He was previously Cenveo's Chief Financial Officer from September 2005 to June 2007. He served as the Executive Vice President—Chief Financial Officer of Spencer Press, Inc., a privately held printer that produced catalogs, direct mail and general commercial print products, from October 2004 until September 2005. Prior to that, he served as the Executive Vice President of BCM from May 2003 to September 2004. Prior to May 2003, Mr. Sullivan served as the Senior Vice President, Finance and Corporate Development for Moore Corporation Limited from August 2001 to June 2002. Prior to Moore Corporation, Mr. Sullivan served as the Vice President of Mergers and Acquisitions for Engage, Inc., an enterprise marketing software and interactive media company. Mr. Sullivan began his career at Ernst & Young and held various positions in the audit and M&A groups from 1989 through 1998. Mr. Sullivan is a certified public accountant.

Timothy M. Davis
Mr. Davis, 53, has served as Cenveo's Senior Vice President, General Counsel and Secretary since January 2006. From July 1989 until he joined the Company, he was Senior Vice President, General Counsel and Secretary of American Color Graphics, Inc., a commercial printing company.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

Overview

The goal of our executive compensation program is the same as our goal for operating the company—to create long-term value for our shareholders. Toward this goal, we have designed and implemented our compensation programs with the following objectives:

- PAY FOR PERFORMANCE – All Or Nothing Bonuses
- establish a direct relationship between executive compensation and our financial and operating performance;
- provide performance-based compensation (including equity awards) that allow executive officers to earn rewards for maximizing shareholder value;
- align the interests of our executives with those of our shareholders;
- attract and retain the executives necessary for our long-term success; and
- reward individual initiative and the achievement of specified goals.

Most of our compensation elements simultaneously fulfill one or more of these objectives. The primary elements of our compensation program are salary, annual incentive bonus, and equity. We also offer an employee stock purchase plan, a 401(k) plan, severance protection, and certain personal benefits. In deciding the type and amount of compensation for each executive, we consider the Company’s performance, the individual executive’s performance, compensation levels and equity awards by our peers, the overall competitive environment for executives, the level of compensation necessary to retain executive talent, our executives’ compensation at their prior employment, and the recommendations of senior management.

Base salary is designed to be commensurate with the executive's scope of responsibilities and management experience. Our annual bonus plan, Management By Objectives, is designed to reward annual achievements and effectiveness. Our equity compensation focuses on motivating and challenging the executive to achieve superior, longer-term and sustained results. It is our intent that more than one-half of the compensation packages for our most senior executive officers, including the named executive officers, be incentive-based. No bonus dollars are paid unless all financial objectives are achieved.

Compensation Objectives

The objectives of our compensation program can be summarized as performance, alignment, and retention. Our compensation program is designed to achieve these goals as follows.

Performance. Elements of compensation that depend upon the executive's and the Company's performance include:

- Bonus: Our annual bonus is based solely on achievement by the Company and the executive of pre-determined measures such as non-GAAP EPS and Adjusted EBITDA (as defined on page 17) that have been communicated to our investors. The bonus is paid on an all or nothing basis, such that no bonus is paid unless the financial targets are met.
- Equity Awards: Equity incentive compensation in the form of stock options, restricted stock and restricted stock units (RSUs) will have a value that is contingent upon the performance of the Company's share price. In addition, no equity awards are granted unless we are on track to achieve our financial goals.

Alignment. We seek to align the interests of our executive officers with those of our investors by evaluating executive performance on the basis of key financial measurements that we believe closely correlate to shareholder value, including non-GAAP EPS, and Adjusted EBITDA. These factors represent a major component of the goals used to determine annual bonuses. The element of compensation that most directly aligns the interests of our executive officers with shareholders is equity incentive compensation, which links a significant portion of compensation to shareholder value because the total value of those awards over time corresponds to stock price appreciation. The Company has a policy requiring that named executive officers and other senior management of the Company own a multiple of their salary in the Company's stock. Such alignment is also facilitated by our employee stock purchase plan, which allows all of our employees and directors to purchase shares of the Company's stock at market prices, but without paying brokerage commissions, by means of deductions from pay, and by our 401(k) plan, pursuant to which all employees may purchase shares of the Company's stock on a pre-tax basis. We do not have a 401(k) match, except as required under existing collective bargaining agreements.

