

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>RUOTOLO NICHOLAS</u> (Last) (First) (Middle) C/O 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) President, Vistaprint Europe / Member of Management Board
	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2012	
	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			
Ordinary Shares	06/30/2012		M		1,978 ⁽¹⁾	A	\$0.00 ⁽²⁾	29,031	D	
Ordinary Shares	06/30/2012		M		5,388 ⁽¹⁾	A	\$0.00 ⁽²⁾	34,419	D	
Ordinary Shares	06/30/2012		M		6,582 ⁽¹⁾	A	\$0.00 ⁽²⁾	41,001	D	
Ordinary Shares	06/30/2012		M		6,247 ⁽¹⁾	A	\$0.00 ⁽²⁾	47,248	D	
Ordinary Shares	06/30/2012		F		7,652	D	\$32.3	39,596	D	

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
Restricted Share Units (right to acquire)	\$0.00 ⁽²⁾	06/30/2012		M		1,978		07/01/2010 ⁽³⁾	07/01/2013	Ordinary Shares	1,978	\$0.00	0	D	
Restricted Share Units (right to acquire)	\$0.00 ⁽²⁾	06/30/2012		M		5,388		07/01/2011 ⁽³⁾	07/01/2014	Ordinary Shares	5,388	\$0.00	0 ⁽⁴⁾	D	
Restricted Share Units (right to acquire)	\$0.00 ⁽²⁾	06/30/2012		M		6,582		11/22/2011 ⁽³⁾	11/22/2014	Ordinary Shares	6,582	\$0.00	0 ⁽⁴⁾	D	
Restricted Share Units (right to acquire)	\$0.00 ⁽²⁾	06/30/2012		M		6,247		05/05/2012 ⁽³⁾	05/05/2015	Ordinary Shares	6,247	\$0.00	0 ⁽⁴⁾	D	

Explanation of Responses:

- The vesting for this grant of restricted stock units was accelerated.
- Each restricted share unit ("RSU") represents Vistaprint's commitment to issue one ordinary share when the RSU vests.
- These RSU's 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.
- The remaining RSUs were cancelled.

Remarks:

/s/Kathryn L. Leach, as attorney-in-fact for Nicholas Ruotolo 07/03/2012

** 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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