UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No.)*

VistaPrint Ltd.

(Name of Issuer)

Common Stock (Title of Class of Securities)

G93762 20 4

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

☑ Rule 13d-1(c)

o Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	SPEF Pr	NAMES OF REPORTING PERSONS: SPEF Pre-IPO European Fund I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):		
2	 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) ☑ 			
3	SEC US	E ONL	Y:	
4	CITIZEN		OR PLACE OF ORGANIZATION:	
NUMBER OF SHARES		5	SOLE VOTING POWER: 634,317 SHARED VOTING POWER:	
BENEF	ICIALLY ED BY	6		
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER: 634,317	
WI	TH:	8	SHARED DISPOSITIVE POWER:	
9	AGGRE 634,317	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):	
11	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9):	
12	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS):	

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CUSIP No.	G93762 20 4
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of

			EPORTING PERSONS:					
1	FCPI Banque Populaire Innovation 3							
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):							
2	(a) o							
	(u) € (b) ☑							
	SEC US	E ONL	Y:					
3								
	CITIZE	NEIIID	OR PLACE OF ORGANIZATION:					
4	CITIZE	NЗПІР	OR PLACE OF ORGANIZATION:					
-	FRANC	E, Pari	S					
		_	SOLE VOTING POWER:					
	BER OF	5	618,053					
	ARES		SHARED VOTING POWER:					
	ICIALLY	6						
OWN	ED BY							
	CH	7	SOLE DISPOSITIVE POWER:					
	RTING SON	1	618,053					
	TH:		SHARED DISPOSITIVE POWER:					
		8						
9	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:					
5	618,053	618,053						
	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):						
10								
	0							
11	PERCE	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):						
	1.56%	1.56%						
	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS):					
12	60							
	CO							

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Page	4	of	

	NAMES OF REPORTING PERSONS:						
1	FCPI Banque Populaire Innovation 2						
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):			APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):				
2							
-	(a) o (b) ☑						
	SEC US	E ONI	V.				
3	5EC 05		1.				
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION:				
4							
	FRANC	E, Paris					
		5	SOLE VOTING POWER:				
NUME	BER OF	5	1,018,358				
SHA	ARES		SHARED VOTING POWER:				
BENEF	ICIALLY	6					
OWN	ED BY						
	CH	-	SOLE DISPOSITIVE POWER:				
	RTING RSON	7	1,018,358				
	TH:		SHARED DISPOSITIVE POWER:				
VV1	111.	8	SHARED DISPOSITIVE POWER.				
		U					
	AGGRE	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:				
9							
		1,018,358					
10	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):					
10	0						
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):					
11	121(02)	$\mathbf{I} = \mathbf{K} \mathbf{C} \mathbf{I} \mathbf{I} \mathbf{C} \mathbf{C} \mathbf{C} \mathbf{C} \mathbf{C} \mathbf{C} \mathbf{C} C$					
	2.57%						
4.0	TYPE C	OF REP	ORTING PERSON (SEE INSTRUCTIONS):				
12							
	CO						

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Page	5	of

1	FCPI Ba	NAMES OF REPORTING PERSONS: FCPI Banque Populaire Innovation I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):		
2	CHECK (a) o (b) ☑			
3	SEC US	E ONL	Y:	
4	CITIZEN		OR PLACE OF ORGANIZATION:	
NUME	BER OF	5 SOLE VOTING POWER:		
SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER:	
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER: 400,305	
WI	TH:	8	SHARED DISPOSITIVE POWER:	
9	AGGRE 400,305	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):		CLASS REPRESENTED BY AMOUNT IN ROW (9):	
12	1.01% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO			

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NAMES OF REPORTING PERSONS: SPEF Venture I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):				
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) ☑ 				
SEC US	E ONL	Y:		
		OR PLACE OF ORGANIZATION:		
1	,	SOLE VOTING POWER:		
NUMBED OF		2,671,033 SPEF Venture has voting and investment power over the following four funds: SPEF Pre-IPO European Fund, Banque Populaire Innovation 3, Banque Populaire Innovation 2 and Banque Populaire Innovation (the "Funds"). The Funds hold 2,671,033 shares of the issuer.		
ICIALLY	6	SHARED VOTING POWER:		
EACH REPORTING		SOLE DISPOSITIVE POWER: 2,671,033 SPEF Venture has voting and investment power over the following four funds: SPEF Pre-IPO European Fund, Banque Populaire Innovation 3, Banque Populaire Innovation 2 and Banque Populaire Innovation (the "Funds"). The Funds hold 2,671,033 shares of the issuer.		
F	8	SHARED DISPOSITIVE POWER:		
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):				
PERCEN 6.73%	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9):		
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):				
	SPEF Ve I.R.S. ID CHECK (a) o (b) 2 SEC US SEC US CITIZEN FRANCE FRANCE FRANCE CITIZEN FRANCE CITIZEN FRANCE CITIZEN CITIZ	SPEF Venture I.R.S. IDENTIH CHECK THE A (a) o (b) ☑ SEC USE ONL SEC USE ONL CITIZENSHIP FRANCE, Paris FRANCE, Paris G ARES TCIALLY ED BY ACH ORTING 7 RSON ITH: 8 AGGREGATE 2,671,033 CHECK IF TH o PERCENT OF 6.73% TYPE OF REP		