Retention. We attempt to retain our executives who meet our performance standards by providing competitive compensation packages and by having equity compensation awards vest over a four-year period. We also retain our executives by rewarding exceptional performance with advancement opportunities within the Company. Over 75 of our senior managers have worked with Mr. Burton in other printing company turn-arounds.

Implementing Our Objectives

Determining Compensation. The Compensation Committee (the "Committee") relies on its judgment in making compensation decisions, after reviewing the performance of the Company and the recommendations of management and evaluating an executive's performance during the year against established goals, operational performance, business responsibilities, current compensation arrangements and long-term potential to enhance shareholder value. Specific factors affecting compensation decisions for our executive officers, in accordance with the executive's expected and accomplished role in each, include:

- key financial measurements such as non-GAAP EPS and Adjusted EBITDA , which are the measures specifically used in our executive incentive bonus program;
- strategic objectives such as acquisitions and dispositions;
- promoting commercial excellence by continuously improving products and services, being a leading market player and attracting and retaining customers;
- achieving specific operational goals for the company or particular business or business unit led by the named executive;
- achieving excellence in their organizational structure and among their employees; and

- supporting our values by promoting a culture of integrity through compliance with law and our ethics policies, as well as commitment to diversity.

Although our compensation philosophy intends that more than one-half of the compensation packages for our most senior executive officers be incentive-based, we incorporate flexibility into our compensation programs and in the assessment process to respond to and adjust for the evolving business environment. We consider competitive market compensation paid by other companies, but we do not attempt to maintain a certain target percentile within a peer group or otherwise rely on that data to determine executive compensation. The companies we use to define the market for executive compensation purposes include a broad range of printing and publishing companies similar in revenue size to Cenveo, as well as certain other printing companies that are our direct competitors. In addition, comparative market compensation data is collected from general industry compensation surveys.

We strive to achieve an appropriate mix between equity incentive awards and cash payments in order to meet our objectives. Any apportionment goal is not applied rigidly and does not control our compensation decisions; we use it as another tool to assess an executive's total pay opportunities and whether we have provided the appropriate incentives to accomplish our compensation objectives. The magnitude and mix of compensation elements are designed to reward recent results and motivate long-term performance through a combination of cash and equity incentive awards. We also seek to balance compensation elements that are based on financial, operational and strategic metrics with others that are based on the performance of the Company's stock.

Role of Compensation Committee and CEO. The Committee oversees the design, development and implementation of the compensation program for the CEO and the other named executives. The Committee evaluates the performance of the CEO and determines CEO compensation in light of the goals and objectives of the compensation program. Although the Committee makes all compensation decisions regarding the named executive officers and approves the measurements relating to bonus payments and equity awards, the Committee relies in part on the recommendations of the CEO in its decision-making. The CEO receives and reviews formal self-appraisals and departmental personnel appraisals from department heads and submits them with his comments to the Committee for decision-making. The financial goals for participants in the executive bonus program are the same as the financial targets for the Company publicly announced to the market by our CEO in our year-end earnings calls. These targets are approved by our full Board of Directors. The CEO also, in conjunction with senior Human Resource executives, annually reviews the performance of each of the executives participating in the executive bonus program, the results of which also are submitted to the Committee. Notwithstanding the CEO's active role in the Committee's compensation process, the Committee evaluates all information and recommendations submitted to it and independently makes its compensation determinations.

Role of Compensation Consultant. Neither the Company nor the Committee has formally used the services of any compensation consultant in matters affecting senior executive or director compensation.

Employment and Severance Arrangements. Our CEO has an employment agreement that provides for his employment by Cenveo through December 31, 2012, subject to automatic one-year renewals absent notice of non-renewal by either party at least 90 days before the end of the term. In order to assure continuity of management while the Company pursues its goals over the next several years, the employment agreement was amended on February 27, 2008 to extend Mr. Burton's employment by Cenveo through that date. The employment agreement, as amended, also provides for an annual base salary of at least $1,100,000 and a target bonus opportunity of 300% of base salary to be earned on an "all or nothing" basis, so that our CEO will not be entitled to any bonus unless all the target goals are satisfied, and certain personal benefits. Our other named executives have employment agreements that provide for severance in the event the Company terminates their employment without cause or they terminate their employment for good reason. If the Company terminates a named executive's employment "without cause," or if the named executive terminates his employment for "good reason," each as defined in the agreement, the executive's severance would include a lump sum severance payment, COBRA coverage for a specified period and immediate vesting of all outstanding stock options and other equity grants, each in the amounts specified under "Employment Agreements" on page 22.

