

CENVEO, INC
Form SC 13D/A
September 27, 2007

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 6)**

Cenveo, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

15670S105
(CUSIP Number)

September 12, 2007
(Date of Event Which Requires Filing of this Statement)

Burton Capital Management, LLC
c/o Cenveo, Inc.
One Canterbury Green
201 Broad Street
Stamford, CT 06901
Telephone: (203) 595-3000
Attn: Robert G. Burton, Jr.

with a copy to:

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, NY 10004
Telephone: (212) 837-6000
Attn: Kenneth A. Lefkowitz

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

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1 NAME OF REPORTING PERSONS
 Burton Capital Management, LLC
1 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 (Intentionally Omitted)
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)
3 SEC USE ONLY
4 SOURCE OF FUNDS
 WC
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
 2(d) OR 2(e)
o
6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware
7 SOLE VOTING POWER
 2,780,855
8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
 0
9 SOLE DISPOSITIVE POWER
 2,780,855
10 SHARED DISPOSITIVE POWER
 0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,780,855
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
o
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.2%
14 TYPE OF REPORTING PERSON*
 OO (limited liability company)

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NAME OF REPORTING PERSONS

1 Robert G. Burton, Sr.
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) **ý**
(b) **o**

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6 U.S.

SOLE VOTING POWER

7 3,736,570

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 0

SOLE DISPOSITIVE POWER

9 3,736,570

SHARED DISPOSITIVE POWER

10 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 3,736,570

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 6.9%

TYPE OF REPORTING PERSON*

14 IN

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This Amendment (“Amendment No. 6”) is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) of the Securities and Exchange Commission (the “Commission”) pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”): Burton Capital Management, LLC, a Delaware limited liability company (“BCM”) and Robert G. Burton, Sr. (“Burton Sr.”). BCM and Burton Sr. are collectively referred to as the “Reporting Persons.”

This Amendment No. 6 amends the Schedule 13D originally filed with the Commission on April 7, 2005 (the “Original Schedule 13D”), and amended by Amendment No. 1 thereto, which was filed with the Commission on April 11, 2005 (“Amendment No. 1”), Amendment No. 2 thereto, which was filed with the Commission on May 26, 2005 (“Amendment No. 2”), Amendment No. 3 thereto, which was filed with the Commission on June 10, 2005 (“Amendment No. 3”), Amendment No. 4 thereto, which was filed with the Commission on August 25, 2005 (“Amendment No. 4”) and Amendment No. 5 thereto, which was filed with the Commission on September 13, 2005 (“Amendment No. 5”). The Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and Amendment No. 5, is referred to as the “Schedule 13D.”

All terms used, but not defined, in this Amendment No. 6 are as defined in the Schedule 13D. The summary descriptions (if any) contained herein of certain agreements and documents are qualified in their entirety by reference to the complete text of such agreements and documents filed as Exhibits hereto or incorporated herein by reference.

Item 3 of the Schedule 13D is amended and supplemented as follows:

Item 3. Source and Amount of Funds or Other Consideration.

The total amount of funds used by the Reporting Persons to acquire the Common Stock reported as purchased by them in Item 5(c) was as follows:

<u>Reporting Person</u>	<u>Shares Reported in Item 5(c)</u>	<u>Amount of Funds*</u>	<u>Source of Funds</u>
Burton Sr.	300,000	**	n/a
Burton Sr.	30,250	\$597,501	Personal funds
Burton Sr.	20,000	\$396,510	Personal funds

* Including commissions.

** Grant of “restricted share units.” As discussed in Item 5, these “restricted share units” vest in four equal installments on September 12, 2008, 2009, 2010 and 2011.

Item 5 of the Schedule 13D is amended to read in its entirety as follows:

Item 5. Interest in Securities of the Issuer

(a) and (b)

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Pursuant to Rule 13d-3 of the Exchange Act (“Rule 13d-3”), BCM beneficially owned 2,780,855 shares of Common Stock on September 17, 2007, which was approximately 5.2% of the outstanding Common Stock on such date (assuming 53,693,107 shares outstanding on

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August 1, 2007, as set forth in the Issuer's quarterly report on Form 10-Q for the quarter ended June 30, 2007, which was filed with the Commission on August 8, 2007). All of such shares were owned of record by BCM.

Pursuant to Rule 13d-3, Burton Sr. beneficially owned 3,736,570 shares of Common Stock on September 17, 2007, which was approximately 6.9% of the outstanding Common Stock on such date (assuming 53,693,107 shares outstanding on August 1, 2007, as set forth in the Issuer's quarterly report on Form 10-Q for the quarter ended June 30, 2007, which was filed with the SEC on August 8, 2007). Of such shares, on September 17, 2007, 2,780,855 were owned of record by BCM, 300,000 shares were issuable upon exercise of outstanding stock options, 100,000 shares are "restricted stock" that vest in two equal installments on September 12, 2008 and 2009 and the remainder of such shares were owned by Burton Sr. in a joint account with his wife. On September 17, 2007, Burton Sr. also owned unvested options to purchase 250,000 shares of Common Stock that vest in two equal installments on September 12, 2008 and 2009, unvested options to purchase 150,000 shares of Common Stock that vest in three equal installments on September 12, 2008, 2009 and 2010, 50,000 "restricted share units" that vest in two equal installments on September 12, 2008 and 2009, 112,500 "restricted share units" that vest in three equal installments on September 12, 2008, 2009 and 2010 and 300,000 "restricted share units" that vest in four equal installments on September 12, 2008, 2009, 2010 and 2011.

(c) The following transactions were effected by the identified parties during the past 60 days:

<u>Reporting Person</u>	<u>Date</u>	<u>Transaction</u>	<u>Number of Shares</u>	<u>Price Per Share</u>
Burton Sr.	9/12/07	Grant	300,000	*
Burton Sr.	8/10/07	Buy	30,250	\$19.7521**
Burton Sr.	8/13/07	Buy	20,000	19.8255**

* Grant of "restricted share units." As noted above, these "restricted share units" vest in four equal installments on September 12, 2008, 2009, 2010 and 2011.

** Transaction was effected on the NYSE.

Item 7 is amended and supplemented as follows:

Item 7. Material to be Filed as Exhibits

Exhibit 1 Schedule 13D Joint Filing Agreement dated as of September 20, 2007 between the Reporting Persons.

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After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

Dated: September 20, 2007

BURTON CAPITAL MANAGEMENT, LLC

By: /s/ Robert G. Burton, Jr.
Name: ROBERT G. BURTON, JR.
Its: President

/s/ Robert G. Burton, Sr.
ROBERT G. BURTON, SR.
