

CENVEO, INC
Form SC 13D/A
February 26, 2018

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 11)

Cenveo, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

15670S105
(CUSIP Number)

February 9, 2018
(Date of Event Which Requires Filing of this Statement)

Burton Capital Management, LLC
c/o Cenveo, Inc.
200 First Stamford Place
Stamford, CT 06902
Telephone: (203) 595-3000
Attn: Robert G. Burton, Jr.

(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 .

SCHEDULE 13D

CUSIP No. 15670S105 Page 2 of 6

NAME OF REPORTING PERSONS

1 Burton Capital Management, LLC
S.S. or I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS
(Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP* (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)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

0

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.0%

14 TYPE OF REPORTING PERSON*
OO (limited liability company)

SCHEDULE 13D

CUSIP No. 15670S105 Page 3 of 6

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)
A MEMBER OF A GROUP* (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

U.S.

7 SOLE VOTING POWER

179,000

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

179,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

179,000

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

2.1%

14 TYPE OF REPORTING PERSON*
IN

SCHEDULE 13D

CUSIP No. 15670S105 Page 4 of 6

This Amendment (“Amendment No. 11”) 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. 11 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. 2 thereto, which was filed with the Commission on May 26, 2005, Amendment No. 3 thereto, which was filed with the Commission on June 10, 2005, Amendment No. 4 thereto, which was filed with the Commission on August 25, 2005, Amendment No. 5 thereto, which was filed with the Commission on September 13, 2005, Amendment No. 6 thereto, which was filed with the Commission on September 27, 2007, Amendment No. 7 thereto, which was filed with the Commission on May 15, 2009, Amendment No. 8 thereto, which was filed with the Commission on May 31, 2011, Amendment No. 9 thereto, which was filed with the Commission on September 21, 2012 Amendment No. 10 thereto, which was filed with the Commission on June 2, 2017. The Original Schedule 13D, as amended by the foregoing amendments, is referred to as the “Schedule 13D.”

This Amendment No. 11 amends Item 5 of the Schedule 13D as set forth below and, accordingly, all other items or responses not described herein remain as previously reported in the Schedule 13D. This is the final amendment to the Schedule 13D and constitutes an “exit filing” for the Reporting Persons.

Item 5. Interest in Securities of the Issuer

Paragraphs (a), (b), (c) and (e) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) Pursuant to Rule 13d-3 of the Exchange Act (“Rule 13d-3”), BCM beneficially owned no shares of Common Stock and Burton Sr. beneficially and of record owned 179,000 shares of Common Stock on February 9, 2018 (the “Reporting Date”), which was approximately 2.1% of the outstanding Common Stock on such date (assuming 8,581,964 shares outstanding on November 8, 2017, as set forth in the Issuer’s quarterly report on Form 10-Q for the quarter ended September 30, 2017, which was filed with the Commission on November 9, 2017).

(b) The responses of the Reporting Person to Rows (7) through (10) of the cover pages of this Amendment No. 11 as well as Item 5(a) hereof are incorporated herein by reference.

(c) Set forth below is information concerning transactions in the shares of Common Stock effected by the Reporting Persons during the 60 days prior to the Reporting Date:

<u>Reporting Person</u>	<u>Date</u>	<u>Transaction</u>	<u>Number of Shares</u>	<u>Price Per Share</u>
BCM	2/9/18	Sale	152,066	\$0.2532*
Burton Sr.	2/9/18	Sale	585,494	\$0.2316*

* Average price per share for transactions effected on NASDAQ.

SCHEDULE 13D

CUSIP No. 15670S105 Page 5 of 6

(e) The Reporting Persons ceased to be beneficial owners of more than five percent of the shares of Common Stock on February 9, 2018.

SCHEDULE 13D

CUSIP No. 15670S105 Page 6 of 6

SIGNATURES

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: February 23, 2018

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.
