

<b>OMB APPROVAL</b>	
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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**

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 Address of Reporting Person* <u>Keane Robert S</u>  (Last) (First) (Middle) CIMPRESS N.V. BUILDING D, XEROX TECHNOLOGY PARK  (Street) DUNDALK, COUNTY LOUTH, IRELAND  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CIMPRESS N.V. [ CMPR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  CEO, Chairman
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Share Units	\$109.35 <sup>(1)</sup>	02/15/2019		A		349		(2)	02/15/2029	Ordinary Shares	349	\$0	349	D	
Performance Share Units	\$109.35 <sup>(1)</sup>	02/15/2019		A		1,143		(3)	02/15/2029	Ordinary Shares	1,143	\$0	1,143	D	
Performance Share Units	\$109.35 <sup>(1)</sup>	02/15/2019		A		7,116		(4)	02/15/2029	Ordinary Shares	7,116	\$0	7,116	D	

**Explanation of Responses:**

- This dollar amount is the three-year moving average (3YMA) on the date of grant, which is the baseline against which the compound annual growth rate (CAGR) of the 3YMA will be measured.
- Each performance share unit (PSU) represents a right to receive between 0 and 2.5 Cimpres ordinary shares upon the satisfaction of both (A) service-based vesting and (B) performance conditions relating to the CAGR of the 3YMA. The service-based vesting condition is that 100% of the PSUs vest on June 30, 2019 so long as the reporting person continues to be an eligible participant under Cimpres' 2016 Performance Incentive Plan on the vesting date. If the 3YMA CAGR equals or exceeds 11% on any of the sixth through tenth anniversaries of the grant date then the reporting person is entitled to receive a distribution of up to 2.5 Cimpres ordinary shares for each vested PSU on a sliding scale based on the actual CAGR performance.
- Each PSU represents a right to receive between 0 and 2.5 Cimpres ordinary shares upon the satisfaction of both (A) service-based vesting and (B) performance conditions relating to the CAGR of the 3YMA. The service-based vesting condition is that 25% of the original number of PSUs vest on each November 12 of 2019 through 2022 so long as the reporting person continues to be an eligible participant under Cimpres' 2016 Performance Incentive Plan on such vesting date. If the 3YMA CAGR equals or exceeds 11% on any of the sixth through tenth anniversaries of the grant date then the reporting person is entitled to receive a distribution of up to 2.5 Cimpres ordinary shares for each vested PSU on a sliding scale based on the actual CAGR performance.
- Each PSU represents a right to receive between 0 and 2.5 Cimpres ordinary shares upon the satisfaction of both (A) service-based vesting and (B) performance conditions relating to the CAGR of the 3YMA. The service-based vesting condition is that 50% of the original number of PSUs vest on March 31, 2019 and the remaining 50% vest on June 30, 2019 so long as the reporting person continues to be an eligible participant under Cimpres' 2016 Performance Incentive Plan on such vesting date. If the 3YMA CAGR equals or exceeds 11% on any of the sixth through tenth anniversaries of the grant date then the reporting person is entitled to receive a distribution of up to 2.5 Cimpres ordinary shares for each vested PSU on a sliding scale based on the actual CAGR performance.

**Remarks:**

/s/Kathryn L. Leach, as  
attorney-in fact-for Robert      02/19/2019  
Keane

\*\* Signature of Reporting Person    Date

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

\* 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).

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.**

CIMPRESS N.V.

LIMITED POWER OF ATTORNEY

FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Matthew Walsh, Kathryn Leach, and Sean E. Quinn 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 Cimpres N.V. (the Company), Form ID and Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the United States Securities Exchange Act of 1934 and the rules thereunder (the Exchange Act);

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer and/or director of the Company such forms as the Autoriteit Financiële Markten in the Netherlands (AFM) or other Dutch authorities or laws may require;

(3) 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 ID, Form 3, 4, or 5 or AFM form, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission, AFM, and any stock exchange or similar authority;

(4) 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

(5) 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 or applicable Dutch securities laws. 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 requirements of the Exchange Act or applicable Dutch securities laws, (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 Act or Dutch securities laws.

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 or AFM forms 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. This Power of Attorney supersedes and revokes all previously signed powers of attorney of the undersigned that grant authority to the Company's personnel with respect to Form ID, Forms 3, 4 and 5, AFM forms, and other Section 16 and Dutch law compliance matters relating to the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of February, 2019.

/s/Robert Keane  
Signature

Robert Keane  
Print Name

