
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A
AMENDMENT NO. 1

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

For the quarterly period ended March 28, 2009

Commission file number 1-12551

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 (Address of principal executive offices)	06901 (Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer”, and “smaller reporting company” in Rule 12b-2 of the Exchange Act. Large accelerated filer o Accelerated filer x Non-accelerated filer o Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of May 4, 2009 the registrant had 54,606,238 shares of common stock outstanding.

CENVEO, INC.

FORM 10-Q/A

AMENDMENT NO. 1

FOR THE QUARTERLY ENDED MARCH 28, 2009

EXPLANATORY NOTE

This Form 10-Q/A is being filed in response to a request in a Securities and Exchange Commission ("SEC") staff comment letter that we enhance certain disclosures, as outlined below, in our Annual Report on Form 10-Q for the three months ended March 28, 2009, which was originally filed by Cenveo with the SEC on May 6, 2009 (the "Original 10-Q"). This Amendment amends Item 1 -- Financial Statements in order to provide additional disclosure within Footnote 6 – Long-Term Debt regarding the cross-acceleration and cross-default provisions of the Cenveo's 8 % senior subordinated notes due 2014, 10½% senior notes due 2016 and 7 % senior subordinated notes due 2013, collectively (the "Notes") subsequent to the amendment of our Amended Credit Facilities on April 24, 2009. The amendment had no impact on the cross acceleration and cross-default provisions of the Notes.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our Principal Executive Officer and Principal Financial Officer are being filed as exhibits to this Amendment under Item 6 - Exhibits.

Except for the changes contained in this Amendment that are noted above, this Amendment continues to speak as of the date of the Original 10-Q, does not reflect any subsequent information or events, and does not modify, amend or update in any way any other item or disclosure in the Original 10-Q. All references in this Amendment to "this Quarterly Report on Form 10-Q" or words of similar import refer to the Original 10-Q, as amended by this Amendment.

PART I. FINANCIAL INFORMATION

Item 1 of the Original 10-Q is amended to read in its entirety as follows:

Item 1. Financial Statements

CENVEO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)
(unaudited)

	March 28, 2009	January 3, 2009
Assets		
Current assets:		
Cash and cash equivalents	$ 10,207	$ 10,444
Accounts receivable, net	249,998	270,145
Inventories	149,653	159,569
Prepaid and other current assets	68,544	74,890
Total current assets	478,402	515,048
Property, plant and equipment, net	409,831	420,457
Goodwill	311,183	311,183
Other intangible assets, net	274,628	276,944
Other assets, net	27,401	28,482
Total assets	$ 1,501,445	$ 1,552,114
Liabilities and Shareholders' Deficit		
Current liabilities:		
Current maturities of long-term debt	$ 16,481	$ 24,314
Accounts payable	181,422	174,435
Accrued compensation and related liabilities	32,953	37,319
Other current liabilities	83,553	88,870
Total current liabilities	314,409	324,938
Long-term debt	1,244,741	1,282,041
Deferred income taxes	25,955	26,772
Other liabilities	137,717	139,318
Commitments and contingencies		
Shareholders' deficit:		
Preferred stock	—	—
Common stock	545	542
Paid-in capital	274,852	271,821
Retained deficit	(451,277)	(446,966)
Accumulated other comprehensive loss	(45,497)	(46,352)
Total shareholders' deficit	(221,377)	(220,955)
Total liabilities and shareholders' deficit	$ 1,501,445	$ 1,552,114

See notes to condensed consolidated financial statements.

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CENVEO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three Months Ended	
	March 28, 2009	March 29, 2008
Net sales	$ 412,100	$ 534,328
Cost of sales	348,316	436,298
Selling, general and administrative	52,515	63,126
Amortization of intangible assets	2,316	2,175
Restructuring, impairment and other charges	8,732	9,749
Operating income	221	22,980
Interest expense, net	22,545	26,978
Gain on early extinguishment of debt	(17,642)	—
Other expense, net	35	461
Loss from continuing operations before income taxes	(4,717)	(4,459)
Income tax benefit	(530)	(1,716)
Loss from continuing operations	(4,187)	(2,743)
Loss from discontinued operations, net of taxes	(124)	(656)
Net loss	$ (4,311)	$ (3,399)
Loss per share – basic and diluted:		
Continuing operations	$ (0.08)	$ (0.05)
Discontinued operations	—	(0.01)
Net loss	$ (0.08)	$ (0.06)
Weighted average shares:		
Basic and diluted	54,352	53,715

See notes to condensed consolidated financial statements.

