

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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 Address of Reporting Person* <b>Nelson Donald R</b>  (Last) (First) (Middle) <b>C/O VISTAPRINT</b> <b>95 HAYDEN AVENUE</b>  (Street) <b>LEXINGTON MA 02421</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>VISTAPRINT N.V. [ VPRT ]</b>	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)  <b>Chief Information Officer / Member of Management Board</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/04/2012</b>	
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	Amount or Number of Shares				
Share Option (right to buy)	\$50 <sup>(1)</sup>	05/04/2012		A		193,189 <sup>(2)</sup>		05/04/2013 <sup>(3)</sup>	05/04/2020	Ordinary Shares	193,189	\$0.00	193,189	D	
Restricted Share Units (right to acquire)	\$0.00 <sup>(4)</sup>	05/04/2012		A		19,893		05/04/2013 <sup>(5)</sup>	05/04/2016	Ordinary Shares	19,893	\$0.00	19,893	D	

**Explanation of Responses:**

- The option exercise price per share is \$50.00, which is approximately 33% higher than the closing price of Vistaprint's ordinary shares on the NASDAQ Global Select Market on the date of grant (\$37.70).
- The value of this share option is intended to equal approximately the total value of all traditional share options that Vistaprint would have granted to the reporting person over a four-year period in the absence of this share option grant. As a result, Vistaprint's Supervisory Board has adopted a resolution stating that Vistaprint shall not grant any additional share options to the reporting person until 2016.
- The share option vests over a seven-year period from the date of grant, as follows: 6.25% of the original number of ordinary shares subject to the share option vests on the first anniversary of the date of grant. The remaining ordinary shares vest on a quarterly basis over the subsequent six years in tranches ranging from 1.56% to 10.94% of the original number of ordinary shares subject to the option.
- Each restricted share unit represents Vistaprint's commitment to issue one ordinary share.
- These restricted share units vest over a four year period: 25% of the original number of shares vest one year after the date of grant and 6.25% vest per quarter thereafter.

**Remarks:**

/s/Kathryn L. Leach, as attorney-in-fact for Donald Nelson 05/08/2012

\*\* 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.

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