1	NAMES OF REPORTING PERSONS: Valerie Gombart						
I.R.S. I		R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):					
	CHECK	HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):					
2 (a) o (b) ☑							
3	SEC USE ONLY:						
4	CITIZEI		OR PLACE OF ORGANIZATION:				
	THING	5	SOLE VOTING POWER:				
	BER OF	5	SHARED VOTING POWER:				
	CIALLY	6	2,671,033				
OWNI	ED BY	0	Ms. Gombart is a Managing Partner of SPEF Venture and is one of three individuals who comprise the SPEF Venture Directoire (which is legally responsible for managing SPEF Venture), and SPEF Venture manages the following four funds: SPEF Pre-IPO European Fund, Banque Populaire Innovation 3, Banque Populaire Innovation 2 and Banque Populaire Innovation (the "Funds"). The Funds hold 2,671,033 shares of the issuer.				
REPO	.CH RTING SON	7	SOLE DISPOSITIVE POWER:				
WITH:		8	 SHARED DISPOSITIVE POWER: 2,671,033 Ms. Gombart is a Managing Partner of SPEF Venture and is one of three individuals who comprise the SPEF Venture Directoire (a bick is legally remarking for managing SPEF Venture) and SPEF Venture manages the following four fundy SPEF pro UPO 				
			(which is legally responsible for managing SPEF Venture), and SPEF Venture manages the following four funds: SPEF Pre-IPO European Fund, Banque Populaire Innovation 3, Banque Populaire Innovation 2 and Banque Populaire Innovation (the "Funds"). The Funds hold 2,671,033 shares of the issuer.				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:				
		2,671,033 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):					
10							
11	PERCE	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):					
**	6.73%						
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):		URTING PERSON (SEE INSTRUCTIONS):				
	IN						

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1	NAMES OF REPORTING PERSONS: Jean-patrick Demonsang					
	I.R.S. II	DENTII	FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):			
2	CHECK	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):				
	(a) o (b) ☑					
3	SEC USE ONLY:					
4	CITIZENSHIP OR PLACE OF ORGANIZATION:					
NUM	BER OF	5	SOLE VOTING POWER:			
SHARES BENEFICIALLY			SHARED VOTING POWER: 2,671,033			
OWNED BY EACH REPORTING PERSON		6	Mr. Demonsang is the Chief Executive Officer of SPEF Venture and is one of three individuals who comprise the SPEF Venture Directoire (which is legally responsible for managing SPEF Venture), and SPEF Venture manages the following four funds: SPEF Pre-IPO European Fund, Banque Populaire Innovation 3, Banque Populaire Innovation 2 and Banque Populaire Innovation (the "Funds"). The Funds hold 2,671,033 shares of the issuer.			
		7	SOLE DISPOSITIVE POWER:			
W	WITH:		SHARED DISPOSITIVE POWER:			
		8	2,671,033 Mr. Demonsang is the Chief Executive Officer of SPEF Venture and is one of three individuals who comprise the SPEF Venture Directoire (which is legally responsible for managing SPEF Venture), and SPEF Venture manages the following four funds: SPEF Pre-IPO European Fund, Banque Populaire Innovation 3, Banque Populaire Innovation 2 and Banque Populaire Innovation (the "Funds"). The Funds hold 2,671,033 shares of the issuer.			
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:				
10	2,671,033 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):					
17	6.73% TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS):			
12	IN					

of 14

1	NAMES OF REPORTING PERSONS: Isabelle de Cremoux						
Ⅰ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o						
2							
3	SEC USE ONLY:						
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION:				
4							
	FRANCE, Paris SOLE VOTING POWER:						
		5					
	BER OF						
	ARES ICIALLY		SHARED VOTING POWER:				
			2,671,033				
		6	Ms. de Cremoux is a Managing Partner of SPEF Venture and is one of three individuals who comprise the SPEF Venture				
			Directoire (which is legally responsible for managing SPEF Venture), and SPEF Venture manages the following four funds: SPEF				
OWNED BY			Pre-IPO European Fund, Banque Populaire Innovation 3, Banque Populaire Innovation 2 and Banque Populaire Innovation (the "Funds"). The Funds hold 2,671,033 shares of the issuer.				
EA	СН		SOLE DISPOSITIVE POWER:				
	RTING RSON	7					
	TH:		SHARED DISPOSITIVE POWER:				
			0.671.000				
		8	2,671,033				
		U	Ms. de Cremoux is a Managing Partner of SPEF Venture and is one of three individuals who comprise the SPEF Venture Directoire (which is legally responsible for managing SPEF Venture), and SPEF Venture manages the following four funds: SPEF Pre-IPO European Fund, Banque Populaire Innovation 3, Banque Populaire Innovation 2 and Banque Populaire Innovation (the				
	1		"Funds"). The Funds hold 2,671,033 shares of the issuer.				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:						
9	2,671,03	2,671,033					
			E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):				
10							
		0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):					
11							
		6.73%					
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):						
	IN						