CENVEO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Three Months Ended	
	March 28, 2009	March 29, 2008
Cash flows from operating activities:		
Net loss	$ (4,311)	$ (3,399)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Loss from discontinued operations, net of taxes	124	656
Depreciation and amortization, excluding non-cash interest expense	17,450	18,013
Non-cash interest expense, net	485	390
Gain on early extinguishment of debt	(17,642)	—
Stock-based compensation provision	3,462	2,692
Non-cash restructuring, impairment and other charges	3,334	3,456
Deferred income taxes	(1,154)	(1,775)
Gain on sale of assets	(47)	(294)
Other non-cash charges, net	1,556	3,140
Changes in operating assets and liabilities:		
Accounts receivable	19,329	35,195
Inventories	9,040	(10,106)
Accounts payable and accrued compensation and related liabilities	4,051	(3,442)
Other working capital changes	2,268	12,955
Other, net	(1,527)	(3,050)
Net cash provided by operating activities	36,418	54,431
Cash flows from investing activities:		
Capital expenditures	(9,150)	(9,097)
Proceeds from sale of property, plant and equipment	363	348
Net cash used in investing activities	(8,787)	(8,749)
Cash flows from financing activities:		
Repayment of term loans	(19,328)	(1,800)
Repayment of 8 % senior subordinated notes	(18,959)	—
Repayment of 10½% senior notes	(3,250)	—
Repayment of 7 % senior subordinated notes	(3,125)	—
Repayments of other long-term debt	(2,242)	(1,806)
Purchase and retirement of common stock upon vesting of RSUs	(431)	—
Payment of fees on early extinguishment of debt	(94)	—
(Repayments) borrowings under revolving credit facility, net	19,750	(45,200)
Proceeds from exercise of stock options	—	288
Net cash used in financing activities	(27,679)	(48,518)
Effect of exchange rate changes on cash and cash equivalents	(189)	9
Net decrease in cash and cash equivalents	(237)	(2,827)
Cash and cash equivalents at beginning of year	10,444	15,882
Cash and cash equivalents at end of quarter	$ 10,207	$ 13,055

See notes to condensed consolidated financial statements.

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CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements (the “Financial Statements”) of Cenveo, Inc. and subsidiaries (collectively, “Cenveo” or the “Company”) have been prepared in accordance with Rule 10-01 of Regulation S-X promulgated by the Securities and Exchange Commission (the “SEC”) and, therefore, do not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America (“GAAP”). In the opinion of the Company, however, the Financial Statements contain all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the Company’s financial position, results of operations and cash flows as of and for the three month period ended March 28, 2009. The results of operations for the three month period ended March 28, 2009 are generally not indicative of the results to be expected for the full year. These Financial Statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended January 3, 2009 (the “Form 10-K”).

It is the Company’s practice to close its quarters on the Saturday closest to the last day of the calendar quarter. The reporting periods ending on March 28, 2009 and March 29, 2008 consist of 12 and 13 weeks, respectively.

New Accounting Pronouncements

Effective January 4, 2009, the Company adopted Statement of Financial Accounting Standards (“SFAS”) No. 141R, Business Combinations (“SFAS 141R”). SFAS 141R establishes revised principles and requirements for how the Company will recognize and measure assets and liabilities acquired in a business combination. SFAS 141R is effective for business combinations completed on or after January 4, 2009 for the Company. In accordance with the transition guidance in SFAS 141R, the Company recorded a charge in the fourth quarter of 2008 to write-off acquisition-related costs. Acquisition-related costs are included in selling, general and administrative expenses in its condensed consolidated statement of operations. SFAS 141R did not have a material impact on the Company’s condensed consolidated statement of operations for the three months ended March 28, 2009.

Effective January 4, 2009, the Company adopted SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51” (“SFAS 160”). SFAS 160 establishes accounting and reporting standards for the noncontrolling interests in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 had no impact on the Company’s condensed consolidated financial statements at January 4, 2009.

Effective January 4, 2009, the Company adopted SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities: an amendment of FASB Statement No. 133” (“SFAS 161”). SFAS 161 changes the disclosure requirements for derivative instruments and hedging activities. SFAS 161 had no impact on the Company’s condensed consolidated financial statements at January 4, 2009.

2. Stock-Based Compensation

The Company did not issue any form of stock-based compensation in the first quarter of 2009. The only changes to the Company’s stock-based compensation awards from the amounts presented as of January 3, 2009 were the vesting of 445,063 restricted stock units for shares of the Company’s common stock and the cancellation or forfeiture of 20,000 stock options and 13,098 restricted share units.

Total stock-based compensation expense recognized in selling, general and administrative expenses in the Company’s condensed consolidated statements of operations was $3.5 million and $2.7 million for the three months ended March 28, 2009 and March 29, 2008, respectively.

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Inventories

Inventories by major category are as follows (in thousands):

	March 28, 2009	January 3, 2009
Raw materials	$ 63,166	$ 67,236
Work in process	22,734	27,011
Finished goods	63,753	65,322
	$ 149,653	$ 159,569

4. Property, Plant and Equipment

Property, plant and equipment are as follows (in thousands):

	March 28, 2009	January 3, 2009
Land and land improvements	$ 21,412	$ 21,421
Buildings and building improvements	111,142	111,208
Machinery and equipment	618,256	622,929
Furniture and fixtures	12,772	12,589
Construction in progress	16,229	14,558
	779,811	782,705
Accumulated depreciation	(369,980)	(362,248)
	$ 409,831	$ 420,457

5. Other Intangible Assets

Other intangible assets are as follows (in thousands):

	March 28, 2009			January 3, 2009		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets with determinable lives:						
Customer relationships	$ 159,206	$ (31,825)	$ 127,381	$ 159,206	$ (29,875)	$ 129,331
Trademarks and tradenames	21,011	(4,307)	16,704	21,011	(4,089)	16,922
Patents	3,028	(1,817)	1,211	3,028	(1,755)	1,273
Non-compete agreements	2,456	(1,712)	744	2,456	(1,634)	822
Other	768	(400)	368	768	(392)	376
	186,469	(40,061)	146,408	186,469	(37,745)	148,724
Intangible assets with indefinite lives:						

Trademarks		127,500		—		127,500		127,500		—		127,500
Pollution credits		720		—		720		720		—		720
Total	$	314,689	$	(40,061)	$	274,628	$	314,689	$	(37,745)	$	276,944

As of March 28, 2009, the weighted average remaining amortization period for customer relationships was 17 years, trademarks and tradenames was 24 years, patents was five years, non-compete agreements was three years and other was 27 years.

