

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

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1. Name and Address of Reporting Person* <u>Keane Robert S</u> (Last) (First) (Middle) <u>VISTAPRINT,</u> <u>95 HAYDEN AVENUE</u> (Street) <u>LEXINGTON MA 02421</u> (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>CEO, President / Chairman of Management Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/07/2012</u>	
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	08/07/2012		M		548 ⁽¹⁾	A	\$0.00 ⁽²⁾	544,996 ⁽³⁾	I	By The Eastern Irrevocable Trust ⁽⁴⁾
Ordinary Shares	08/07/2012		F		206	D	\$37.95	544,790 ⁽³⁾	I	By The Eastern Irrevocable Trust ⁽⁴⁾
Ordinary Shares	08/07/2012		M		548 ⁽⁵⁾	A	\$0.00 ⁽²⁾	544,995 ⁽³⁾	I	By The Western Irrevocable Trust ⁽⁴⁾
Ordinary Shares	08/07/2012		F		206	D	\$37.95	544,789 ⁽³⁾	I	By The Western Irrevocable Trust ⁽⁴⁾
Ordinary Shares								524,375	I	By RHS Holdings, Inc.
Ordinary Shares								81,381	I	By Keane Family Foundation
Ordinary Shares								51,900	I	By Delaware 2001 Investment Trust
Ordinary Shares								472,200	I	By First Delaware 2003 Investment Trust
Ordinary Shares								472,200	I	By Second Delaware 2003 Investment Trust
Ordinary Shares								185,000	I	By Third Delaware 2011 Investment Trust

**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				
Restricted Share Units (right to acquire)	\$0.00 ⁽²⁾	08/07/2012		M			548	05/07/2010 ⁽⁶⁾	05/07/2013	Ordinary Shares	548	\$0.00	1,643	I	By The Eastern Irrevocable Trust ⁽⁴⁾
Restricted Share Units (right to acquire)	\$0.00 ⁽²⁾	08/07/2012		M			548	05/07/2010 ⁽⁶⁾	05/07/2013	Ordinary Shares	548	\$0.00	1,643	I	By The Western Irrevocable Trust ⁽⁴⁾

Explanation of Responses:

- 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 8,762 shares vests over a four year period: 25% on May 7, 2010 and 6.25% per quarter thereafter.
- Each restricted share unit represents the Company's commitment to issue one ordinary share.
- Includes 524,375 shares held by RHS Holdings Incorporated, of which The Eastern Irrevocable Trust and The Western Irrevocable Trust are the sole shareholders.
- The reporting person and/or his spouse are beneficiaries of this trust.
- 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 8,761 shares vests over a four year period: 25% on May 7, 2010 and 6.25% per quarter thereafter.
- These RSUs vest over a four year period: 25% of the original number of shares vest on the Exercisable Date shown in Table II and 6.25% vest per quarter thereafter.

Remarks:

/s/Kathryn L. Leach, as
attorney-in-fact for Robert S. Keane 08/09/2012

** 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.

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.