Item 1.

- (a) Name of Issuer VistaPrint Ltd.
- (b) Address of Issuer's Principal Executive Offices Canon's Court, 22 Victoria Street, Hamilton, HM 12, Bermuda

Item 2.

(a) Name of Persons Filing — SPEF Pre-IPO European Fund ("PIEF"), FCPI Banque Populaire Innovation 3 ("I3"), FCPI Banque Populaire Innovation 2 ("I2"), FCPI Banque Populaire Innovation ("I1"), SPEF Venture ("SPEF"), Valerie Gombart ("VG"), Jean-patrick Demonsang ("JD") and Isabelle de Cremoux ("IC")

SPEF is the manager of PIEF, I3, I2 and I1. VG and IC are managing partners of SPEF. VG, JD and IC comprise SPEF's Venture Directoire, which is legally responsible for managing SPEF.

- (b) Address of Principal Business Office or, if none, Residence 5-7, rue de Montessuy, 75007 Paris, France
- (c) Citizenship France
- (d) Title of Class of Securities Common Stock
- (e) CUSIP Number N/A

Item 3. If this statement is filed pursuant to §§240.13d-l(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) o An investment adviser in accordance with §240.13d-l(b)(l)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-l(b)(l)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-l(b)(l)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240. 13d-l(b)(l)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: <u>2,671,033</u>.
- (b) Percent of class: <u>6.73%</u>.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 2,671,033.
 - (ii) Shared power to vote or to direct the vote <u>N/A</u>.
 - (iii) Sole power to dispose or to direct the disposition of 2,671,033.
 - (iv) Shared power to dispose or to direct the disposition of <u>N/A</u>.

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(l).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Instruction: Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

If a parent holding company has filed this schedule, pursuant to Rule 13d-l(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-l(c) or Rule 13d-l(d), attach an exhibit stating the identification of the relevant subsidiary.

See Exhibit A attached hereto.

Item 8. Identification and Classification of Members of the Group

If a group has filed this schedule pursuant to §240. 13d-l(b)(l)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d- l(c) or §240.13d- l(d), attach an exhibit stating the identity of each member of the group.

NOT APPLICABLE

Item 9. Notice of Dissolution of Group

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

NOT APPLICABLE

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2006

SPEF Pre-IPO European Fund

Banque Populaire Innovation

Banque Populaire Innovation 2

Banque Populaire Innovation 3

By: SPEF Venture, their Managing Company

By: /s/ Valerie Gombart Valerie Gombart, General Partner

SPEF Venture

By: /s/ Valerie Gombart Valerie Gombart, General Partner

/s/ Valerie Gombart Valerie Gombart

/s/ Jean-patrick Demonsang Jean-patrick Demonsang

/s/ Isabelle de Cremoux Isabelle de Cremoux

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EXHIBIT A

This Exhibit explains the relationship between the Reporting Persons. SPEF Venture manages SPEF Pre-IPO European Fund, FCPI Banque Populaire Innovation 3, FCPI Banque Populaire Innovation 2 and FCPI Banque Populaire Innovation. Valerie Gombart ("VG"), Jean-patrick Demonsang ("JD") and Isabelle de Cremoux ("IC") comprise the SPEF Venture Directoire which is legally responsible for the management of SPEF Venture. VG and IC are managing partners of SPEF Venture. JD is the chief executive officer of SPEF Venture.

EXHIBIT B

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to shares of VistaPrint Ltd to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them.

Dated: February 14, 2006

SPEF Pre-IPO European Fund

Banque Populaire Innovation

Banque Populaire Innovation 2

Banque Populaire Innovation 3

By: SPEF Venture, their Managing Directoire

By: /s/ Valerie Gombart Valerie Gombart, General Partner

SPEF Venture

By: /s/ Valerie Gombart Valerie Gombart, General Partner

/s/ Valerie Gombart Valerie Gombart

/s/ Jean-patrick Demonsang Jean-patrick Demonsang

/s/ Isabelle de Cremoux Isabelle de Cremoux

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