Total pre-tax amortization expense for each of the five years in the period ending March 29, 2014 is estimated to be as follows: $9.5 million, $9.4 million, $9.3 million, $9.1 million and $8.9 million, respectively.

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Long-Term Debt

Long-term debt is as follows (in thousands):

	March 28, 2009	January 3, 2009
Term loan, due 2013	$ 688,572	$ 707,900
7 % senior subordinated notes, due 2013	298,370	303,370
10½% senior notes, due 2016	170,000	175,000
8 % senior subordinated notes, due 2014 ($39.6 million and $72.3 million outstanding principal amount as of March 28, 2009 and January 3, 2009, respectively)	40,268	73,581
Revolving credit facility, due 2012	27,750	8,000
Other	36,262	38,504
	1,261,222	1,306,355
Less current maturities	(16,481)	(24,314)
Long-term debt	$ 1,244,741	$ 1,282,041

Extinguishments

During the first quarter of 2009, the Company purchased in the open market and retired principal amounts of approximately $32.7 million, $5.0 million and $5.0 million of its 8 % senior subordinated notes due 2014 (the “8 % Notes”), 10½% senior notes due 2016 (the “10½% Notes”) and 7 % senior subordinated notes due 2013 (the “7 % Notes”), respectively, for approximately $19.0 million, $3.3 million and $3.1 million, respectively, plus accrued and unpaid interest. In connection with these repurchases, the Company recorded gains on early extinguishment of debt of $17.6 million, which included the write-off of $0.6 million of fair value increase related to the 8 % Notes, $0.2 million of previously unamortized debt issuance costs and fees paid of $0.1 million. These open market purchases were made within permitted restricted payment limits under the Company’s debt agreements.

From March 29, 2009 through April 8, 2009, the Company purchased in the open market and retired principal amounts of approximately $7.4 million of its 8 % Notes and approximately $2.1 million of its 7 % Notes for approximately $4.1 million and $1.2 million, respectively, plus accrued and unpaid interest. In connection with these purchases, the Company will record gains on early extinguishment of debt of approximately $4.3 million during the second quarter of 2009. These open market purchases were made within permitted restricted payment limits under the Company’s debt agreements at the time of purchase.

Debt Compliance and Amendment of Amended Credit Facilities

The Company’s revolving credit facility due 2012 (the “Revolving Credit Facility”), and its term loans and delayed-draw term loans due 2013 (the “Term Loans” and collectively with the Revolving Credit Facility the “Amended Credit Facilities”), contain two financial covenants that must be complied with: a minimum consolidated interest coverage ratio (“Interest Coverage Covenant”) and a maximum consolidated leverage ratio (“Leverage Covenant”). The Company was in compliance with all debt agreement covenants as of March 28, 2009.

On April 24, 2009, the Company amended its Amended Credit Facilities with the consent of the lenders thereunder, which included, among other things, modifications to the Leverage Covenant and the Interest Coverage

Covenant. The Company's Leverage Covenant, which it must be in pro forma compliance with at all times, has been increased to 6.25:1.00 through March 31, 2010, and then proceeds to step down through the end of the term of the Amended Credit Facilities. The Company's Interest Coverage Covenant, which it must be in compliance with on a quarterly basis, has been reduced to 1.85:1.00 through December 31, 2009, and then proceeds to step up through the end of the term of the Amended Credit Facilities. Additionally, the calculations of the two financial covenants discussed above have been modified to permit the adding back of certain amounts.

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Long-Term Debt (Continued)

As conditions to the amendment, the Company agreed, among other things, to increase the pricing on all outstanding Revolving Credit Facility balances and Term Loans to include interest at the three-month London Interbank Offered Rate (LIBOR) plus a spread ranging from 400 basis points to 450 basis points, depending on the quarterly Leverage Covenant then in effect. Previously, the Company's LIBOR borrowing spread under the Revolving Credit Facility ranged from 175 basis points to 200 basis points, based upon the Leverage Covenant, and the LIBOR borrowing spread on the Term Loans was 200 basis points. Further, the amendment: (i) reduces the Revolving Credit Facility from $200.0 million to $172.5 million; (ii) increases the unfunded commitment fee paid to revolving credit lenders from 50 basis points to 75 basis points; (iii) eliminates the Company's ability to request a $300.0 million incremental term loan facility; (iv) limits new senior unsecured debt and debt assumed from acquisitions to $50 million; (v) eliminates the restricted payments basket while leverage exceeds certain thresholds; (vi) requires that certain additional financial information be delivered; (vii) lowers the annual amount that can be spent on capital expenditures to $30 million; and (viii) increases certain mandatory prepayments. An amendment fee of 50 basis points was paid to all consenting lenders who approved the amendment. Except as provided in the amendment, all other provisions of the Company's Amended Credit Facilities remain in full force and effect, including the Company's failure to operate within the revised Leverage Covenant and Interest Coverage Covenant ratio thresholds, in certain circumstances, or have effective internal controls would prevent the Company from borrowing additional amounts and could result in a default under its Amended Credit Facilities. Such default could cause the indebtedness outstanding under its Amended Credit Facilities and, by reason of cross-acceleration or cross-default provisions, its 7 % Notes, 8 % Notes, 10½% Notes and any other indebtedness the Company may then have, to become immediately due and payable.