We believe that providing this level of financial security is a key factor in enabling us to attract and retain high-performing executives, and also serves as protection to the Company upon termination of the named executives' employment with the Company. The employment agreements each contain non-competition and non-solicitation agreements on the part of the executives that match or exceed the time period for which severance is paid.

Stock Ownership Requirements. In order to ensure that the Company's managers have a stake in the success of the Company, and to further align management with the Company's other shareholders, the Company has instituted a policy requiring that named executive officers and other senior management of the Company own specified values of the Company's stock. The levels are calculated as a multiple of the manager's base salary, and managers are given five years to reach their ownership levels. The levels are as follows: Chairman and CEO – five times base salary; President, Executive Vice Presidents and Senior Vice Presidents – three times base salary; and Vice Presidents – two times base salary.

Our CEO has purchased 3,644,630 shares of the Company's stock as of April 3, 2008, all at market prices. In 2007 alone, he invested over $3,400,000 in the Company's stock. In 2008 to date, our CEO has invested over an additional $3,834,590 into the Company by purchasing stock. Our other named executive officers have also invested substantial amounts in the Company's stock. For their current stock ownership, see Ownership of Voting Securities on page 9.

Equity Grant Practices. The exercise price of each stock option awarded to our senior executives and other employees under our long-term incentive plan is the closing price of the Company's stock on the date of grant. We do not expect to make grants more than once in any year, and expect that they will be made on the same day of every year – September 12, the anniversary of the date the current management assumed control of Cenveo. We do not re-price stock options.

Tax Deductibility of Compensation. Section 162(m) of the Internal Revenue Code imposes a $1 million limit on the amount that a public company may deduct for compensation paid to the company's CEO or any of certain other executive officers. This limitation does not apply to compensation that meets the requirements under Section 162(m) for "qualifying performance-based" compensation (i.e., compensation paid only if the individual's performance meets pre-established objective goals based on performance criteria approved by shareholders). We consider ways to maximize deductibility of executive compensation, but the compensation committee retains the flexibility to compensate executive officers in a manner commensurate with performance and the competitive environment for executive talent regardless of the ultimate deductibility of such compensation. Our current long-term equity incentive plan is structured to give the compensation committee the flexibility to grant awards that qualify as performance-based under Section 162(m) as well as awards that do not qualify.

Elements Used to Achieve Compensation Objectives

Annual Cash Compensation

Base Salary. The Committee periodically reviews the base salary of the Chief Executive Officer and his direct reports. The Committee considers various factors in assessing specific salaries, including the executive's historical performance and future potential, job content, level of responsibility, comparisons with peers within and outside the Company, salary before joining Cenveo, and accountability. Base salaries for senior officers of the Company, including the named executive officers, are not routinely increased, which is consistent with the Company's philosophy that a significant part of executives' compensation should be contingent on the achievement of performance objectives.

Annual Incentive Bonus – Management By Objectives. Potential payout amounts (expressed as a percentage of salary) under our Management By Objectives (MBO) bonus plan are established by the Committee early in the fiscal year, after assessing recommendations of management and considering the factors used to determine base salary. At that time, the Committee also approves the use of the Company-based financial goals that apply to all of the named executives, as well as specific qualitative and quantitative goals within each executive's area of responsibility. If shareholders approve the amendment of the 2007 Plan, the Committee intends to grant a portion of the performance-vested MBO awards in Cenveo RSUs rather than in cash. At the end of each year, the CEO reviews the Company's full-year financial results against the financial and other goals set by the Committee for the year. No bonus is paid unless the Company-based financial goals are satisfied. The CEO recommends to the Committee the specific bonus payout for each of the named executives other than himself based on the levels of achievement of the criteria established by the Committee. The Committee has the discretion to increase or decrease the bonus from the CEO's recommendation. The Committee does not have discretion to increase the bonus to an amount greater than the maximum amount payable upon achievement of applicable performance targets.

