

As filed with the Securities and Exchange Commission on May 1, 2025

Registration No. 333-

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**Cimpress plc**

(Exact Name of Registrant as Specified in Its Charter)

**Ireland**

(State or Other Jurisdiction of Incorporation or Organization)

**98-0417483**

(I.R.S. Employer Identification No.)

**First Floor Building 3,  
Finnabair Business and Technology Park  
Dundalk, Co. Louth  
Ireland**

(Address of Principal Executive Offices)

**A91 XR61**

(Zip Code)

**2020 Equity Incentive Plan**

(Full Title of the Plan)

**Matthew F. Walsh**

**Senior Vice President, General Counsel and Secretary**

**Cimpress USA Incorporated**

**275 Wyman Street**

**Waltham, MA 02451**

(Name and Address of Agent For Service)

**+1 (781) 652-6300**

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**REGISTRATION OF ADDITIONAL SECURITIES  
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 is filed pursuant to General Instruction E of Form S-8 for the purposes of registering the offer and sale of an additional 2,000,000 ordinary shares, nominal value per share of €0.01, of the registrant to be issued pursuant to the registrant's 2020 Equity Incentive Plan (the "Plan").

This Registration Statement on Form S-8 incorporates by reference (a) the contents of the registrant's Registration Statement on Form S-8 (File No. 333-251176) filed with the Securities and Exchange Commission on December 7, 2020 relating to the Plan, except for Item 8. Exhibits, and (b) the contents of the registrant's Registration Statement on Form S-8 (File No. 333-268689) filed with the Securities and Exchange Commission on December 6, 2022 relating to the Plan, except for Item 8. Exhibits. The securities registered by this Registration Statement are of the same class as the other securities for which the previous Registration Statements were filed.

**Item 8. Exhibits.**

<u>Number</u>	<u>Description</u>
4.1	<a href="#"><u>Constitution of Cimpress plc is incorporated by reference to Annex B to Cimpress' definitive proxy statement on Schedule 14A filed with the SEC on September 27, 2019</u></a>
5.1	<a href="#"><u>Opinion of Matheson</u></a>
23.1	<a href="#"><u>Consent of Matheson (included in Exhibit 5.1)</u></a>
23.2	<a href="#"><u>Consent of PricewaterhouseCoopers LLP</u></a>
24	<a href="#"><u>Power of attorney (included on the signature pages of this registration statement)</u></a>
99.1	<a href="#"><u>2020 Equity Incentive Plan, as amended, is incorporated by reference to Cimpress' Current Report on Form 8-K filed with the SEC on November 25, 2024</u></a>
107	<a href="#"><u>Calculation of Filing Fee Table</u></a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Waltham, Massachusetts, USA on May 1, 2025.

Cimpress plc

By: /s/Robert S. Keane  
Robert S. Keane  
Chairman, Chief Executive Officer and Director

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Cimpress plc, hereby severally constitute and appoint Sean E. Quinn, Matthew F. Walsh, and Robert A. Johnson Jr., and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Cimpress plc to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/Robert S. Keane</u> Robert S. Keane	Chairman, Chief Executive Officer and Director (Principal executive officer)	May 1, 2025
<u>/s/Sean E. Quinn</u> Sean E. Quinn	Executive Vice President and Chief Financial Officer (Principal financial and accounting officer)	May 1, 2025
<u>/s/Sophie A. Gasperment</u> Sophie A. Gasperment	Director	May 1, 2025
<u>/s/Dessislava Temperley</u> Dessislava Temperley	Director	May 1, 2025
<u>/s/Scott J. Vassalluzzo</u> Scott J. Vassalluzzo	Director	May 1, 2025

## Calculation of Filing Fee Table

**Form S-8**  
(Form Type)

**Cimpress plc**  
(Exact Name of Registrant as Specified in its Charter)

**Table 1: Newly Registered Securities**

<i>Security Type</i>	<i>Security Class Title</i>	<i>Fee Calculation Rule</i>	<i>Amount Registered(1)</i>	<i>Proposed Maximum Offering Price Per Share(2)</i>	<i>Maximum Aggregate Offering Price(2)</i>	<i>Fee Rate</i>	<i>Amount of Registration Fee</i>
Equity	Ordinary shares, Euro 0.01 nominal value per share	Rules 457(c) and 457(h)	2,000,000 shares	\$41.66	\$83,320,000	0.0001531	\$12,756.29
<i>Total Offering Amounts</i>					\$83,320,000		\$12,756.29
<i>Total Fee Offsets</i>							\$—
<i>Net Fee Due</i>							\$12,756.29

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, the number of Cimpress plc's ordinary shares registered hereunder will be adjusted in the event of stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of Cimpress plc's ordinary shares as reported on the Nasdaq Global Select Market on April 30, 2025, which date is within five business days prior to the filing of this Registration Statement.