In connection with the above amendment in the second quarter of 2009, the Company will incur a loss on extinguishment of debt of approximately $5.0 million, of which approximately $3.9 million relates to fees paid to consenting lenders and approximately $1.1 million relates to the write-off of previously unamortized debt issuance costs. In addition, the Company will capitalize approximately $3.4 million of third party costs and fees paid to consenting lenders and amortize them over the remaining life of the Amended Credit Facilities.

Interest Rate and Forward Starting Interest Rate Swaps

The Company enters into interest rate swap agreements to hedge interest rate exposure of notional amounts of its floating rate debt. As of March 28, 2009 and January 3, 2009, the Company had $595.0 million of such interest rate swaps. The Company's hedges of interest rate risk were designated and documented at inception as cash flow hedges and are evaluated for effectiveness at least quarterly. Effectiveness of the hedges is calculated by comparing the fair value of the derivatives to hypothetical derivatives that would be a perfect hedge of floating rate debt. The accounting for gains and losses associated with changes in the fair value of cash flow hedges and the effect on the Company's condensed consolidated financial statements depends on whether the hedge is highly effective in achieving offsetting changes in fair value of cash flows of the liability hedged. As of March 28, 2009, the Company does not anticipate reclassifying any ineffectiveness into its results of operations for the next twelve months.

In June 2009, $220.0 million of the $595.0 million interest rate swap agreements will mature. In the fourth quarter of 2008, the Company entered into $75.0 million of forward starting interest rate swaps to partially replace these maturing swap agreements.

The Company's interest rate swaps are valued using discounted cash flows, as no quoted market prices exist for the specific instruments. The primary inputs to the valuation are maturity and interest rate yield curves, specifically three-month LIBOR, using commercially available market sources. The interest rate swaps are categorized as Level 2 under SFAS No. 157, Fair value Measurements ("SFAS 157"). The table below presents the fair value of the Company's interest rate swaps (in thousands):

	March 28, 2009	January 3, 2009
Current Liabilities:		
Interest Rate Swaps	$ 2,394	$ 4,483
Long-Term Liabilities:		
Interest Rate Swaps	21,930	23,180
Forward Starting Swaps	1,512	943

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. Restructuring, Impairment and Other Charges

The Company has one active and two residual cost savings plans: (i) the 2009 Cost Savings and Restructuring Plan and (ii) the 2007 Cost Savings and Integration Plan and the 2005 Cost Savings and Restructuring Plan.

2009 Cost Savings and Restructuring Plan

In the first quarter of 2009, the Company developed and implemented a cost savings and restructuring plan to reduce its operating costs and realign its manufacturing platform in order to compete effectively during the current economic downturn. Accordingly, in the first quarter of 2009, the Company implemented cost savings initiatives throughout its operations and closed three envelope plants in Deer Park, New York, Boone, Iowa and Carlstadt, New Jersey, as well as one commercial printing plant in Easton, Maryland and consolidated their operations into other existing operations. As a result of these actions in the first quarter of 2009, the Company reduced headcount by approximately 400. The following tables present the details of the expenses recognized as a result of this plan.

2009 Activity

Restructuring and impairment charges for the three months ended March 28, 2009 were as follows (in thousands):

	Envelopes, Forms and Labels	Commercial Printing	Total
Employee separation costs	$ 1,999	$ 3,194	$ 5,193
Asset impairments	2,571	147	2,718
Equipment moving expenses	133	18	151
Lease termination expenses	—	184	184
Building clean-up and other expenses	7	187	194
Total restructuring and impairment charges	$ 4,710	$ 3,730	$ 8,440

A summary of the activity charged to the restructuring liabilities for the 2009 Cost Savings and Restructuring Plan is as follows (in thousands):

	Lease Termination Costs	Employee Separation Costs	Other Exit Costs	Total
Balance at January 3, 2009	$ —	$ —	$ —	$ —
Accruals, net	184	5,193	345	5,722
Payments	—	(875)	(244)	(1,119)
Balance at March 28, 2009	$ 184	$ 4,318	$ 101	$ 4,603

2007 Cost Savings and Integration Plan

The following tables present the details of the expenses recognized as a result of this plan.

2009 Activity

Restructuring and impairment charges for the three months ended March 28, 2009 were as follows (in thousands):

	Envelopes, Forms and Labels	Commercial Printing	Corporate	Total
Employee separation costs	$ 61	$ 82	$ 29	$ 172
Asset impairments, net of gain on sale	—	17	—	17
Equipment moving expenses	—	8	—	8
Lease termination expenses	13	54	3	70
Building clean-up and other expenses	8	192	18	218
Total restructuring and impairment charges	$ 82	$ 353	$ 50	$ 485

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. Restructuring, Impairment and Other Charges (Continued)

2008 Activity

Restructuring and impairment charges for the three months ended March 29, 2008 were as follows (in thousands):

	Envelopes, Forms and Labels	Commercial Printing	Total
Employee separation costs	$ 813	$ 730	$ 1,543
Asset impairments	152	—	152
Equipment moving expenses	48	67	115
Lease termination expenses	294	—	294
Building clean-up and other expenses	155	228	383
Total restructuring and impairment charges	$ 1,462	$ 1,025	$ 2,487

A summary of the activity charged to the restructuring liabilities for the 2007 Cost Savings and Integration Plan is as follows (in thousands):

	Lease Termination Costs	Employee Separation Costs	Pension Withdrawal Liabilities	Total
Balance at January 3, 2009	$ 3,589	$ 1,975	$ 1,800	$ 7,364
Accruals, net	70	172	—	242
Payments	(434)	(1,218)	—	(1,652)
Balance at March 28, 2009	$ 3,225	$ 929	$ 1,800	$ 5,954

2005 Cost Savings and Restructuring Plan

The following tables present the details of the expenses recognized as a result of this plan.