The salaries and annual incentive bonuses paid to the named executive officers for 2007 are discussed below and shown in the Summary Compensation Table on page 18.

Equity Awards

Stock Options, Restricted Stock and RSUs. To further align the interests of management with the interests of shareholders, our executive compensation package includes stock option grants, restricted stock and RSU awards. Equity awards outside the MBO Bonus Plan are made each September, but no such stock awards will be made unless we are on track to achieve our annual non-GAAP EPS and Adjusted EBITDA targets.

Options have a per share exercise price of 100% of the fair market value of a share of our common stock on the date of grant and, accordingly, the value of the option is dependent on the future market performance of the common stock. The number of shares of common stock subject to options granted to our executive officers is generally based on the salary, responsibilities and performance of each officer. In addition, the compensation committee reviews the number and value of options granted by selected peer companies in making option grants to our executive officers.

Restricted shares are shares of common stock that are subject to forfeiture. The shares vest on the basis of performance and/or continued employment as determined in advance by the Committee. The shares generally are forfeited by participants if they leave Cenveo before the shares have vested. A participant who has received a grant of restricted shares will receive dividends and the right to vote those shares. Restricted shares may not be transferred, encumbered or disposed of until they have vested.

Each RSU entitles the holder to receive one share of common stock on the date specified in the award agreement (generally the vesting date). The RSUs vest on the basis of performance or continued employment, as determined by the Committee. A participant is credited with dividend equivalents on any vested RSUs when dividends are paid to shareholders, but is not entitled to dividend equivalents on unvested RSUs. RSUs generally may not be transferred prior to the delivery of the common stock.

When determining the appropriate combination of stock options, restricted stock and RSUs, our goal is to weigh the cost of these grants with their potential benefits as a compensation tool. We believe that providing combined grants of stock options, on the one hand, and restricted stock and/or RSUs on the other effectively balances our objective of focusing the named executives on delivering long-term value to our shareholders, with our objective of providing value to the executives with the equity awards. Stock options only have value to the extent the price of the Company’s stock on the date of exercise exceeds the exercise price on the grant date, and thus are an effective compensation element only if the stock price increases over the term of the award. In this sense, stock options are a motivational tool. Unlike stock options, restricted stock and RSUs offer executives the opportunity to receive shares of the Company’s stock on the date the restriction lapses. In this regard, RSUs serve both to reward and retain executives, as some of the RSUs we have granted vest upon satisfaction of performance targets and others vest over an extended period of time and the value of the RSUs is linked to the price of the Company’s stock on the date the RSU vests. Unvested stock options and RSUs are forfeited if the executive voluntarily leaves the Company and generally are vested upon a change in control of the Company or if the Company terminates the executive’s employment without cause.

The allocation of the number and mix of stock options, restricted shares and RSUs issued to a particular executive is not based on a rigid formula, but rather is determined on an individual basis based on the variety and mix of equity grants by our peers, a consideration of the respective incentives created by the various equity grants with respect to the particular executive, his particular role at the Company and other factors.

During 2007, Mr. Burton vested in 50,000 shares of restricted stock and 62,500 RSUs. Also during 2007, Mr. Oliva, Mr. Sullivan and Mr. Davis vested in 16,250, 10,000 and 5,000 RSUs, respectively. In addition, Mr. Burton, Mr. Oliva, Mr. Sullivan and Mr. Davis vested in 175,000, 75,000, 56,250 and 25,000 stock options, respectively, in 2007. All of these awards were granted in 2005 and 2006. The value realized by each executive upon such vesting is set forth in the Option Exercises and Stock Vested Table on page 20. None of the named executives exercised stock options during 2007. During 2007, each of the named executives was granted stock options and RSUs. The number of shares subject to such awards and their full value for financial reporting purposes is set forth in the Grants of Plan-Based Awards Table on page 19.

Other Elements

Stock Purchase Plan. In 2005, we adopted an employee stock purchase plan that allows our employees, including executives, to purchase our common stock at market prices on a monthly basis through payroll deductions. In 2007, we amended the plan to allow participation by our non-employee directors. Payroll deductions may not exceed $10,000 per month. The Company does not subsidize the stock purchases under the plan, except by payment of brokerage commissions. Mr. Burton is purchasing stock through the plan at the maximum level of $10,000 per month.

