

CENVEO, INC  
Form S-8 POS  
September 11, 2008

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As filed with the Securities and Exchange Commission on September 11, 2008

Registration No. 333-118861

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
REGISTRATION STATEMENT ON  
FORM S-8  
UNDER  
THE SECURITIES ACT OF 1933

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

Colorado  
(State or Other Jurisdiction of  
Incorporation or Organization)

84-1250533  
(I.R.S. Employer Identification No.)

One Canterbury Green, 201 Broad Street  
Stamford, CT 06901  
(Address, Including Zip Code, of Registrant's Principal Executive Offices)

Cenveo, Inc. 2001 Long-Term Equity Incentive Plan  
(Full Title of the Plan)

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

One Canterbury Green, 201 Broad Street  
Stamford, CT 06901  
(203) 595-3000  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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EXPLANATORY NOTE

Cenveo, Inc. (the “Company”) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to deregister certain shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), originally registered for issuance pursuant to awards granted under the Cenveo, Inc. 2001 Long-Term Equity Incentive Plan, as amended and restated (the “2001 Plan”). A total of 3,025,000 shares of Common Stock were registered for issuance under a registration statement on Form S-8 filed on September 7, 2004 (file No. 333-118861).

On May 3, 2007, the shareholders of the Company approved the Cenveo, Inc. 2007 Long-Term Equity Incentive Plan and on May 30, 2008, the shareholders of the Company approved an amendment to the Cenveo, Inc. 2007 Long-Term Equity Incentive Plan (the “2007 Plan”), which replaces the 2001 Plan. No future awards will be made under the 2001 Plan. According to the terms of the 2007 Plan, any unused shares authorized for awards under the 2001 Plan are available for issuance under the 2007 Plan. None of the shares being registered hereunder relating to the 2001 Plan (the “Carryover Shares”) may be issued under the 2001 Plan; such shares may be offered and sold only under the 2007 Plan.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to Registration Statement on Form S-8, the Company is filing a Registration Statement on Form S-8 to register 2,000,000 shares of Common Stock that have been authorized under the 2007 Plan and 1,313,670 Carryover Shares. The Registrant is filing this Post-Effective Amendment No. 1 to deregister the Carryover Shares and transfer those shares to the Registration Statement filed with respect to the 2007 Plan.

The Registrant may, from time to time, file additional post-effective amendments to this Registration Statement to de-register shares that subsequently become available for new awards on account of the expiration, cancellation or forfeiture thereof and transfer such shares to a Registration Statement for issuance under the 2007 Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut.

Dated: September 11, 2008  
CENVEO, INC.

By: /s/ Mark S. Hiltwein  
Name: Mark S. Hiltwein  
Title: Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears on the signature page to this Registration Statement constitutes and appoints Timothy M. Davis and Mark S. Hiltwein his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for the undersigned and in his or her name, place and, stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits hereto and other documents in connection herewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents of any of them, or his substitute, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ Robert G. Burton, Sr. Robert G. Burton, Sr.	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	September 11, 2008
/s/ Mark S. Hiltwein Mark S. Hiltwein	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 11, 2008
/s/ Gerald S. Armstrong Gerald S. Armstrong	Director	September 11, 2008
/s/ Patrice M. Daniels Patrice M. Daniels	Director	September 11, 2008
/s/ Leonard C. Green Leonard C. Green	Director	September 11, 2008

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/s/ Mark J. Griffin  
Mark J. Griffin

Director

September 11, 2008

/s/ Robert B. Obernier  
Robert B. Obernier

Director

September 11, 2008

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