2009 Activity

Restructuring and impairment charges (income) for the three months ended March 28, 2009 were as follows (in thousands):

	Envelopes, Forms and Labels	Commercial Printing	Corporate	Total
Employee separation costs	$ —	$ —	$ —	$ —
Asset impairments	—	—	—	—
Equipment moving expenses	—	—	—	—
Lease termination expenses	(41)	20	67	46
Building clean-up and other expenses	5	(244)	—	(239)
Total restructuring and impairment charges (income)	$ (36)	$ (224)	$ 67	$ (193)

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CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. Restructuring, Impairment and Other Charges (Continued)

2008 Activity

Restructuring and impairment charges for the three months ended March 29, 2008 were as follows (in thousands):

	Envelopes, Forms and Labels	Commercial Printing	Corporate	Total
Employee separation costs	$ 13	$ 122	$ 68	$ 203
Asset impairments, net of gain on sale	—	(476)	—	(476)
Equipment moving expenses	—	322	—	322
Lease termination expenses	32	—	34	66
Building clean-up and other expenses	148	361	—	509
Total restructuring and impairment charges	$ 193	$ 329	$ 102	$ 624

A summary of the activity charged to the restructuring liabilities for the 2005 Cost Savings and Restructuring Plan is as follows (in thousands):

	Lease Termination Costs	Employee Separation Costs	Pension Withdrawal Liabilities	Total
Balance at January 3, 2009	$ 3,877	$ —	$ 208	$ 4,085
Accruals, net	46	—	—	46
Payments	(948)	—	(29)	(977)
Balance at March 28, 2009	$ 2,975	$ —	$ 179	$ 3,154

Other Charges

In connection with the internal review conducted by outside counsel under the direction of the Company's audit committee in the first quarter of 2008, the Company incurred a non-recurring charge in 2008 of approximately $6.7 million for professional fees.

Liabilities Related to Exit Activities from Acquisitions

The Company recorded liabilities in the purchase price allocation in connection with its plans to exit certain activities of prior year acquisitions. A summary of the activity recorded for these liabilities is as follows (in thousands):

	Lease Termination Costs
Balance at January 3, 2009	$ 2,264
Accruals, net	—
Payments	(134)
Balance at March 28, 2009	$ 2,130

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

8. Pension Plans

The components of the net periodic pension expense for the Company's pension plans and other postretirement benefit plans are as follows (in thousands):

	Pension and Postretirement Plans Three Months Ended	
	March 28, 2009	March 29, 2008
Service cost	$ 99	$ 119
Interest cost	2,493	2,581
Expected return on plan assets	(1,926)	(2,685)
Net amortization and deferral	—	2
Recognized net actuarial loss	588	56
Net periodic pension expense	$ 1,254	$ 73

Interest cost on projected benefit obligation includes $0.2 million and $0.3 million related to the Company's postretirement plans in the three months ended March 28, 2009 and March 29, 2008, respectively.

For the three months ended March 28, 2009, the Company made contributions of $1.2 million to its pension plans and postretirement plans. The Company expects to contribute approximately $6.1 million to its pension plans and postretirement plans for the remainder of 2009.

9. Commitments and Contingencies

The Company is party to various legal actions that are ordinary and incidental to its business. While the outcome of pending legal actions cannot be predicted with certainty, management believes the outcome of these various proceedings will not have a material adverse effect on the Company's consolidated financial condition or results of operations.

10. Comprehensive Loss

A summary of comprehensive loss is as follows (in thousands):

	Three Months Ended	
	March 28, 2009	March 29, 2008
Net loss	$ (4,311)	$ (3,399)
Other comprehensive income (loss):		
Unrealized gain (loss) on cash flow hedges	1,555	(9,359)
Currency translation adjustment	(700)	(1,250)
Comprehensive loss	$ (3,456)	$ (14,008)

11. Loss per Share

Basic loss per share is computed based upon the weighted average number of common shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if options, restricted stock and restricted share units ("RSUs") to issue common stock were exercised under the treasury stock method. The only Company securities as of March 28, 2009 that could dilute basic loss per share for periods subsequent to March 28, 2009 that were not included in the computation of diluted earnings per share are (i) outstanding stock options which are exercisable into 2,901,975 shares of the Company's common stock and (ii) 2,122,628 shares of restricted stock and RSUs.

