SEC Form 4

FORM 4

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

OMB APPROVAL

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 OWNERSHI
	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 Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person [*] <u>de Cesare Paolo</u> (Last) (First) (Middle) C/O CIMPRESS, 275 WYMAN STREET			2. Issuer Name and Ticker or Trading Symbol <u>CIMPRESS N.V.</u> [CMPR]		tionship of Reporting Pe all applicable) Director	erson(s) to Issuer 10% Owner				
			3. Date of Earliest Transaction (Month/Day/Year) 11/15/2017		Officer (give title below)	Other (specify below)				
(Street) WALTHAM (City)	Street) WALTHAM MA 02451		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

	1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership	
				Code	v	Amount	(A) or (D)	Price	Reported 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)

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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 E		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				
Performance Share Units	\$87.12 ⁽¹⁾	11/15/2017		A		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 2. Each performance share unit (PSO) represents a right to receive between o and 2.5 Compress ordinary shares upon the satisfaction of the SYMAC states with the CAGR 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 Paolo De Cesare

11/17/2017

** 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.

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