Matheson LLP  
Solicitors  
70 Sir John Rogerson's Quay  
Dublin 2 Ireland  
D02 R296



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W www.matheson.com DX 2 Dublin

Cimpress plc  
First Floor Building 3  
Finnabair Business and Technology Park  
Dundalk  
County Louth  
Ireland

Our ref  
FBO/667098.14

1 May 2025

Dear Addressee

## Registration Statement on Form S-8 of Cimpress plc

### Introduction

We act as Irish legal advisers to Cimpress plc, a public limited company incorporated under the laws of Ireland with company number 607465 (the "**Company**"), which has asked us to give this Opinion as to certain matters of Irish law in connection with the filing by the Company on the date hereof of a registration statement on Form S-8 (the "**Registration Statement**") under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") with the U.S. Securities and Exchange Commission (the "**Commission**").

Pursuant to the Registration Statement, the Company proposes to register an additional 2,000,000 ordinary shares of €0.01 each (nominal value) in the capital of the Company (such number of ordinary shares, being the "**Additional Plan Shares**") that may be issued under the Company's 2020 Equity Incentive Plan adopted on 25 November 2020, as amended by Amendment No. 1 on 16 November 2022 ("**Amendment No. 1**") and by Amendment No. 2 on 20 November 2024 ("**Amendment No. 2**") (such plan, as so amended, the "**2020 Plan**"). The Additional Plan Shares represent an increase, made pursuant to Amendment No. 2, in the number of ordinary shares that may be issued under the 2020 Plan.

### Basis of Opinion

For the purpose of giving this Opinion, we have examined the documents (including the corporate certificate), and have conducted the searches, listed in Schedule 1 (*Documents and Searches*) to this Opinion, together with such other materials as we have considered necessary or relevant as a basis for the opinions contained herein.

This Opinion is strictly limited to the matters expressly stated under the heading "Opinions", below, and is not to be read as extending, by implication or otherwise, to any other matter. In particular, this Opinion

Managing Partner: Michael Jackson - Chairperson: Patrick Spicer - Partners: Ruth Hunter, Tara Doyle, Anne-Marie Bohan, Turlough Galvin, George Brady, Joseph Beasheal, Dualta Counihan, Deirdre Dunne, Fergus Bolster, Christian Donagh, Bryan Dunne, Shane Hogan, Nicola Dunleavy, Julie Murphy-O'Connor, Mark O'Sullivan, Brian Doran, John Gill, Joe Duffy, Pat English, Shay Lydon, Aidan Fahy, Niamh Counihan, Gerry Thornton, Liam Collins, Darren Maher, Michael Byrne, Philip Lovegrove, Rebecca Ryan, Catherine O'Meara, Elizabeth Grace, Alan Keating, Alma Campion, Brendan Colgan, Garret Farrelly, Rhona Henry, April McClements, Gráinne Dever, Rory McPhillips, Michelle Ridge, Sally-Anne Stone, Matthew Broadstock, Emma Doherty, Leonie Dunne, Stuart Kennedy, Brian McCloskey, Madeline McDonnell, Barry O'Connor, Karen Reynolds, Kevin Smith, Barry McGettrick, Kate McKenna, Donal O'Byrne, David O'Mahony, Russell Rochford, Gráinne Callanan, Geraldine Carr, Brian Doohan, Yvonne McWeeney, Mairéad Ní Ghabháin, Vahan Tchakian, Kieran Trant, Deirdre Crowley, Philip Tully, David Jones, Susanne McMenamin, David Fitzgibbon, Cillian O'Boyle, Angela Brennan, Louise Dobbyn, Catriona Cole, Paul Carroll, Caroline Austin, Sandra Lord, Caroline Kearns, Davinia Brennan, Tomás Bailey, Ailbhe Dennehy, William Foot, Kevin Gahan, Anthony Gaskin, Sarah Jayne Hanna, Elaine Long, Vincent McConnon, Justine Sayers, Calum Warren, Carlo Salizzo, Karen Sheil, Niall Collins, Niamh Mulholland, Mairéad Dale, Aisling Kavanagh, Alan Bunbury, Conor Blennerhassett, Dara Higgins, Enda Garvey, Eunan Hession, Grainne Boyle, Hilda Wrixon, Ian O'Mara, Michelle Daly, Orlaith Finan, Robert Barrett, Robert Maloney-Derham, Lorcan Keenan, Rory Mullarkey, Susan Carroll Chrysostomou, Connor Cassidy, Raphael Clancy, John Coary, Ruadhán Kenny, Alice Duffy, Muireann Hernon, Owen Collins, Aishlín Gannon, Maeve Lochrie, Seona O'Donnellan, Sarah O'Meara, Simon Shinkwin, Lisa Tait, Gearoid Murphy.  
Tax Principal: Catherine Galvin - Consultants: Robert O'Shea, Sharon Daly, Tony O'Grady, John Ryan, Patrick Molloy. General Counsel: Dermot Powell.