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11. Loss per Share (Continued)

The following table sets forth the computation of basic and diluted loss per share for the periods ended (in thousands, except per share data):

	Three Months Ended	
	March 28, 2009	March 29, 2008
Numerator for basic and diluted loss per share:		
Loss from continuing operations	$ 4,187	$ 2,743
Loss from discontinued operations, net of taxes	124	656
Net loss	$ 4,311	$ 3,399
Denominator weighted average common shares outstanding:		
Basic and diluted shares	54,352	53,715
Loss per share – basic and diluted:		
Continuing operations	$ 0.08	$ 0.05
Discontinued operations	—	0.01
Net loss	$ 0.08	$ 0.06

12. Segment Information

The Company operates in two segments: the envelopes, forms and labels segment and the commercial printing segment. The envelopes, forms and labels segment specializes in the design, manufacturing and printing of: (i) custom and direct mail envelopes developed for the advertising, billing and remittance needs of a variety of customers, including financial services companies; (ii) custom labels and specialty forms sold through an extensive network of resale distributors for industries including food and beverage, manufacturing and pharmacy chains; and (iii) stock envelopes, labels and business forms generally sold to independent distributors, office-products suppliers and office-products retail chains. The commercial printing segment provides print, design and content management offerings, including: (i) high-end printed materials, which includes a wide range of premium products for major national and regional customers; (ii) general commercial printing products for regional and local customers; (iii) scientific, technical and medical journals and special interest and trade magazines for non-profit organizations, educational institutions and specialty publishers; and (iv) specialty packaging and high quality promotional materials for multinational consumer products companies.

Operating income of each segment includes substantially all costs and expenses directly related to the segment's operations. Corporate expenses include corporate general and administrative expenses (Note 2).

Corporate identifiable assets primarily consist of cash and cash equivalents, deferred financing fees, deferred tax assets and other assets.

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CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12. Segment Information (Continued)

The following tables present certain segment information (in thousands):

	Three Months Ended	
	March 28, 2009	March 29, 2008
Net sales:		
Envelopes, forms and labels	$ 182,431	$ 238,137
Commercial printing	229,669	296,191
Total	$ 412,100	$ 534,328
Operating income (loss):		
Envelopes, forms and labels	$ 8,406	$ 25,626
Commercial printing	1,430	11,278
Corporate	(9,615)	(13,924)
Total	$ 221	$ 22,980
Restructuring, impairment and other charges:		
Envelopes, forms and labels	$ 4,756	$ 1,655
Commercial printing	3,859	1,354
Corporate	117	6,740
Total	$ 8,732	$ 9,749
		150
Net sales by product line:		
Envelopes	$ 126,675	$ 165,668
Commercial printing	155,775	201,405
Journals and periodicals	73,333	93,845
Labels and business forms	56,317	73,410
Total	$ 412,100	$ 534,328
Intercompany sales:		
Envelopes, forms and labels to commercial printing	$ 1,367	$ 1,234
Commercial printing to envelopes, forms and labels	540	1,514
Total	$ 1,907	$ 2,748

	March 28, 2009	January 3, 2009
Identifiable assets:		
Envelopes, forms and labels	$ 601,180	$ 624,760
Commercial printing	837,310	863,224
Corporate	62,955	64,130
Total	$ 1,501,445	1,552,114

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Condensed Consolidating Financial Information

Cenveo is a holding company ("Parent Company"), which is the ultimate parent of all Cenveo subsidiaries. In January 2004, the Parent Company's wholly owned subsidiary, Cenveo Corporation (the "Subsidiary Issuer"), issued 7 % Notes and, in connection with the acquisition of Cadmus Communications Corporation ("Cadmus"), assumed Cadmus' 8 % Notes (the "Subsidiary Issuer Notes"), which are fully and unconditionally guaranteed, on a joint and several basis, by the Parent Company and substantially all of its wholly-owned subsidiaries (the "Guarantor Subsidiaries").

Presented below is condensed consolidating financial information for the Parent Company, the Subsidiary Issuer, the Guarantor Subsidiaries and Non-Guarantor Subsidiaries for the three months ended March 28, 2009 and March 29, 2008. The condensed consolidating financial information has been presented to show the nature of assets held, results of operations and cash flows of the Parent Company, the Subsidiary Issuer, the Guarantor Subsidiaries and Non-Guarantor Subsidiaries, assuming the guarantee structure of the Subsidiary Issuer Notes was in effect at the beginning of the periods presented.

The supplemental condensed consolidating financial information reflects the investments of the Parent Company in the Subsidiary Issuer, the Guarantor Subsidiaries and Non-Guarantor Subsidiaries using the equity method of accounting. The Company's primary transactions with its subsidiaries other than the investment account and related equity in net loss of unconsolidated subsidiaries are the intercompany payables and receivables between its subsidiaries.

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Condensed Consolidating Financial Information (Continued)

CENVEO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING BALANCE SHEET
March 28, 2009
(in thousands)

	Parent Company	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Assets						
Current assets:						
Cash and cash equivalents	$ —	$ 5,040	$ 634	$ 4,533	$ —	$ 10,207
Accounts receivable, net	—	124,066	119,627	6,305	—	249,998
Inventories	—	81,209	67,018	1,426	—	149,653
Notes receivable from subsidiaries	—	39,213	—	—	(39,213)	—
Prepaid and other current assets	—	54,658	11,671	2,215	—	68,544
Total current assets	—	304,186	198,950	14,479	(39,213)	478,402
Investment in subsidiaries	(221,377)	1,385,122	8,739	—	(1,172,484)	—
Property, plant and equipment, net	—	162,143	247,294	394	—	409,831
Goodwill	—	29,245	281,938	—	—	311,183
Other intangible assets, net	—	8,988	265,640	—	—	274,628
Other assets, net	—	21,172	5,903	326	—	27,401
Total assets	$ (221,377)	$ 1,910,856	$ 1,008,464	$ 15,199	$ (1,211,697)	$ 1,501,445
Liabilities and Shareholders' Equity (Deficit)						
Current liabilities:						
Current maturities of long-term debt	$ —	$ 8,466	$ 8,015	$ —	$ —	$ 16,481
Accounts payable	—	107,481	72,142	1,799	—	181,422
Accrued compensation and related liabilities	—	20,596	12,357	—	—	32,953
Other current liabilities	—	66,963	15,574	1,016	—	83,553
	—	691,345	(695,793)	4,448	—	—

