

CENVEO, INC  
Form SC 13G  
January 07, 2016

**SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549**

**SCHEDULE  
13G**

Under the  
Securities  
Exchange Act of  
1934

(Amendment  
No. )\*

Cenveo, Inc.  
(Name of Issuer)

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

15670S105  
(CUSIP Number)

December 31,  
2015  
(Date of event  
which requires  
filing of this  
statement)

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

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

(Page 1 of 8  
Pages)

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

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

CUSIP No. 15670S105 13G Page 2 of 8 Pages

<b>1</b>	NAMES OF REPORTING PERSONS
	Rotation Capital Management, LP
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>4</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
<b>5</b>	- 0 -
	SHARED VOTING POWER
<b>6</b>	5,138,104 (including options to purchase 1,000,000 shares)
	SOLE DISPOSITIVE POWER
<b>7</b>	- 0 -
	SHARED DISPOSITIVE POWER
<b>8</b>	5,138,104 (including options to purchase

1,000,000  
shares)  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

5,138,104 (including  
options to purchase  
1,000,000 shares)  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

10

11

7.6%  
TYPE OF  
REPORTING  
PERSON

12

IA

CUSIP No. 15670S105 13G Page 3 of 8 Pages

<b>1</b>	NAMES OF REPORTING PERSONS
	Matthew Rothfleisch
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	- 0 -
<b>6</b>	SHARED VOTING POWER
	5,138,104 (including options to purchase 1,000,000 shares)
<b>7</b>	SOLE DISPOSITIVE POWER
	- 0 -
<b>8</b>	SHARED DISPOSITIVE POWER
	5,138,104 (including options to purchase 1,000,000

9                    shares)  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10                    5,138,104 (including  
options to purchase  
1,000,000 shares)  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11                    REPRESENTED BY  
AMOUNT IN ROW  
(9)

12                    7.6%  
TYPE OF  
REPORTING  
PERSON

IN

CUSIP No. 15670S105 13G Page 4 of 8 Pages

**Item 1(a). NAME OF ISSUER.**

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

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

The Company's principal executive offices are located at 200 First Stamford Place, Stamford, CT 06902.

**Item 2(a). NAME OF PERSON FILING:**

This statement is filed by:

Rotation Capital Management, LP, a Delaware limited partnership (the "Investment Manager"), with (i) respect to the Shares (as defined in Item 2(d) below) directly held by Rotation Capital Credit Opportunities Fund, Ltd., a Cayman Islands exempted company (the "Rotation Fund"); and

(ii) Mr. Matthew Rothfleisch ("Mr. Rothfleisch ") with respect to the Shares directly held by the Rotation Fund.

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

The Investment Manager serves as the investment manager to the Rotation Fund. The general partner of the Investment Manager is Rotation Capital Partners, LLC (the "General Partner"). Mr. Rothfleisch is the managing member of the General Partner. The filing of this statement should not be construed as an admission that any of the forgoing persons or any Reporting Person is, for the purposes of Section 13 of the Act, the beneficial owner of the Shares reported herein. Mr. Rothfleisch expressly disclaims beneficial ownership of the Shares.

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

The address of the business office of each of the Reporting Persons is 489 Fifth Avenue, 11<sup>th</sup> Floor, New York, NY 10017.

**Item 2(c). CITIZENSHIP:**

The Investment Manager is a Delaware limited partnership. Mr. Rothfleisch is a citizen of the United States.

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

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





**CUSIP No. 15670S105 13G Page 5 of 8 Pages**

**Item 2(e). CUSIP NUMBER:**

15670S105

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
Employee benefit plan or endowment fund in accordance with
- (f)  Rule 13d-1(b)(1)(ii)(F);  
  
Parent holding company or control person in accordance with
- (g)  Rule 13d-1(b)(1)(ii)(G);  
Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (h)
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j)  Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

**Item 4. OWNERSHIP.**

The percentages used herein are calculated based upon 67,873,560 Shares outstanding, which reflects the number of Shares outstanding as of November 17, 2015, as reported in the Company's quarterly report on Form 10-Q filed on November 18, 2015.

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The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

CUSIP No. 15670S105 13G Page 6 of 8 Pages

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

See Item 2.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

Each of the Reporting Persons hereby makes the following certification:

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

**CUSIP No. 15670S105 13G Page 7 of 8 Pages**

**SIGNATURES**

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

DATED: January 7, 2016

ROTATION CAPITAL  
MANAGEMENT, LP

By: ROTATION  
CAPITAL PARTNERS,  
LLC, its general partner

By: /s/ Matthew Rothfleisch  
Name: Matthew  
Rothfleisch  
Title: Managing Member

/s/ Matthew Rothfleisch  
Matthew Rothfleisch

CUSIP No. 15670S105 13G Page 8 of 8 Pages

**EXHIBIT 1**

**JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: January 7, 2016

ROTATION CAPITAL  
MANAGEMENT, LP

By: ROTATION  
CAPITAL PARTNERS,  
LLC, its general partner

By: /s/ Matthew Rothfleisch  
Name: Matthew  
Rothfleisch  
Title: Managing Member

/s/ Matthew Rothfleisch  
Matthew Rothfleisch