

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Cebula Wendy M</u>  (Last) (First) (Middle) VISTAPRINT, 95 HAYDEN AVENUE  (Street) LEXINGTON MA 02421  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VISTAPRINT N.V. [ VPRT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <u>Chief Operating Officer / Member of Management Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person		

**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			
Ordinary Shares	08/06/2011		M		1,040 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	37,033	D	
Ordinary Shares	08/06/2011		F		435	D	\$28.06	36,598	D	
Ordinary Shares	08/07/2011		M		1,363 <sup>(3)</sup>	A	\$0.00 <sup>(2)</sup>	37,961	D	
Ordinary Shares	08/07/2011		F		570	D	\$28.06	37,391	D	

**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
Restricted Share Units (right to acquire)	\$0.00 <sup>(2)</sup>	08/06/2011		M			1,040	05/06/2011 <sup>(4)</sup>	05/06/2014	Ordinary Shares	1,040	\$0.00	11,447	D	
Restricted Share Units (rights to acquire)	\$0.00 <sup>(2)</sup>	08/07/2011		M			1,363	05/07/2010 <sup>(3)</sup>	05/07/2013	Ordinary Shares	1,363	\$0.00	9,541	D	

**Explanation of Responses:**

- The shares acquired represent the number of shares that automatically vested pursuant to a grant of Restricted Share Units on May 6, 2010. The original grant of 16,649 shares vests over a four year period: 25% on May 6, 2011 and 6.25% per quarter thereafter.
- Each restricted share unit represents the Company's commitment to issue one ordinary share.
- The shares acquired represent the number of shares that automatically vested pursuant to a grant of Restricted Share Units on May 7, 2009. The original grant of 21,807 shares vests over a four year period: 25% on May 7, 2010 and 6.25% per quarter thereafter.
- These restricted share units vest over a four-year period: on the Exercisable Date shown in Table II, 25% of the number of shares originally granted vest, and 6.25% of the original number of shares vest per quarter thereafter.

**Remarks:**

/s/Kathryn L. Leach, as attorney-in-fact for Wendy M. Cebula 08/09/2011

\*\* 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.