

CENVEO, INC
Form 11-K
June 23, 2015

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

FORM 11-K

Annual report pursuant to section 15(d) of the Securities Exchange Act of 1934

For the year ended December 31, 2014.

OR

Transition report pursuant to section 15(d) of the Securities Exchange Act of 1934.

Commission file number 1-12551

A. Full title of the Plan:

Cenveo 401(k) Savings and Retirement Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Cenveo, Inc.
200 First Stamford Place
Stamford, CT 06902

Audited Financial Statements and Supplemental Schedule
Cenveo 401(k) Savings and Retirement Plan
Year Ended December 31, 2014
With Report of Independent Registered Public Accounting Firm

Cenveo 401(k) Savings and Retirement Plan

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Report of Independent Registered Public Accounting Firm

To the Administrative Committee and Participants of
Cenveo 401(k) Savings and Retirement Plan

We have audited the accompanying statements of net assets available for benefits of the Cenveo 401(k) Savings and Retirement Plan (Plan) as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but includes supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule is fairly stated in all material respects in relation to the financial statements as a whole.

/s/ PKF O'Connor Davies
A Division of O'Connor Davies, LLP
Harrison, New York
June 23, 2015

Cenveo 401(k) Savings and Retirement Plan

Statements of Net Assets Available for Benefits

	December 31, 2014	2013
ASSETS		
Investments, at fair value		
Common/collective trusts	\$219,927,008	\$227,106,754
Mutual funds	112,373,204	110,989,701
Cenveo common stock	4,471,397	7,839,508
Total investments	336,771,609	345,935,963
Receivables		
Notes receivable from participants	8,424,201	9,371,093
Employee contributions	461,147	413,905
Employer contributions	—	2,885
Total receivables	8,885,348	9,787,883
Non-interest bearing cash	602	37
Total assets	345,657,559	355,723,883
LIABILITIES		
Accrued expenses	42,429	25,756
Net assets reflecting investments at fair value	345,615,130	355,698,127
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(1,063,455) (777,825
Net Assets Available for Benefits	\$344,551,675	\$354,920,302

See notes to financial statements

Cenveo 401(k) Savings and Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2014

ADDITIONS

Contributions

Employee \$14,419,131

Rollover 1,086,246

Total contributions 15,505,377

Investment income

Net appreciation in fair value of investments 11,263,941

Interest and dividend income 4,603,147

Total investment income 15,867,088

Total additions 31,372,465

DEDUCTIONS

Distributions to participants 41,050,410

Administrative expenses 690,682

Total deductions 41,741,092

Net decrease (10,368,627)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year 354,920,302

End of year \$344,551,675

See notes to financial statements

Cenveo 401(k) Savings and Retirement Plan
Notes to Financial Statements

1. Description of the Plan

The following description of the Cenveo 401(k) Savings and Retirement Plan ("Plan") provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

The Plan was adopted effective March 1, 1994, and is a profit sharing plan, with a deferral feature, of Cenveo, Inc. ("Company"). The Plan includes nonunion and certain eligible union employees that are not leased employees and have become eligible according to their collective bargaining agreements. The Plan is subject to provisions of the Employee Retirement Income Securities Act of 1974 ("ERISA"). All Plan assets are held by the Plan's trustee, Mercer Trust Company ("Mercer").

Nonunion and certain eligible union employees that are not leased employees and who are expected to work 1,000 hours in a Plan year, or if they are expected to complete 1,000 hours of service in a consecutive 12-month period, become eligible to participate in the Plan on the first day of the month following 30 days of service with the Company. The Plan provides for automatic enrollment on behalf of employees hired or first eligible to participate in the Plan after January 1, 2004. Additionally, the Plan provides automatic annual increases in contributions equal to 1% of employee compensation.

Contributions

Each year, participants may contribute up to 50% of pretax annual compensation, as defined in the Plan document and up to certain dollar amounts as limited by the Internal Revenue Service ("IRS"). Participants who have attained the age of 50 before the end of the Plan year are eligible to make a catch up contribution. Participants may also contribute amounts representing rollover distributions from qualified retirement plans. The Company makes non discretionary matching contributions to the Plan in accordance with their respective union agreements. The Company may make discretionary matching contributions for nonunion employees who are active as of December 31 and have completed 1,000 hours of service or terminated during the year after reaching age 65 or due to death or disability.

