

STANDARD REGISTER CO
Form 4
May 12, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Silver Point Capital L.P.

(Last) (First) (Middle)

TWO GREENWICH
PLAZA, FIRST FLOOR

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STANDARD REGISTER CO [SR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 05/08/2014 | | S | 8,600 D \$ 6.33 | 2,010,095 | D ⁽¹⁾ | |
| Common Stock ⁽²⁾ | | | | | 5,355 ⁽²⁾ | I ⁽²⁾ | See Footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Silver Point Capital L.P. TWO GREENWICH PLAZA FIRST FLOOR GREENWICH, CT 06830 | X | X | | |
| MULE EDWARD A TWO GREENWICH PLAZA FIRST FLOOR GREENWICH, CT 06830 | X | X | | |
| O'Shea Robert J TWO GREENWICH PLAZA FIRST FLOOR GREENWICH, CT 06830 | X | X | | |

Signatures

| | |
|--|------------|
| s/ Frederick H. Fogel, Authorized Signatory on behalf of Silver Point Capital, LP | 05/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Frederick H. Fogel (as attorney-in-fact on behalf of Edward A Mule, individually) | 05/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Frederick H. Fogel (as attorney-in-fact on behalf of Robert J. O'Shea, individually) | 05/12/2014 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Silver Point is the investment manager of Silver Point Capital Fund, L.P., SPF CDO I, Ltd. and SPCP Group, LLC (together, the "Funds") and, by reason of such status, may be deemed to be the beneficial owner of all of the reported securities held by the Funds. Silver Point Capital Management, LLC ("Management") is the general partner of Silver Point and the investment manager of SPCP Group III, LLC, and by virtue of such status may be deemed to be the beneficial owner of all of the reported securities held by the Funds and by SPCP Group III, LLC. Mr. Edward A. Mule and Mr. Robert J. O'Shea are each members of Management and by virtue of such status may be deemed to be the beneficial owners of securities held by the Funds and by SPCP Group III, LLC (together, the "SP Holders"). Silver Point, Management and Messrs. Mule and O'Shea disclaim beneficial ownership of the reported securities held by the SP Holders except to the extent of their pecuniary interests therein.

(2) Represents a grant of 5,355 time based restricted shares to Anthony DiNello, a director of the issuer and employee of Silver Point Capital, L.P. ("Silver Point"), that was awarded pursuant to The Standard Register Company 2002 Equity Incentive Compensation Plan. These restricted shares will vest ratably over a four year period on each anniversary date of the grant. Mr. DiNello has an understanding with Silver Point pursuant to which he holds such restricted shares for the benefit of Silver Point and certain of its affiliates. Accordingly, Mr. DiNello disclaims beneficial ownership of the restricted shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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