Intercompany payable (receivable)						
Notes payable to issuer	—	—	39,213	—	(39,213)	—
Total current liabilities	—	894,851	(548,492)	7,263	(39,213)	314,409
Long-term debt	—	1,223,619	21,122	—	—	1,244,741
Deferred income tax liability (asset)	—	(59,585)	86,343	(803)	—	25,955
Other liabilities	—	73,348	64,369	—	—	137,717
Shareholders’ equity (deficit)	(221,377)	(221,377)	1,385,122	8,739	(1,172,484)	(221,377)
Total liabilities and shareholders’ equity (deficit)	$ (221,377)	$ 1,910,856	$ 1,008,464	$ 15,199	$ (1,211,697)	$ 1,501,445

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CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Condensed Consolidating Financial Information (Continued)

CENVEO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
For the three months ended March 28, 2009
(in thousands)

	Parent Company	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	$ —	$ 194,866	$ 212,442	$ 4,792	$ —	$ 412,100
Cost of sales	—	166,643	178,831	2,842	—	348,316
Selling, general and administrative	—	31,384	21,028	103	—	52,515
Amortization of intangible assets	—	101	2,215	—	—	2,316
Restructuring, impairment and other charges	—	4,229	4,503	—	—	8,732
Operating income (loss)	—	(7,491)	5,865	1,847	—	221
Interest expense (income), net	—	22,235	336	(26)	—	22,545
Intercompany interest expense (income)	—	(284)	284	—	—	—
Gain on early extinguishment of debt	—	(17,642)	—	—	—	(17,642)
Other (income) expense, net	—	248	54	(267)	—	35
Income (loss) from continuing operations before income taxes and equity in income of unconsolidated subsidiaries	—	(12,048)	5,191	2,140	—	(4,717)
Income tax expense (benefit)	—	(2,362)	1,778	54	—	(530)
Income (loss) from continuing operations before equity in income of unconsolidated subsidiaries	—	(9,686)	3,413	2,086	—	(4,187)
Equity in income of unconsolidated subsidiaries	(4,311)	5,499	2,086	—	(3,274)	—

Income (loss) from continuing operations	(4,311)	(4,187)	5,499	2,086	(3,274)	(4,187)
Loss from discontinued operations, net of taxes	—	(124)	—	—	—	(124)
Net income (loss)	$ (4,311)	$ (4,311)	$ 5,499	$ 2,086	$ (3,274)	$ (4,311)

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CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Condensed Consolidating Financial Information (Continued)

CENVEO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
For the three months ended March 28, 2009
(in thousands)

	Parent Company	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash flows from operating activities:						
Net cash provided by (used in) operating activities	$ 3,462	$ (5,730)	$ 38,636	$ 50	$ —	$ 36,418
Cash flows from investing activities:						
Capital expenditures	—	(4,258)	(4,892)	—	—	(9,150)
Intercompany note	—	(18)	—	—	18	—
Proceeds from sale of property, plant and equipment	—	1	362	—	—	363
Net cash (used in) provided by investing activities	—	(4,275)	(4,530)	—	18	(8,787)
Cash flows from financing activities:						
Repayment of term loans	—	(19,328)	—	—	—	(19,328)
Repayment of 8 % senior subordinated notes	—	(18,959)	—	—	—	(18,959)
Repayment of 10½% senior notes	—	(3,250)	—	—	—	(3,250)
Repayment of 7 % senior subordinated notes	—	(3,125)	—	—	—	(3,125)
Repayments of other long-term debt	—	(155)	(2,087)	—	—	(2,242)
Purchase and retirement of common stock upon vesting of RSUs	(431)	—	—	—	—	(431)
Payment of fees on early extinguishment of debt	—	(94)	—	—	—	(94)
(Repayments) borrowings under revolving credit facility, net	—	19,750	—	—	—	19,750
Intercompany note	—	—	18	—	(18)	—
Intercompany advances	(3,031)	35,491	(32,456)	(4)	—	—
Net cash (used in) provided by financing	(3,462)	10,330	(34,525)	(4)	(18)	(27,679)

activities						
Effect of exchange rate changes on cash and cash equivalents	—	—	—	(189)	—	(189)
Net (decrease) increase in cash and cash equivalents	—	325	(419)	(143)	—	(237)
Cash and cash equivalents at beginning of year	—	4,715	1,053	4,676	—	10,444
Cash and cash equivalents at end of quarter	$ —	$ 5,040	$ 634	$ 4,533	$ —	$ 10,207

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Condensed Consolidating Financial Information (Continued)

CENVEO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING BALANCE SHEET
January 3, 2009
(in thousands)