Participant Accounts

Each participant's account is credited with the participant's contributions, Company contributions and allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses, which are paid by the plan. Allocations are based on participant earnings, account balances or specific participant transactions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All participants are 100% vested in their contributions plus actual earnings thereon. Vesting in Company matching contributions occurs 20% for each year of service. Upon reaching five years of service, all Company contributions become fully vested. Vesting schedules for union participants are in accordance with their applicable union agreements. Years of service attributable to predecessor companies prior to a participant being employed by the Company are recognized in full for vesting purposes. All Company matching contributions become fully vested upon retirement, disability, or death of the participant.

Investment Options

Upon enrollment in the Plan, participants may elect to invest their contributions in a variety of investment options offered by the Plan.

Notes Receivable from Participants

Under the current Plan, participants may borrow from their accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested interest in their account. Such loans bear interest at the prime rate (as published in The Wall Street Journal) as of the first business day of the month in which the loan is made plus 1%. Loans must be repaid within five years unless they are for the purchase of a principal residence, in which event they may be repaid over a period up to 10 years. Outstanding loans for acquired participants have been transferred into the Plan at their unpaid principal balance with their respective interest rates and due dates.

Cenveo 401(k) Savings and Retirement Plan
Notes to Financial Statements

Payment of Benefits

Upon retirement or termination of service, participants may roll their account balance into another qualified retirement savings account, withdraw their vested account balance less applicable taxes in a lump-sum payment, or if their account balance is greater than \$5,000, they can leave their account balance in the Plan until normal retirement age. The Plan provides for hardship distributions if certain conditions are met.

Expenses

Certain expenses of maintaining the Plan are paid by the Company and are excluded from these financial statements. Fees related to the administration of the notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

Forfeitures

Upon termination by a participant, Company contributions that have not vested are forfeited and used to offset future administrative expenses or Company contributions. At December 31, 2014, and 2013, forfeited non-vested non-participant directed accounts totaled \$1,188,404 and \$1,785,210, respectively. During 2014, Company contributions were reduced by \$520,247 and administrative expenses were reduced by \$165,489 from forfeited non-vested accounts.

Plan Termination

Although it has not expressed intent to do so, the Company has the right under the Plan to discontinue its contributions and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their Company contributions.

Risk and Uncertainties

The Plan offers various investment options by which participants may invest their account balances in any combination of mutual funds, Cenveo common stock or common collective trust funds. Investment securities, in general, are exposed to various risks such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent

assets and liabilities. Actual results could differ from those estimates.

Fair Value Measurement

The Plan performs fair value measurements in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures. Refer to Note 5 for the fair value measurement disclosures associated with the Plan's investments.

Cenveo 401(k) Savings and Retirement Plan
Notes to Financial Statements

Investment Valuation and Income Recognition

The Plan's investments are recorded in the financial statements at fair value based on published market values, except for certain common/collective trusts, which are recorded at fair value, with an adjustment to contract value. Purchases and sales are recorded on a trade-date basis. Interest income is on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in the fair value of investments in the statement of changes in net assets available for benefits includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Participant loans are recorded at their unpaid principal balance plus any accrued but unpaid interest, and are classified as notes receivable from participants. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

Payment of Benefits

Benefits are recorded when paid.

3. Income Tax Status

The Plan has received a determination letter from the IRS dated July 14, 2011, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code ("IRC"). Subsequent to this determination, the Plan was amended and an application for a new determination letter has been submitted to the IRS. The status of the application is pending. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator believes that the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

U.S. GAAP requires the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations prior to December 31, 2011.

