

CENVEO, INC  
Form DEFA14A  
September 02, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
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:

- |   |  |
|---|--|
| <input type="checkbox"/> Preliminary Proxy Statement                | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Proxy Statement                 |  |
| <input checked="" type="checkbox"/> Definitive Additional Materials |  |
| <input type="checkbox"/> Soliciting Material Under Rule 14a-12      |  |

**CENVEO, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- (1) Title of each class of securities to which transaction applies:
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- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the 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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James R. Malone  
Chairman and Chief Executive Officer  
September 2, 2005

Dear Stockholder:

We are fast approaching the September 14th special meeting of stockholders where your vote will decide to: Save Cenveo from unnecessary disruption and allow me, with the help and support of Cenveo's Board and management team, to continue doing the job I was hired to do **to turn Cenveo around and create real value for all Cenveo stockholders,**

OR

Hand over control of Cenveo to Mr. Burton and his colleagues and family for free and risk derailing the cost-cutting and value-building momentum we have created.

We urge you to protect the value of your investment by signing, dating and returning the enclosed **GOLD** proxy card today.

**SUPPORT YOUR BOARD: CENVEO HAS A NEW MOMENTUM**

We are moving swiftly with the goal of restoring Cenveo to profitability. We have already identified \$55 million in cost savings (75% of which is currently being implemented). We have realigned management and consolidated facilities. At the same time, we are leveraging Cenveo's portfolio of assets to profitably grow revenues. And there is more to do and we have a plan to accomplish it.

We believe our strategy will bring greater value to our stockholders in much less time than any of Burton's proposals. Burton says he would make Cenveo a low-cost producer but that can mean nothing more than shifting manufacturing overseas while having to invest in expensive new equipment here in the US. Our strategy already underway is to use strategic sales to continue to better meet the complex needs of our customers while spending less on initial capital expenditures.

In the last two weeks I have met with both current and prospective large customers with complex needs. During this time I have confirmed an additional \$25 million of orders over and above the previously announced strategic sales forecast. Such strategic sales initiatives provide the basis for real competitive differentiation within Cenveo's markets as opposed to the low-cost producer strategy proposed by Burton.

**WE ARE ON THE RIGHT PATH TO BUILDING A GREAT COMPANY**

Your Board recently named me to the additional post of Chairman and I am honored by their trust and pledge to do my utmost to continue to earn the confidence of all stockholders. I also want to express the

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Board's gratitude to Susan Rheney, who has decided to resign as interim chairman and step down from the Board, for her service.

**Except for myself, your Board is comprised of individuals entirely independent of management, and we are now seeking additional independent directors to ensure that the full range of stockholders' interests are represented.** We will soon name a lead director, in line with the sound corporate governance practices your company has always followed.

**PROTECT THE VALUE OF YOUR INVESTMENT VOTE THE GOLD PROXY TODAY!**

The future of Cenveo is in your hands, and your vote is extremely important. I urge you to vote AGAINST Proposals 1 through 5, and FOR Cenveo's director nominees in Proposal 6, by signing, dating and returning the enclosed **GOLD** proxy card today.

Thank you for your continued support.

Sincerely,

James R. Malone

Chairman and Chief Executive Officer

Please note that the enclosed GOLD proxy card has been revised to reflect Ms. Rheney's resignation from the Board. Unless later revoked by you, any vote you previously executed on a GOLD card is valid.

*If you have any questions, or need assistance in voting your shares, please contact the firm assisting us in the solicitation of proxies:*

**INNISFREE M&A INCORPORATED**

***Toll-free: (888) 750-5834***

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Important Information

On August 5, 2005, Cenveo, Inc. filed with the Securities and Exchange Commission a definitive proxy statement on Schedule 14A in connection with a special meeting of its shareholders. **Cenveo's shareholders are strongly encouraged to read carefully the definitive proxy statement, because it contains important information.**

Free copies of the definitive proxy statement are available at the SEC's web site at [www.sec.gov](http://www.sec.gov), at the Cenveo's web site at [www.cenveo.com](http://www.cenveo.com), or by directing requests to Cenveo's proxy solicitor, Innisfree M&A Incorporated, toll free at 1-888 750-5834.