Other Compensation. We provide our named executives with other benefits, reflected in the All Other Compensation column in the Summary Compensation Table on page 18, that we believe are reasonable, competitive and consistent with the Company's overall executive compensation program. We believe that these benefits generally allow our executives to work more efficiently. The costs of these benefits, which included car allowances and life insurance premiums, constitute only a small percentage of each named executive's total compensation.

Pension and Retirement Benefits

No Retirement Compensation for Executives. Our CEO and other named executives receive no pension or other retirement payments or contributions.

No Deferred Compensation Plan for Executives. We have no deferred compensation plan for our named executives.

401(k) Plan. We have a 401(k) plan to which all our employees can contribute a portion of their compensation on a pre-tax basis. A plan participant can direct the investment of contributions into one of twelve mutual funds and other investment vehicles, including the Company's common stock. We do not match employee contributions under this plan, except as required under existing collective bargaining agreements.

Compensation for the Named Executives in 2007

No Automatic Increases. No named executive officer is entitled to any automatic or contractual increase in compensation. In light of the strong performance of the Company against key financial and operational measurements in 2007, the Committee made the following salary increases for its named executive officers: for Mr. Burton, $99,999; for Mr. Oliva, $25,000; for Mr. Hiltwein, $50,000; for Mr. Sullivan, $50,000; and for Mr. Davis, $15,000. For 2007, bonus target amounts were increased to the following levels: For Mr. Hiltwein, $467,500, for Mr. Sullivan, $467,500, and for Mr. Davis, $262,500. A more detailed analysis of our financial and operational performance is contained in the Management's Discussion & Analysis section of our 2007 Annual Report filed with the SEC.

Amendment of CEO Employment Agreement. Due to the strong performance of the Company in 2007, the Committee increased our CEO's base annual salary from $1,000,001 to $1,100,000. In determining the increase, the Committee took into account both compensation of other printing and manufacturing industry CEO's and Mr. Burton's performance at Cenveo, in particular that he had achieved all of his objectives since he took over the management of Cenveo. The Committee believes that Cenveo and its shareholders have benefited greatly from Mr. Burton's vision, direction and day-to-day contribution at Cenveo.

Goals. In determining the salary increases and bonus target increases referred to above, the Committee considered the accomplishment of specific goals within each executive's area of responsibility. For our CEO, these other goals included cost savings requirements, building a management team that provides growth opportunities for all, including women and minorities, and providing leadership to grow Cenveo to be an industry leader in areas including customer service and stock price performance. For our President and President, Commercial Print & Packaging, these goals included operations-specific management, sales, and productivity initiatives. For our CFO, these goals included capital structure improvements and development of the Company's finance employees. For our General Counsel, these goals included resolution of disputes and satisfaction of corporate governance and compliance objectives.

2007 Bonuses. Our named executives' annual bonus is 100% performance-based and is earned on an "all or nothing" basis under the guidelines of our MBO plan. That is, in order for each executive to receive any bonus for 2007, the

Company had to achieve all of the following financial goals, which are the same as the targets for the Company communicated to investors on the Company's investor call on March 1, 2007:

*	Adjusted EBITDA	$234,238,000
*	Adjusted EBITDA Margin	11.74%
*	Non-GAAP EPS	$1.32

The approved target bonuses for the named executives were then funded to the extent the Company's Adjusted EBITDA exceeded the foregoing goal.

Note regarding non-GAAP financial measures: The Company defines Adjusted EBITDA as earnings before interest, taxes, depreciation and amortization, excluding restructuring, impairment, and other charges, gain (loss) on sale of non-strategic businesses, divested operations EBITDA, additional stock compensation expenses on the adoption of SFAS 123R, loss on early extinguishment of debt, and income (loss) from discontinued operations, net of taxes. The Company defines Adjusted EBITDA Margin as Adjusted EBITDA divided by net sales. Non-GAAP EPS is Non-GAAP net income per diluted share. Non-GAAP net income excludes restructuring, impairment and other charges, gain (loss) on sale of non strategic businesses, loss on early extinguishment of debt, the income tax benefit on the recognition of deferred tax assets, and income (loss) from discontinued operations, net of taxes.