4. Investments

The following investments represent 5% or more of the Plan's net assets available for benefits as of December 31:

	2014	2013
Mutual Funds:		
Harbor International Fund	\$20,575,137	\$24,248,165
Federated Total Return Bond Fund	25,329,946	*
PIMCO Total Return Fund	*	26,212,792

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T. Rowe Price Institutional Large Cap Core Growth Fund	36,478,374	36,019,872
Common/Collective Trusts:		
Northern Trust S&P 500 Index Fund	56,571,464	53,705,576
Putnam Stable Value Fund	56,267,484	59,375,922
State Street Global Advisors Target Retirement 2020 Fund	19,568,436	18,572,764
State Street Global Advisors Target Retirement 2025 Fund	21,034,780	18,873,091

* Investments represent less than 5% of the Plan's net assets available for benefits.

Cenveo 401(k) Savings and Retirement Plan
Notes to Financial Statements

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value for the year ended December 31, 2014, as follows:

Common/collective trusts	\$12,037,042
Mutual funds	1,972,767
Cenveo common stock	(2,745,868)
	\$11,263,941

Fully Benefit-Responsive Investment Contracts

At December 31, 2014 and 2013, the Plan invested in a fully benefit-responsive investment contract called the Putnam Stable Value Fund. This fund maintains its contributions in a common/collective trust. Investment contracts are included in the financial statements at fair value; however, since this contract is fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present this investment at contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive investment contracts. Contract value is the relevant measurement attribute for that portion of net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Contract value represents contributions plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily withdraw or transfer all or a portion of their investment in these funds at contract value.

The fair value of the Putnam Stable Value Fund at December 31, 2014, and 2013, was \$57,330,939 and \$60,153,747, respectively. For the years ended December 31, 2014, and 2013, the crediting interest rates were approximately 2.0% and 1.9%, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer, but cannot be less than zero. The average yield rates were approximately 1.9% for both the plan years ended December 31, 2014, and 2013.

5. Fair Value Measurements

ASC 820 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

Cenveo 401(k) Savings and Retirement Plan
Notes to Financial Statements

ASC 820 also establishes a fair value hierarchy that requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of fair value hierarchy as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data; or
- Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Investments Measured at Fair Value

The following tables sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014:

	Fair Value Measurement Using Input Type			Total
	Level 1	Level 2	Level 3	
Common/collective trusts				
Lifecycle funds	\$—	\$89,134,035	\$—	\$89,134,035
Stable value funds	—	57,330,939	—	57,330,939
Balanced funds	—	73,462,034	—	73,462,034
Total common/collective trusts	—	219,927,008	—	219,927,008
Mutual funds				
Stock funds	87,001,396	—	—	87,001,396
Fixed income funds	25,371,808	—	—	25,371,808
Total mutual funds	112,373,204	—	—	112,373,204
Common stock	4,471,397	—	—	4,471,397
Total investments, at fair value	\$116,844,601	\$219,927,008	\$—	\$336,771,609

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013:

	Fair Value Measurement Using Input Type			Total
	Level 1	Level 2	Level 3	
Common/collective trusts				
Lifecycle funds	\$—	\$86,101,368	\$—	\$86,101,368
Stable value funds	—	60,153,747	—	60,153,747
Balanced funds	—	80,851,639	—	80,851,639
Total common/collective trusts	—	227,106,754	—	227,106,754
Mutual funds				
Stock funds	110,085,805	—	—	110,085,805
Fixed income funds	903,896	—	—	903,896
Total mutual funds	110,989,701	—	—	110,989,701

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Common stock	7,839,508	—	—	7,839,508
Total investments, at fair value	\$118,829,209	\$227,106,754	\$—	\$345,935,963

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Cenveo 401(k) Savings and Retirement Plan
Notes to Financial Statements

The Plan's mutual fund and common stock investments are measured at fair value, and are classified within Level 1 of the fair value hierarchy. The fair value of these investments are based on quoted market prices in active markets. The Plan's common/collective trusts are classified as Level 2 as they are valued based on quoted prices in active markets and other observable inputs. The valuation techniques used to measure the fair value of the fully benefit-responsive investment contract that is included within the common/collective trusts category is described in Note 4.

6. Party-in-Interest Transactions

Certain Plan investments are managed by Mercer. Mercer is the Trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions under ERISA. The Plan held 2,129,237 shares and 2,278,927 shares of the Company's common stock with fair values of \$4,471,397 and \$7,839,508 as of December 31, 2014, and 2013, respectively.