Dublin Cork London New York Palo Alto San Francisco

[www.matheson.com](http://www.matheson.com)

does not deal with any tax matter or the tax consequences of any matter referred to in this Opinion, in the documents or other materials examined by us for the purposes of giving this Opinion, or otherwise. We express no opinion, and make no representation or warranty, as to any matter of fact.

We have not investigated or verified any of the facts or assumptions, or the reasonableness of any assumptions, statements or opinions contained or represented by any person in the documents or other materials examined by us for the purposes of giving this Opinion, nor have we attempted to determine if any relevant facts have been omitted from such documents or materials.

This Opinion is given with respect to the laws of Ireland in effect on the date hereof and is based on legislation published and cases fully reported before that date and our knowledge of the facts relevant to the opinions contained herein. For the avoidance of doubt, Ireland does not include Northern Ireland, and references to the laws of Ireland do not include the laws in force in Northern Ireland.

We have made no investigations of, and we express no opinion on, the laws of any jurisdiction other than Ireland, or the effect thereof. We have assumed, without enquiry, that there is nothing in the laws of any jurisdiction other than Ireland which would, or might, affect the opinions contained herein, and that, insofar as the laws of any jurisdiction other than Ireland are relevant, such laws have been, or will be, complied with.

This Opinion is expressed as of the date hereof and we assume no obligation to update the opinions contained herein.

## Opinions

Based upon, and subject to, the foregoing and to the assumptions, qualifications and limitations set out in Schedule 2 (*Assumptions*), Schedule 3 (*Qualifications*) and elsewhere in this Opinion, we are of the opinion that:

1. the Company is a public limited company, duly incorporated and validly existing under the laws of Ireland; and
2. the Additional Plan Shares, when allotted and issued in accordance with the terms and conditions of the 2020 Plan against receipt by the Company of the full consideration payable therefor, will, upon the entry of the name(s) of the relevant allottee(s) in the register of members of the Company as the registered holder(s) thereof (in each case credited as fully paid-up), be validly issued, fully paid-up and non-assessable ("**non-assessable**" is a phrase which has no defined meaning under Irish law, but, for the purposes of this Opinion, shall mean the registered holders of such Additional Plan Shares are not subject, solely by virtue of their shareholdings, to calls for additional payments of capital on such shares). As a matter of Irish law, a share in an Irish incorporated company is only issued when it has been entered in the register of members of that company.

## Reliance

This Opinion is furnished to you and the persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act strictly for use in connection with the Registration Statement and may not be relied upon by any other person without our prior written consent.

**Consent**

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Registration Statement and to the reference to Matheson LLP therein. In giving such consent, we do not admit that we are included in the category of persons whose consent is required under section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder.

**Governing Law**

This Opinion and the opinions contained herein are governed by, and construed in accordance with, the laws of Ireland.

Yours sincerely

*/s/ Matheson LLP*

**MATHESON LLP**

## Schedule 1

### Documents and Searches

For the purposes of giving this Opinion, we have examined the documents (including the corporate certificate) and have conducted the searches listed below.

