

STANDARD REGISTER CO

Form 4

November 12, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

11/07/2014

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 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock <sup>(1)</sup>	11/07/2014		A		13,333	A \$ 4.875	18,688 <sup>(1)</sup> <sup>(2)</sup> I
Common Stock <sup>(3)</sup>	11/10/2014		S		5,300	D \$ 4.8	1,739,195 D <sup>(3)</sup>

See  
Footnote  
<sup>(1)</sup>

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  
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SEC 1474  
(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	11/12/2014
<u>                    </u> **Signature of Reporting Person	Date
/s/ Frederick H. Fogel (as attorney-in-fact on behalf of Edward A Mule, individually)	11/12/2014
<u>                    </u> **Signature of Reporting Person	Date
/s/ Frederick H. Fogel (as attorney-in-fact on behalf of Robert J. O'Shea, individually)	11/12/2014
<u>                    </u> **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).

Represents a grant of 13,333 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.

(1) 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.

(2) The total ownership reported in this column includes 5,355 time based restricted shares previously granted to Mr. DiNello.

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,

(3) 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.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.