SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

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hours per response:	0.5

1. Name and Addre	1 0	rson*	2. Issuer Name and Ticker or Trading Symbol CIMPRESS N.V. [CMPR]		tionship of Reporting Pers all applicable) Director	on(s) to Issuer	
(Last) C/O CIMPRESS	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2017		Officer (give title below)	Other (specify below)	
275 WYMAN STREET							
2/5 W I MAN STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applica Line)			
(Street)				x	Form filed by One Repo	rting Person	
WALTHAM	MA	02451			Form filed by More than Person	One Reporting	
(City)	(State)	(Zip)					

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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. Transa Code (8)		of Ex		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				
Performance Share Units	\$87.12 ⁽¹⁾	11/15/2017		Α		1,291		(2)	11/15/2027	Ordinary Shares	1,291	\$0.00	1,291	D	

Explanation of Responses:

1. This dollar amount is the three-year moving average daily price per share of Cimpress' ordinary shares ("3YMA") on the date of grant, which is the baseline against which the compound annual growth rate ("CAGR") of the 3YMA will be measured.

2. Each performance share unit (PSU) represents a right to receive between 0 and 2.5 Cimpress ordinary shares upon the satisfaction of both (A) service-based vesting and (B) performance conditions relating to La bach performance sinal (1 SUP) performance for the 25% of the original number of PSUs vest on each November 13 of 2018 through 2021 so long as the reporting person continues to be an eligible participant under Cimpress' 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 Cimpress 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 John J. Gavin, Jr. ** Signature of Reporting Person 11/17/2017

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.