

STANDARD REGISTER CO
Form 4
October 29, 2013

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)
10/25/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	10/25/2013		X	2,202,699 A	2,202,699	D ⁽¹⁾	
Common Stock ⁽¹⁾	10/25/2013		S ⁽³⁾	4 D	\$ 11.59 ⁽⁴⁾ 2,202,695	D ⁽¹⁾	

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Common Stock Warrant (right to buy) ⁽¹⁾	<u>(2)</u>	10/25/2013		X	2,202,699	10/25/2013	01/24/2014	Common Stock	2,202,699

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		
MULE EDWARD A TWO GREENWICH PLAZA, FIRST FLOOR GREENWICH, CT 06830		X		
O'Shea Robert J TWO GREENWICH PLAZA, FIRST FLOOR GREENWICH, CT 06830		X		

Signatures

/s/ Frederick H. Fogel, Authorized Signatory on behalf of Silver Point Capital, LP 10/28/2013

**Signature of Reporting Person Date

/s/ Frederick H. Fogel (as attorney-in-fact on behalf of Edward A Mule, individually) 10/28/2013

**Signature of Reporting Person Date

/s/ Frederick H. Fogel (as attorney-in-fact on behalf of Robert J. O'Shea, individually) 10/28/2013

**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)

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Silver Point Capital, L.P. ("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 interest

- (2) The exercise price is \$0.00001.

On October 25, 2013, the SP Holders exercised the warrants to purchase an aggregate of 2,202,699 shares of common stock of the Issuer at an exercise price of \$0.00001 per share. The SP Holders paid the exercise price on a cashless basis, resulting in the Issuer withholding 4 of the warrant shares to pay the exercise price and issuing to the SP Holders the remaining 2,202,695 shares of common stock. The Issuer also paid an aggregate of \$24.33 to the SP Holders in lieu of fractional shares.

- (3) 4 of the warrant shares to pay the exercise price and issuing to the SP Holders the remaining 2,202,695 shares of common stock. The Issuer also paid an aggregate of \$24.33 to the SP Holders in lieu of fractional shares.
- (4) The price, which was calculated pursuant to the terms of the warrants, reflects the average of the closing prices of the common stock of the Issuer over the twenty trading days prior to the exercise date.

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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