

STANDARD REGISTER CO
Form 3
August 12, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Silver Point Capital L.P. | | (Month/Day/Year) | STANDARD REGISTER CO [SR] | |
| (Last) | (First) | (Middle) | 08/01/2013 | |
| TWO GREENWICH PLAZA, FIRST FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| GREENWICH,Â CTÂ 06830 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (State) | | | (give title below) (specify below) | |
| (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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 number.

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

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

Common Stock Warrant (right to buy) ⁽¹⁾ ⁽²⁾ ⁽³⁾ Common Stock 2,202,699 \$ ⁽⁴⁾ D ⁽¹⁾ ⁽⁵⁾

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, L.P. 08/12/2013

__Signature of Reporting Person Date

/s/ Frederick H. Fogel (as attorney-in-fact on behalf of Edward A. Mule, individually) 08/12/2013

__Signature of Reporting Person Date

/s/ Frederick H. Fogel (as attorney-in-fact on behalf of Robert J. O'Shea, individually) 08/12/2013

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 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. Silver Point, Management and Messrs. Mule and O'Shea disclaim beneficial ownership of the reported securities held by the Funds except to the extent of their pecuniary interests therein.
- (2) The warrants are exercisable beginning on the first business day after the date the Issuer obtains approval from its shareholders of the following proposals (the "Shareholder Approval"): (i) an amendment to the code of regulations of the Issuer authorizing the board of directors of the Issuer (the "Board") to change the number of directors and fill any director's office created by an increase in the number of directors, in order to grant certain shareholders of the Issuer (including the Funds) two Board designees pursuant to the Shareholders

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Agreement, dated as of August 1, 2013, by and among the Issuer, Silver Point, as the Minority Shareholder Representative, the Funds and the other Minority Shareholders named therein, (ii) approval of the conversion of the warrants into shares of common stock of the Issuer, and (iii) an amendment to the code of regulations of the Issuer to opt out of Section 1701.831 of the Ohio Revised Code.

- (3) The warrants expire on the earlier of (i) August 1, 2033 and (ii) the last day of the three month period following the date on which the Shareholder Approval has been obtained by the Issuer.
- (4) The exercise price is \$0.00001.

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.