Compensation Committee Interlocks and Insider Participation

All members of the Compensation Committee during fiscal year 2007 were independent directors and no member was an employee or former employee. No Compensation Committee member had any relationship requiring disclosure under the section titled "Certain Relationships and Related Person Transactions" in this proxy statement. During fiscal year 2007, none of our executive officers served on the Compensation Committee (or its equivalent) or board of directors of another entity whose executive officer served on our Compensation Committee.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the above Compensation Discussion and Analysis with the Company's management. Based on the review and discussions, the Committee recommended to the Company's Board of Directors that the Compensation Discussion and Analysis be included in the Company's proxy statement. This report is provided by the following independent directors, who comprise the committee:

THE COMPENSATION COMMITTEE

Patrice M. Daniels (Chair)
Gerald S. Armstrong
Leonard C. Green
Dr. Mark J. Griffin
Robert B. Obernier

Summary Compensation Table

Name and Principal Position	Year	Salary	Bonus (1)	Stock Award(s) (2)	Option Awards (3)	Non-Equity Incentive Plan Compensation (4)	Change in Pension Value and Non-qualified Deferred Compen-sation Earnings (5)	All Other Compen-sation (6)	Total (7)
Robert G. Burton	2007	$1,016,667	-	$402,525	-	$1,650,000	-	$24,858	$3,094,050
Chairman and Chief Executive Officer	2006	$957,387	-	$231,187	$94,650	$3,000,003	-	$14,544	$4,297,771
Thomas W. Oliva	2007	$516,666	-	$87,214	$35,494	$0	-	$15,642	$655,016
President	2006	$500,000	-	$100,181	$59,156	$675,000	-	$23,999	$1,358,336
Mark S. Hiltwein	2007	$178,787	-	$60,379	$23,663	$107,885	-	$6,259	$376,973
Chief Financial Officer	2006	-	-	-	-	-	-	-	-
Sean S. Sullivan	2007	$395,833	-	$67,088	$30,761	$217,356	-	$13,445	$724,483
President, Commercial Print & Packaging	2006	$375,000	-	$61,650	$35,493	$425,000	-	$19,827	$916,970
Timothy M. Davis	2007	$345,000	-	$26,835	$18,930	$131,250	-	$12,789	$534,804
Senior Vice President, General Counsel and Secretary	2006	$335,000	-	$30,825	$30,761	$175,000	-	$19,669	$591,255

(1) 100% of our annual cash bonus is performance-based, and is therefore included under the "Non-Equity Incentive Plan Compensation" column. The requirements for receiving this bonus are described in footnote (4) to this table and elsewhere in this proxy statement.

(2) For fiscal year 2007, represents the dollar amount recognized for financial statement reporting purposes with respect to fiscal 2007 for the fair value of restricted stock and RSUs granted in 2007, in accordance with SFAS 123R. For fiscal year 2006, represents the dollar amount recognized for financial statement reporting purposes with respect to fiscal 2006 for the fair value of restricted stock and RSUs granted in 2006, in accordance with SFAS 123R. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. Fair value is calculated using the closing price of Cenveo stock on the date of grant. For additional information, refer to note 12 of the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2007. These amounts reflect the Company's accounting expense for these awards, and do not correspond to the actual value that will be recognized by the named executives.

(3) Represents the dollar amount recognized for financial statement reporting purposes with respect to fiscal 2007 for the fair value of stock options granted in 2007 and 2006, in accordance with SFAS 123R. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For additional information on the valuation assumptions, refer to note 12 of the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2007. These amounts reflect the Company's accounting expense for these awards, and do not correspond to the actual value that will be recognized by the named executives.

(4) This column shows the annual bonuses earned for 2007, which are completely performance-based and are governed by our Management By Objectives (MBO) plan. The bonuses are earned on an "all or nothing" basis that requires every financial target in an executive's MBO statement to be achieved before the executive is eligible for any portion of such executive's bonus. For 2007, these financial targets included the Adjusted EBITDA, non-GAAP EPS and Adjusted EBITDA Margin targets for the entire Company that were communicated to investors on the Company's quarterly investor call on March 1, 2007. See "2007 Bonuses" on page 16 for the target numbers that were required to be obtained for 2007.

(5) We pay no pension or other retirement compensation to, and have no deferred compensation plan for, our named executives.

