

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Keane Robert S</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) CEO, President / Chairman of Management Board
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 05/08/2012	

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 ⁽¹⁾	05/04/2012		A		500,000 ⁽²⁾⁽³⁾		05/04/2013 ⁽⁴⁾⁽⁵⁾	05/04/2020	Ordinary Shares	500,000	\$0.00	500,000	I	By The Eastern Irrevocable Trust ⁽⁶⁾
Share Option (right to buy)	\$50 ⁽¹⁾	05/04/2012		A		500,000 ⁽²⁾⁽³⁾		05/04/2013 ⁽⁴⁾⁽⁵⁾	05/04/2020	Ordinary Shares	500,000	\$0.00	500,000	I	By The Western Irrevocable Trust ⁽⁶⁾

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 these share options together with those granted on 8/1/2012 is intended to equal approximately the total value of all long-term incentive awards (including long-term cash incentives or equity) that Vistaprint would have granted to Mr. Keane over a four-year period. Due to a limitation in Vistaprint's 2011 Equity Incentive Plan that the company may not grant awards for more than 1,000,000 shares in any fiscal year to any plan participant, the Supervisory Board divided Mr. Keane's share options into two parts that were granted separately in each of the company's fiscal years 2012 and 2013 for purposes of complying with the plan limitation, and these options represents the first part of that grant. Vistaprint's Supervisory Board has adopted a resolution that Vistaprint shall not grant any additional long-term incentive awards to Mr. Keane until 2016.
- In a Form 4 filed on May 8, 2012, Mr. Keane reported acquiring share options to purchase an aggregate of 1,224,462 ordinary shares pursuant to Vistaprint's 2011 Equity Incentive Plan. However, Vistaprint subsequently determined that the portions of the share options to purchase shares in excess of 1,000,000 were not validly granted pursuant to such plan because they exceeded the limit described in footnote 2 above. Accordingly, the attempted grant of these excess shares was ineffective, and they were never granted to Mr. Keane. Mr. Keane is filing this amendment to correct the number of shares pursuant to the options.
- The share options vest 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 options vest 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.
- In addition to the vesting restrictions referred to in footnote 4 above, these share options are exercisable only on days when the high price per share of Vistaprint's ordinary shares on NASDAQ equals or exceeds \$75.00.
- The reporting person and/or his spouse are beneficiaries of this trust.

Remarks:

/s/Kathryn L. Leach, as attorney-in-fact for Robert S. Keane 08/02/2012

** 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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