

STANDARD REGISTER CO  
Form 8-K  
April 22, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 17, 2015**

**THE STANDARD REGISTER COMPANY**

**(Exact name of Registrant as specified in its Charter)**

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|--|---|--|
| <b>Ohio</b><br><b>(State or other jurisdiction</b><br><b>of</b><br><br><b>incorporation)</b> | <b>1-1097</b><br><b>(Commission File No.)</b> | <b>31-0455440</b><br><b>(I.R.S. Employer</b><br><b>Identification</b><br><br><b>No.)</b> |
|--|---|--|

|   |                                       |
|---|---------------------------------------|
| <b>600 Albany Street, Dayton, Ohio</b><br><br><b>(Address of principal executive offices)</b> | <b>45417</b><br><br><b>(Zip Code)</b> |
|---|---------------------------------------|

**Registrant's telephone number, including area code: (937) 221-1000**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On April 17, 2015, the Board of Directors of The Standard Register Company (the “Company”) approved a Key Employee Incentive Plan (the “KEIP”). On April 19, 2015, the Board submitted the KEIP to the United States Bankruptcy Court for the District of Delaware (the “Court”) for approval.

The KEIP currently contemplates that cash incentive payments will be made to 49 key executives and senior employees of the Company if specified financial performance goals are achieved. These financial performance goals include revenue targets and targets based on earnings before interest, taxes, depreciation, restructuring and pension amortization and settlement for the Company’s 2015 fiscal year. The KEIP additionally contemplates that proportionally-adjusted incentive payments will be made in the event that specified proportions of these financial performance goals are met, subject to a maximum potential payout of approximately \$4,344,064. Certain details of these financial performance goals have been filed under seal with the Court. The KEIP remains subject to objections of creditors and other interested parties, and final approval of the Court. Accordingly, its terms may be materially modified prior to implementation.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized

**THE STANDARD REGISTER COMPANY**

Date: April 22, 2015

By: /s/ Gerard D. Sowa

Gerard D. Sowa,

Executive Vice President, General Counsel

and Secretary