1. The final form of the Registration Statement to which this Opinion is to be filed as an exhibit.
2. A copy of the 2020 Plan (including Amendment No. 1 and Amendment No. 2, adopted on 16 November 2022 and 20 November 2024, respectively), attached as an exhibit to the Company's current report on Form 8-K filed with the Commission on 25 November 2024.
3. A copy of the Company's 2024 definitive proxy statement on Schedule 14A filed with the Commission on 9 October 2024.
4. A corporate certificate issued by the secretary of the Company dated the date of this Opinion:
  - (a) attaching a copy of each of the following documents certified as being true, complete and correct by the secretary:
    - (i) the Company's certificate of incorporation dated 5 July 2017, certificate of incorporation on change of name dated 13 August 2019 and certificate of incorporation on re-registration as a public limited company dated 18 November 2019 (the "**Certificates of Incorporation**");
    - (ii) the memorandum of association of the Company adopted by special resolution of the Company passed on 12 November 2019 (the "**Memorandum of Association**") and the articles of association of the Company adopted by special resolution of the Company passed on 21 November 2019 (the "**Articles of Association**", and together with the Certificates of incorporation and the Memorandum of Association, the "**Constitutional Documents**");
    - (iii) written resolutions of all the directors of the Company passed on 9 September 2024, pursuant to which the directors resolved, among other matters, to approve Amendment No. 2 to the 2020 Plan (the "**Written Board Resolutions**"); and
    - (iv) the minutes of the 2024 annual general meeting of the Company held on 20 November 2024, at which the members of the Company resolved, among other matters, to approve Amendment No. 2 to the 2020 Plan (the "**2024 AGM Minutes**"); and
  - (b) certifying certain other matters, as set out therein, on which we have relied for the purpose of this Opinion.
5. Searches carried out by independent law researchers on our behalf against the Company on 30 April 2025: (a) in the Register of Winding-up Petitions maintained at the Central Office of the High Court of Ireland; (b) in the Judgments' Office of the Central Office of the High Court of Ireland; and (c) on the file of the Company maintained by the Registrar of Companies at the Irish Companies Registration Office (the "**Companies Registration Office**") (the "**Searches**").

## Schedule 2

### Assumptions

The opinions contained herein are given on the basis of the assumptions set out in this Schedule.

1. All signatures (including, for the avoidance of doubt, electronic signatures), initials, seals and stamps contained in, or on, any document examined by us are genuine.
2. All documents provided to us as originals are authentic and complete and all documents provided to us as copies (including, without limitation, any document provided to us as a .pdf (or any other format) attachment to an email) are complete and conform to the originals of such documents, and the originals of such documents are authentic and complete with all requisite seals and stamps affixed.
3. The contents of the documents (including the corporate certificate), the Searches and any other materials examined by us for the purposes of this Opinion are true and accurate as to factual matters, but we have made no independent investigation regarding such factual matters.
4. There have been no amendments to the Constitutional Documents.
5. The Written Board Resolutions have not, since their date of adoption, been amended, superseded or rescinded, and are in full force and effect.
6. The members' resolutions documented in the 2024 AGM Minutes were passed at a properly constituted, convened and quorate meeting, and such resolutions have not, since their date of adoption, been amended or rescinded, and are in full force and effect.
7. All Additional Plan Shares will be allotted and issued, and all rights to subscribe for, to receive or to convert any security into, Additional Plan Shares ("**Rights**") will be granted, in accordance with the terms and conditions of the 2020 Plan.
8. No Additional Plan Shares will be allotted and issued and no Rights will be granted under the 2020 Plan other than pursuant to a resolution of the board of directors of the Company, a committee or sub-committee of the board of directors of the Company to whom the board has delegated due authority or one or more officers of the Company to whom the board has delegated due authority.
9. All Additional Plan Shares will be allotted and issued and all Rights will be granted under the 2020 Plan in good faith in the interests of the Company for the benefit of its members as a whole and for its legitimate business purposes.
10. The Company will have received the full consideration payable for any Additional Plan Shares prior to, or simultaneous with, their allotment and issue, and no Additional Plan Share will be allotted and issued for consideration that is less than its nominal value.
11. No Additional Plan Share will be allotted and issued for consideration that: (a) consists of an undertaking given by any person that he, she or another should do work or perform services for the Company or any other person; (b) includes an undertaking which is to be or may be performed more than five years after the date of the allotment; or (c) is not considered good or adequate at law.