(6) This column reports perquisites of life insurance premiums and car allowances.

(7) These total amounts include the Company's accounting expense in 2006 for equity awards granted in 2006 and 2005, and, accordingly, do not correspond to the actual value that will be recognized by the named executives.

Grants of Plan-Based Awards in 2007

The following table provides information about equity and non-equity awards granted to the named executives in 2007.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1) Target	All Other Stock Awards: Number of Shares of Stock or Units(2)	All Other Option Awards: Number of Securities Underlying Options(3)	Exercise or Base Price of Option Awards(4) (per share)	Full Grant Date Fair Value of Equity Awards(5)
Robert G. Burton	--	$3,300,000				
	9/12/07		300,000			$5,367,000
Thomas W. Oliva	--	$656,250				
	9/12/07		65,000			$1,162,850
	9/12/07			75,000	$17.89	$473,250
Sean S. Sullivan	--	$467,500				
	9/12/07		50,000			$894,500
	9/12/07			65,000	$17.89	$410,150
Mark S. Hiltwein	--	$467,500				
	9/12/07		45,000			$805,050
	9/12/07			50,000	$17.89	$315,500
Timothy M. Davis	--	$262,500				
	9/12/07		20,000			$357,800
	9/12/07			40,000	$17.89	$252,400

(1) This column shows the potential value of the payout for each named executive under our incentive bonus plan that was available if the executive's target goals were satisfied for 2007. The potential payouts were performance-driven and therefore completely at risk. No bonus would be paid unless certain financial targets for the Company and the executive's division, as applicable, were met. Even if the financial targets were met, the target bonus could be subject to reduction if certain other non-financial goals were not met. The business measurements, performance goals and salary for determining the payout are described under the heading "2007 Bonuses" on page 16.

(2) This column shows the number of RSUs granted in 2007 to the named executives. Each award vests 25% per year over four years beginning September 12, 2008, the first anniversary of the date of grant.

(3) This column shows the number of stock options granted in 2007 to the named executives. These options vest and become exercisable 25% per year over four years beginning September 12, 2008, the first anniversary of the date of grant.

(4) This column shows the exercise price for the stock options granted, which was the closing price of Cenveo stock on the date of grant.

(5) This column shows the full grant date fair value of the RSUs and stock options under SFAS 123R granted to the named executives in 2007. Generally, the full grant date fair value is the total amount that the Company would expense in its financial statements over the award's vesting schedule. For RSUs, fair value is calculated using the

closing price of Cenveo stock on the grant date ($17.89). For stock options, fair value is calculated using the Black Scholes value on the grant date ($6.31). For additional information on the valuation assumptions for these awards, see note 12 of the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2007. These amounts reflect the Company's total accounting expense over the four year vesting period, and do not correspond to the actual value that will be recognized by the named executives. Actual amounts received by our executives will depend on our executives' continued employment through the vesting period and our stock price when the executives ultimately sell the stock.

Outstanding Equity Awards at 2007 Fiscal Year-End

The following table provides information on the current holdings of stock options and stock awards by the named executives. This table includes unexercised and unvested option awards; unvested RSUs; and unvested restricted stock. Each equity grant is shown separately for each named executive. Each grant shown in the table vests 25% per year over four years beginning on the first anniversary of the date of grant, except that each October 27, 2005 grant vests 25% per year over four years beginning on September 12, 2006. The market value of the stock awards shown in the table is based on the closing market price of our stock on December 31, 2007, the last business day of the fiscal year, which was $17.47.

		Option Awards				Stock Awards	
Name	Grant Date	Number of Securities Underlying Unexercised Options-Exercisable	Number of Securities Underlying Unexercised Options-Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (1)	Market Value of Shares or Units of Stock That Have Not Vested
Robert G. Burton	10/27/2005	250,000	250,000	$9.52	10/27/2012	100,000	$1,747,000
	10/27/2005	---	---	---	----	50,000	$ 873,500
	9/12/2006	50,000	150,000	$20.55	9/12/2012	112,500	$1,965,375
	9/12/2007	---	---	---	----	300,000	$5,241,000
Thomas W. Oliva	10/27/2005	87,500	87,500	$9.52	10/27/2012	---	---
	9/12/2006	31,250	93,750	$20.55	9/12/2012	48,750	$851,663
	9/12/2007	0	75,000	$17.89	9/12/2013	65,000	$1,135,550
Mark S. Hiltwein	9/12/2007	0	50,000	$17.89	9/12/2013	45,000	$786,150
Sean S. Sullivan	10/27/2005	75,000	75,000	$9.52	10/27/2012	---	---
	9/12/2006	18,750	56,250	$20.55	9/12/2012	30,000	$524,100
	9/12/2007	0	65,000	$17.89	9/12/2013	50,000	$873,500
Timothy M. Davis	11/18/2005	17,500	17,500	$11.98	11/18/2012	---	---
	9/12/2006	16,250	48,750	$20.55	9/12/2012	15,000	$262,050
	9/12/2007	0	40,000	$17.89	9/12/2013	20,000	$349,400