A separate account is maintained by Mercer which receives payments from certain funds pursuant to a written agreement with the Company. Under the agreement, the Company can use the amounts in the account to pay for administrative expenses incurred by the Plan. The account is not considered a Plan asset. Any unused amounts may be deposited in the Plan and allocated to participants. These transactions are considered allowable party-in-interest transactions. During 2014, \$62,335 was used to reduce administrative expenses.

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	2014	2013
Net assets available for benefits per the financial statements	\$344,551,675	\$354,920,302
Deemed distributions	(1,111,941)	(1,375,143)
Net assets available for benefits per the Form 5500	\$343,439,734	\$353,545,159

The following is a reconciliation of distributions to participants per the financial statements to the Form 5500 for the year ended December 31, 2014:

Distributions to participants per the financial statements	\$41,050,410
Change in deemed distributions	(263,202)
Distributions to participants per the Form 5500	\$40,787,208

8. Subsequent Events

The Plan evaluated events subsequent to the date of the statement of net assets available for benefits and determined there have not been any events that have occurred that would require adjustment to or disclosure in the financial statements.

Cenveo 401(k) Savings and Retirement Plan

Supplemental Schedule

December 31, 2014

Schedule H, Line 4i—Schedule of Assets (Held at End of Year)		EIN#: 84-1250534 Plan #: 001	
(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Mutual Funds:		
	Janus Global Bond Fund N Shares	4,195 shares	\$41,862
	Cohen & Steers Real Assets Fund Class I	5,400 shares	51,030
	Federated Total Return Bond Fund	2,294,379 shares	25,329,946
	Harbor International Fund	317,616 shares	20,575,137
	Harding Loevner International Small Company Fund	34,007 shares	444,807
	Neuberger & Berman Genesis Fund	140,392 shares	7,946,161
	Neuberger Berman Emerging Markets Equity Fund	17,011 shares	272,510
	RS Select Growth Fund Class Y	164,284 shares	7,985,858
	T. Rowe Price Institutional Large Cap Core Growth Fund	1,467,352 shares	36,478,374
	TWC Emerging Markets Income Fund	656 shares	5,286
	Vanguard Extended Market Index Fund	198,832 shares	13,242,233
*	Cenveo Common Stock	2,129,237 shares	4,471,397
	Common/Collective Trusts:		
	Northern Trust S&P 500 Index Fund	266,144 units	56,571,464
	Putnam Stable Value Fund	56,267,484 units	56,267,484
	State Street Global Advisors Target Retirement Fund	141,875 units	2,129,266
	State Street Global Advisors Target Retirement 2010 Fund	230,702 units	3,789,042
	State Street Global Advisors Target Retirement 2015 Fund	473,008 units	8,502,795
	State Street Global Advisors Target Retirement 2020 Fund	1,023,240 units	19,568,436
	State Street Global Advisors Target Retirement 2025 Fund	1,059,260 units	21,034,780
	State Street Global Advisors Target Retirement 2030 Fund	711,154 units	14,459,893
	State Street Global Advisors Target Retirement 2035 Fund	443,355 units	9,076,364
	State Street Global Advisors Target Retirement 2040 Fund	260,651 units	5,363,423
	State Street Global Advisors Target Retirement 2045 Fund	123,717 units	2,545,099
	State Street Global Advisors Target Retirement 2050 Fund	118,011 units	2,427,007
	State Street Global Advisors Target Retirement 2055 Fund	16,874 units	237,930
	Wellington Quality Value CIF II Portfolio Fund	1,097,503 units	16,890,570
*	Notes Receivable from Participants	4.25% - 11.00%**	8,424,201
			\$344,132,355
	* Represents a party-in-interest as defined by ERISA		
	** Maturing from January 2014 through November 2035		

See report of independent registered public accounting firm

Signature

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

Date: June 23, 2015

Cenveo 401(k) Savings and Retirement Plan

/s/ Scott J. Goodwin
Scott J. Goodwin
Chief Financial Officer