

STANDARD REGISTER CO

Form 4

December 01, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

11/26/2014

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/26/2014		S	1,100 D	\$ 4.3	1,715,095	D (1) (2)
Common Stock					18,688 (3)	I (3)	See Footnote (3)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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(9-02)

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 Beneficial Owned Following Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

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		

/s/ Frederick H. Fogel, Authorized Signatory on behalf of Silver Point Capital, LP	12/01/2014
<u> **Signature of Reporting Person </u>	Date
/s/ Frederick H. Fogel (as attorney-in-fact on behalf of Edward A Mule, individually)	12/01/2014
<u> **Signature of Reporting Person </u>	Date
/s/ Frederick H. Fogel (as attorney-in-fact on behalf of Robert J. O'Shea, individually)	12/01/2014
<u> **Signature of Reporting Person </u>	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).

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

(1) 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"). [footnote cont'd]

(2) [continuation] 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.

Represents grants of 18,688 time based restricted shares to Anthony DiNello, a director of the issuer and employee of Silver Point, that was awarded pursuant to The Standard Register Company 2002 Equity Incentive Compensation Plan. These restricted shares will vest

(3) 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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