

**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)	
		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			

**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 <sup>(1)</sup>	05/04/2012		A		612,231 <sup>(2)</sup>		05/04/2013 <sup>(3)(4)</sup>	05/04/2020	Ordinary Shares	612,231	\$0.00	612,231	I	By The Eastern Irrevocable Trust <sup>(5)</sup>
Share Option (right to buy)	\$50 <sup>(1)</sup>	05/04/2012		A		612,231 <sup>(2)</sup>		05/04/2013 <sup>(3)(4)</sup>	05/04/2020	Ordinary Shares	612,231	\$0.00	612,231	I	By The Western Irrevocable Trust <sup>(5)</sup>

**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 is intended to equal approximately the total value of all long-term incentive awards (including but not limited to long-term cash incentive awards or equity awards) that Vistaprint would have granted to the reporting person over a four-year period in the absence of these share option grants. As a result, Vistaprint's Supervisory Board has adopted a resolution stating that Vistaprint shall not grant any additional long-term incentive awards to the reporting person until 2016.
- 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 3 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 05/08/2012

\*\* 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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