FORM 3

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

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL								
OMB Number:	3235-0104							
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Add GYENES P		2. Date of Event Requiring Statement (Month/Day/Year) 02/05/2009  3. Issuer Name and Ticker or Trading Symbol VISTAPRINT LTD [ VPRT ]										
(Last) C/O VISTAPR	(First)	(Middle)				tionship of Reporting Perso all applicable) Director	son(s) to Issuer		5. If Amendment, Date of Original Filed (Month/Day/Year)			
95 HAYDEN AVENUE						Officer (give title below)	Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) LEXINGTON (City)	MA (State)	02421 (Zip)							X		y One Reporting Person y More than One erson	
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)			
Common Shares						0	D					
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 Securiti Underlying Derivative Security			4. Conve	rcise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Date Exercisable	Expiratio Date	on Title	,	Amount or Number of Shares	Price of Derivation Securit	tive	Direct (D) or Indirect (I) (Instr. 5)		
Share Option (	Right to Buy)		05/05/2009 <sup>(1)(2)</sup>	02/05/201	19	Common Shares	17,389	24.3	33	D		
Restricted Share Units (Right to Acquire)		05/05/2009 <sup>(2)(3)</sup>	02/05/201	19	Common Shares	5,138	0		D			

## **Explanation of Responses:**

- 1. Mr. Gyenes was appointed to the Company's Board of Directors effective as of February 5, 2009. The options were granted under the 2005 Non-Employee Director's Share Option Plan, as amended, pursuant to which each non-employee director of the Company upon initial appointment receives options to purchase Common Shares having a fair value (determined by the Black-Scholes method) equal to \$150,000, up to a maximum of 50,000 common shares.
- 2. Option and restricted share units vest as to 8.33% of the original number of Common Shares each successive three-month period following the grant date until the third anniversary of the grant date.
- 3. The restricted share units were granted under the Amended and Restated 2005 Equity Incentive Plan in accordance with the director compensation guidelines approved by the board, which provide in part that each non-employee director of the Company upon initial appointment receives restricted share units having a fair value (determined by the Black-Scholes method) equal to \$125,000.

/s/ Lawrence A. Gold as

Attorney in Fact for Peter

02/09/2009

Date

**Gyenes** 

\*\* Signature of Reporting Person

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

- $^{\star}$  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).

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

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 Number.

VISTAPRINT LIMITED

LIMITED POWER OF ATTORNEY

FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Michael Giannetto, Lawrence Gold, and Gerhard Lubitz, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to: (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer and/or director of VistaPrint Limited (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of February, 2009.

/s/ Peter Gyenes

Signature

Peter Gyenes

Print Name