12. No Additional Plan Share will be allotted or issued fully or partly paid-up otherwise than in cash unless the provisions of sections 1028 to 1030 of the Companies Act 2014 of Ireland, as amended (the “**Companies Act**”) (which require an independent valuation of the non-cash consideration to be prepared by an expert and circulated to the proposed allottee(s)), are complied with in full.
13. At the time of the allotment and issue of any Additional Plan Shares, the Company will have a sufficient number of unissued ordinary shares in its authorised share capital, being at least equal to the number of Additional Plan Shares to be allotted and issued.
14. At the time of the allotment and issue of any Additional Plan Shares or, if earlier, the granting of any Rights, to the extent required: (a) the directors of the Company will, in accordance with section 1021 of the Companies Act, have been either specifically or generally authorised by the members of the Company to allot a sufficient number of “relevant securities” (within the meaning of that section), being at least equal to the number of Additional Plan Shares the subject of such allotment and issuance or Rights; and (b) the directors of the Company will, in accordance with section 1023 of the Companies Act, have been either specifically or generally empowered by the members of the Company to allot and issue such Additional Plan Shares or grant such Rights in respect thereof as if section 1022(1) of the Companies Act did not apply to such allotment and issuance or the granting of such Rights.
15. The Company will not give any financial assistance, as contemplated by sections 82 and 1043 of the Companies Act for the purpose of the acquisition of any Additional Plan Shares pursuant to the 2020 Plan, save as permitted by, or pursuant to an exemption from the application of, the said sections 82 and 1043.
16. Each person to whom Additional Plan Shares are allotted and issued under the 2020 Plan will have the due and requisite capacity (and, if relevant, will have taken all necessary corporate action to be authorised) to be allotted and issued Additional Plan Shares (including upon the exercise or vesting of Rights) and to be registered in the register of members of the Company as the holder thereof.
17. To the extent any Additional Plan Shares to be allotted and issued pursuant to the 2020 Plan are proposed to be issued directly to Cede & Co., as the nominee of The Depository Trust Company (“**DTC**”), the Company will have satisfied all requirements of DTC for acceptance of the Additional Plan Shares as eligible for its depository and book entry transfer services.
18. The 2020 Plan and the transactions contemplated thereby and transfers and payments to be made thereunder are not and will not be affected or prohibited by any financial restrictions or sanctions imposed by the United Nations, the European Union or Ireland or which arise under any human rights, anti-terrorism, anti-corruption, anti-money laundering or exchange control laws and regulations of the European Union or Ireland, including, without limitation, any arising from orders made under the Financial Transfers Act 1992 of Ireland, the Criminal Justice (Terrorist Offences) Acts 2005 and 2015 of Ireland or the Criminal Justice (Money Laundering and Terrorist Financing) Acts 2010 to 2021 of Ireland.
19. The information disclosed by the Searches was accurate and complete as of the date the Searches were made and has not been altered, the Searches did not fail to disclose any information which had been delivered for registration but which did not appear from the information available at the time the Searches were made or which ought to have been delivered

for registration at that time but had not been so delivered and no additional matters would have been disclosed by additional searches being carried out since that time.

20. At the time of the allotment and issue of any Additional Plan Shares or, if earlier, the granting of any Rights, the Company will not have passed a voluntary winding-up resolution or a resolution to place the Company under court protection or to appoint a process adviser, and no petition will have been presented to, or order will have been made by, a court for the winding-up of the Company or to place the Company under court protection or for the appointment of a process adviser.

### Schedule 3

#### Qualifications

The opinions contained herein are given subject to the qualifications set out in this Schedule

1. A search in the Companies Registration Office will not reveal whether a petition has been presented to the Irish courts for the appointment of a liquidator or an examiner.
2. A search of the Register of Winding-up Petitions should reveal the existence of a petition for the appointment of a liquidator or an examiner but there may be a time lag between presentation and entry of particulars of the petition on the Register of Winding-up Petitions and accordingly a search of the Register of Winding-up Petitions may fail to reveal that any such petition has been presented. Furthermore in the case of certain smaller companies a petition for the appointment of an examiner may be presented to the Circuit Court and a search of the Register of Winding-up Petitions will not reveal the existence of such a petition.
3. A search in the Companies Registration Office should reveal the appointment of a liquidator, examiner, process adviser or receiver (whether by the Irish courts or, in the case of a liquidator, process adviser or a receiver, out of court). However, similarly there may be a time lag between the appointment and the filing of particulars of the appointment and accordingly a search in the Companies Registration Office may fail to reveal any such appointment.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Cimpress plc of our report dated August 9, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Cimpress plc's Annual Report on Form 10-K for the year ended June 30, 2024.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
May 1, 2025