	Parent Company	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Assets						
Current assets:						
Cash and cash equivalents	$ —	$ 4,715	$ 1,053	$ 4,676	$ —	$ 10,444
Accounts receivable, net	—	127,634	137,746	4,765	—	270,145
Inventories	—	86,219	72,149	1,201	—	159,569
Notes receivable from subsidiaries	—	39,195	—	—	(39,195)	—
Prepaid and other current assets	—	62,961	9,879	2,050	—	74,890
Total current assets	—	320,724	220,827	12,692	(39,195)	515,048
Investment in subsidiaries	(220,955)	1,380,326	7,063	—	(1,166,434)	—
Property, plant and equipment, net	—	165,140	254,841	476	—	420,457
Goodwill	—	29,245	281,938	—	—	311,183
Other intangible assets, net	—	9,089	267,855	—	—	276,944
Other assets, net	—	21,936	6,205	341	—	28,482
Total assets	$ (220,955)	$ 1,926,460	$ 1,038,729	$ 13,509	$ (1,205,629)	$ 1,552,114
Liabilities and Shareholders' (Deficit) Equity						
Current liabilities:						
Current maturities of long-term debt	$ —	$ 15,956	$ 8,358	$ —	$ —	$ 24,314
Accounts payable	—	99,150	73,402	1,883	—	174,435
Accrued compensation and related liabilities	—	21,311	16,008	—	—	37,319
Other current liabilities	—	74,653	13,302	915	—	88,870
Intercompany payable (receivable)	—	658,885	(663,337)	4,452	—	—
Notes payable to issuer	—	—	39,195	—	(39,195)	—
Total current liabilities	—	869,955	(513,072)	7,250	(39,195)	324,938

Long-term debt	—	1,259,175	22,866	—	—	1,282,041
Deferred income tax liability (asset)	—	(56,500)	84,076	(804)	—	26,772
Other liabilities	—	74,785	64,533	—	—	139,318
Shareholders' (deficit) equity	(220,955)	(220,955)	1,380,326	7,063	(1,166,434)	(220,955)
Total liabilities and shareholders' (deficit) equity	$ (220,955)	$ 1,926,460	$ 1,038,729	$ 13,509	$ (1,205,629)	$ 1,552,114

CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Condensed Consolidating Financial Information (Continued)

CENVEO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
For the three months ended March 29, 2008
(in thousands)

	Parent Company	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	$ —	$ 260,292	$ 269,624	$ 4,412	$ —	$ 534,328
Cost of sales	—	218,786	214,254	3,258	—	436,298
Selling, general and administrative	—	36,468	26,507	151	—	63,126
Amortization of intangible assets	—	111	2,064	—	—	2,175
Restructuring, impairment and other charges	—	9,708	41	—	—	9,749
Operating income (loss)	—	(4,781)	26,758	1,003	—	22,980
Interest expense, net	—	26,560	437	(19)	—	26,978
Intercompany interest expense (income)	—	(944)	944	—	—	—
Other expense, net	—	186	275	—	—	461
Income (loss) from continuing operations before income taxes and equity in income of unconsolidated subsidiaries	—	(30,583)	25,102	1,022	—	(4,459)
Income tax expense (benefit)	—	(3,823)	2,107	—	—	(1,716)
Income (loss) from continuing operations before equity in income of unconsolidated subsidiaries	—	(26,760)	22,995	1,022	—	(2,743)
Equity in income of unconsolidated subsidiaries	(3,399)	24,017	1,022	—	(21,640)	—
Income (loss) from continuing operations	(3,399)	(2,743)	24,017	1,022	(21,640)	(2,743)
Loss from discontinued operations, net of taxes	—	(656)	—	—	—	(656)
Net income (loss)	$ (3,399)	$ (3,399)	$ 24,017	$ 1,022	$ (21,640)	$ (3,399)

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CENVEO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Condensed Consolidating Financial Information (Continued)

CENVEO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
For the three months ended March 29, 2008
(in thousands)

	Parent Company	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash flows from operating activities:						
Net cash provided by operating activities	$ 2,692	$ 13,903	$ 37,668	$ 168	$ —	$ 54,431
Cash flows from investing activities:						
Intercompany note	—	683	—	—	(683)	—
Capital expenditures	—	(1,712)	(7,385)	—	—	(9,097)
Proceeds from sale of property, plant and equipment	—	195	153	—	—	348
Net cash used in investing activities	—	(834)	(7,232)	—	(683)	(8,749)
Cash flows from financing activities:						
Repayments under revolving credit facility, net	—	(45,200)	—	—	—	(45,200)
Proceeds from exercise of stock options	288	—	—	—	—	288
Repayments of term loans	—	(1,800)	—	—	—	(1,800)
Repayments of other long-term debt	—	(97)	(1,709)	—	—	(1,806)
Intercompany note	—	—	(683)	—	683	—
Intercompany advances	(2,980)	29,630	(26,841)	191	—	—
Net cash (used in) provided by financing activities	(2,692)	(17,467)	(29,233)	191	683	(48,518)
Effect of exchange rate changes on cash and cash equivalents	—	—	9	—	—	9
Net (decrease) increase in cash and cash equivalents	—	(4,398)	1,212	359	—	(2,827)
Cash and cash equivalents at beginning of year	—	13,091	882	1,909	—	15,882
Cash and cash equivalents at end of quarter	$ —	$ 8,693	$ 2,094	$ 2,268	$ —	$ 13,055

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PART II. OTHER INFORMATION

Item 6 of the Original 10-Q is amended as follows:

Item 6. Exhibits

Exhibit Number	Description
31.1*	Certification by Robert G. Burton, Sr., Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification by Kenneth P. Viret, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of the Chief Executive Officer and of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, furnished as an exhibit to this report on Form 10-Q.

*Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on July 30, 2009.

CENVEO, INC.

By:	/s/ Robert G. Burton, Sr. Robert G. Burton, Sr. Chairman and Chief Executive Officer (Principal Executive Officer)
By:	/s/ Kenneth P. Viret Kenneth P. Viret Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

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