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CENVEO, INC
Form PREC14A
July 07, 2005

SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

(PROXY STATEMENT PURSUANT TO SECTION 14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934)

Filed by the Registrant
Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, For Use of the Commission Only (as permitted by
Rule 14a-6(e)-2)
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

CENVEO, INC.

(Name of Registrant Specified in Its Charter)

BURTON CAPITAL MANAGEMENT, LLC
GOODWOOD INC.
1354037 ONTARIO INC.

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

- (1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:
(3) Per unit price or other underlying value of transaction computed pursuant
to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is
calculated and state how it was determined):
(4) Proposed maximum aggregate value of transaction:
(5) Total fee paid:

- Fee paid previously by written preliminary materials:
 Check box if any part of the fee is offset as provided by Exchange Act Rule
0-11(a)(2) and identify filing for which the offsetting fee was paid
previously. Identify the previous filing by registration statement number,
or the Form or Schedule and the date of its filing.

- (1) Amount previously paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing party:
(4) Date filed:

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- (1) The NYSE Composite Index is an average of prices for all stocks traded on the New York Stock Exchange.

We acknowledge that the market conditions in the printing industry have been difficult, particularly since 2001. However, we believe that this represents only one reason for the underperformance of Cenveo. While we believe Cenveo's competitors made adjustments to their businesses to become more competitive and achieve adequate Operating EBIT Margins (as defined in note 2 of Table 1 below), Cenveo's board of directors has not done so. We believe that the inability of Cenveo's board of directors to make hard decisions to improve Cenveo's business has cost Cenveo shareholders dearly.

POOR OPERATING PERFORMANCE AND MISSED PUBLIC TARGETS

Over the past several years, Cenveo's financial performance has eroded substantially. We believe that this poor performance is due primarily to the board's inability to properly right-size the cost structure to meet the ever changing dynamics of the printing industry and realities associated with the economic downturn that started in 2001. Over the past several years under the stewardship of Cenveo's board of directors, Cenveo has:

- o PRODUCED POOR OPERATING RESULTS, as Cenveo's Operating EBIT Margin has fallen from 8.9% in fiscal year 1999 to 4.5% in fiscal year 2004, despite Cenveo incurring approximately \$145 million of restructuring costs, impairments and other charges over the five fiscal years through fiscal year 2004;
- o FAILED TO GROW THE BUSINESS DESPITE INCREASED COSTS, as sales at Cenveo have fallen from \$1.85 billion in fiscal year 1999 to \$1.74 billion in fiscal year 2004, while selling, general and administrative expenses at Cenveo ACTUALLY ROSE from \$252.1 million in fiscal year 1999 to \$265.9 million in fiscal year 2004; and