

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden | |
| hours per response: | 0.5 |

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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* HIGHLAND MANAGEMENT PARTNERS VII P (Last) (First) (Middle) 92 HAYDEN AVENUE (Street) LEXINGTON MA 02421 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol VISTAPRINT LTD [VPRT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/05/2005 | |
| | 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 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 | | | |
| Common Stock | 10/05/2005 | | C | | 6,092,457 | A | (1) | 6,092,457 | I | By Highland Capital Partners VI Limited Partnership ⁽²⁾ |
| Common Stock | 10/05/2005 | | C | | 3,338,200 | A | (1) | 3,338,200 | I | By Highland Capital Partners VI-B Limited Partnership ⁽³⁾ |
| Common Stock | 10/05/2005 | | S | | 913,869 | D | (4) | 5,178,588 | I | By Highland Capital Partners VI Limited Partnership ⁽²⁾ |
| Common Stock | 10/05/2005 | | S | | 500,730 | D | (4) | 2,837,470 | I | By Highland Capital Partners VI-B Limited Partnership ⁽³⁾ |

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 | | | | |
| Series B Preference Shares | (5) | 10/05/2005 | | C | | 6,092,457 | | (6) | (1) | Common Stock | 6,092,457 | (1) | 0 | I | By Highland Capital Partners VI Limited Partnership ⁽²⁾ |
| Series B Preference Shares | (5) | 10/05/2005 | | C | | 3,338,200 | | (6) | (1) | Common Stock | 3,338,200 | (1) | 0 | I | By Highland Capital Partners VI-B Limited Partnership ⁽³⁾ |

Explanation of Responses:

- Not applicable.
- Represents shares held by Highland Capital Partners VI Limited Partnership. Highland Management Partners VI Limited Partnership, the sole general partner of Highland Capital Partners VI Limited Partnership, disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- Represents shares held by Highland Capital Partners VI-B Limited Partnership. Highland Management Partners VI Limited Partnership, the sole general partner of Highland Capital Partners VI-B Limited Partnership, disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- \$12.00
- Each share of Series B Preference Shares automatically converted into a Common Share upon the closing of the Issuer's initial public offering on a one-for-one basis.
- Immediately.

Remarks:

[Highland Management Partners](#) [10/05/2005](#)
[VI Limited Partnership, By:](#)
[Highland Management Partners](#)
[VI, Inc., its General Partner, By:](#)
[/s/ Fergal Mullen, Managing](#)
[Director](#)

** 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.