(1) Mr. Burton's 100,000 unvested shares granted on 10/27/2005 are restricted stock. All other numbers in this column are unvested RSUs.

Option Exercises and Stock Vested in Fiscal 2007

This table shows the options exercised and the restricted stock and RSUs that vested in 2007.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise(1)	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting(4)
Robert G. Burton	---	---	50,000(2)	$894,500
			25,000(2)	$447,250
			37,500(2)	$670,875

Thomas W. Oliva	---	---	16,250(3)	$290,713
Mark S. Hiltwein	---	---	---	---
Sean S. Sullivan	---	---	10,000(3)	$178,900
Timothy M. Davis	---	---	5,000(3)	$89,450

(1) None of our named executive officers exercised any options in 2007.

(2) 50,000 are shares of restricted stock and 25,000 are restricted stock units. Each represents vesting of 25% of stock awards granted to Mr. Burton on October 27, 2005. 37,500 are restricted stock units vesting 25% granted to Mr. Burton on September 12, 2006.

(3) Restricted Stock Units. Represents vesting of 25% of awards granted on September 12, 2006.

(4) Amounts reflect the market price of the stock on the date the award vested. All of the stock awards vested on September 12, 2007; closing price of Cenveo stock on that date was $17.89 per share.

Potential Payments Upon Termination

The following table describes the potential payments and benefits that each of the named executive officers would be entitled to receive upon termination of employment under various circumstances and upon a change of control. In each case, the table assumes the executive's termination or the change of control occurred on December 31, 2007. The table does not include payments the executive would be entitled to receive in the absence of one of these specified events, such as from the exercise of previously-vested stock options (which amount can be calculated from the Outstanding Equity Awards at Fiscal Year-End Table on page 20).

	Cash Severance Payment	Continuation of Medical Benefits(1)	Accelerated Vesting of Equity Awards(2)	Total Termination Benefits
Robert G. Burton				
ŸVoluntary Resignation	$0	$0	$0	$0
ŸRetirement	$0	$0	$0	$0
ŸDeath	$0	$0	$1,747,000	$1,747,000
ŸDisability	$2,200,000	$0	$1,747,000	$3,947,000
ŸWithout Cause or For Good Reason	$8,836,000	$ 15,941	$11,352,375	$20,204,316
ŸChange of Control	$0	$0	$11,352,375	$11,352,375
Thomas W. Oliva				
ŸVoluntary Resignation	$0	$0	$0	$0
ŸRetirement	$0	$0	$0	$0
ŸDeath	$0	$0	$0	$0
ŸDisability	$0	$0	$0	$0
ŸWithout Cause or For Good Reason	$1,793,475	$ 20,918	$2,362,588	$4,176,981
ŸChange of Control	$0	$0	$2,362,588	$2,362,588
Mark S. Hiltwein				
ŸVoluntary Resignation	$0	$0	$0	$0
ŸRetirement	$0	$0	$0	$0
ŸDeath	$0	$0	$0	$0
ŸDisability	$0	$0	$0	$0
ŸWithout Cause or For Good Reason	$904,500	$13,945	$765,500	$1,683,945
ŸChange of Control	$0	$0	$765,500	$765,500
Sean S. Sullivan				
ŸVoluntary Resignation	$0	$0	$0	$0
ŸRetirement	$0	$0	$0	$0
ŸDeath	$0	$0	$0	$0
ŸDisability	$0	$0	$0	$0
ŸWithout Cause or For Good Reason	$1,132,125	$15,998		