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CENVEO, INC  
Form 8-K  
August 03, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): August 3, 2006

CENVEO, INC.

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(Exact Name of Registrant as Specified in Charter)

Colorado	1-12551	84-1250533
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(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

ONE CANTERBURY GREEN  
201 BROAD STREET  
STAMFORD, CT

-----  
(Address of Principal Executive Offices)

06901

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(Zip Code)

Registrant's telephone number, including area code: (203) 595-3000

Not Applicable

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Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the

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Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On July 27, 2006, the board of directors of Cenveo, Inc. (the "Company") approved an amendment to the Rights Agreement dated as of April 20, 2005 between the Company and Computershare Trust Company, Inc., as Rights Agent, to change the "final expiration date" in the Rights Agreement from April 28, 2015, to August 7, 2006, effectively terminating the Rights Agreement as of August 7, 2006. A committee of independent directors approved the amendment to the Rights Agreement.

The foregoing description of the amendment to the Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the amendment, which is filed as Exhibit 4.1 hereto and incorporated herein by reference.

ITEM 3.03 MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS.

As described above under Item 1.01, on July 27, 2006, the Company's board of directors approved an amendment to change the "final expiration date" in the Rights Agreement from April 28, 2015 to August 7, 2006, effectively terminating the Rights Agreement as of August 7, 2006.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit Number -----	Description -----
4.1	Amendment No. 1 to Rights Agreement dated as of August 2, 2006 between the Company and Computershare Trust Company, Inc.
99.1	Press Release of Cenveo, Inc. dated August 3, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 3, 2006

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CENVEO, INC.

By: /s/ Sean S. Sullivan

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Sean S. Sullivan  
Chief Financial Officer

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EXHIBIT INDEX

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