

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VistaPrint Limited

(Exact Name of Registrant as Specified in Its Charter)

Bermuda
(State or Other Jurisdiction of
Incorporation or Organization)

98-0417483
(I.R.S. Employer
Identification No.)

Canon's Court
22 Victoria Street
Hamilton, HM12
Bermuda
(Address of Principal Executive Offices)

2005 Equity Incentive Plan
(Full Title of the Plan)

Dean J. Breda
Vice President and General Counsel
VistaPrint USA, Incorporated
100 Hayden Ave.
Lexington, Massachusetts 02421
(Name and Address of Agent For Service)

(781) 890-8434
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Shares, \$0.001 par value per share	500,000 shares	\$30.435	\$15,217,500	\$1,629

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act of 1933, as amended, on the basis of \$30.435, the average of the high and low sale prices of the Registrant's common shares on the Nasdaq National Market on May 1, 2006.

REGISTRATION OF ADDITIONAL SECURITIES

PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement registers additional common shares, \$.001 par value per share, of the registrant to be issued pursuant to the registrant's 2005 Equity Incentive Plan. Accordingly, the contents of the previous Registration Statement on Form S-8 (File No. 333-129912) filed by the registrant with the Securities and Exchange Commission ("SEC") on November 23, 2005 (the "Previous Form S-8"), including periodic reports that the registrant filed after the Previous Form S-8 to maintain current information about it, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The reports the registrant has most recently filed with the SEC are listed below:

- (a) Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2006 filed with the SEC on April 27, 2006.
- (b) Current Report on Form 8-K filed with the SEC on April 26, 2006.
- (c) Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2005 filed with the SEC on February 8, 2006.
- (d) Current Report on Form 8-K filed with the SEC on January 24, 2006.
- (e) Current Report on Form 8-K filed with the SEC on December 15, 2005.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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 Lexington, Massachusetts, on this 3rd day of May, 2006.

VISTAPRINT LIMITED

By: /s/ Robert S. Keane

Robert S. Keane
President and Chief Executive Officer

SIGNATURES

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	President, Chief Executive Officer and Director (Principal Executive Officer)	May 3, 2006
<u>/s/ Paul C. Flanagan</u> Paul C. Flanagan	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 3, 2006
<u>*</u> Daniel Ciporin	Director	May 3, 2006
<u>*</u> Fergal Mullen	Director	May 3, 2006
<u>*</u> George M. Overholser	Director	May 3, 2006
<u>*</u> Louis Page	Director	May 3, 2006
<u>*</u> Richard T. Riley	Director	May 3, 2006
<u>* By: /s/ Dean J. Breda</u> Dean J. Breda Attorney-In-Fact		

INDEX TO EXHIBITS

Number	Description
5.1	Opinion of Appleby Hunter Spurling, counsel to the Registrant
23.1	Consent of Appleby Hunter Spurling (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
24(1)	Powers of attorney
(1)	Previously filed with the Securities and Exchange Commission as Exhibit 24 to the Registrant's Registration Statement on Form S-8 (File No. 333-129912) and incorporated herein by reference.

e-mail:

adfagundo@applebyglobal.com

VistaPrint Limited

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

direct dial:

Tel 441 298 3549

Fax 441 298 3461

your ref:

appleby ref:

ADF/fm/126742.25

Dear Sirs

4 April, 2006

Vista Print Limited (the "Company")

Bermuda Office
Canon's Court
22 Victoria Street
PO Box HM 1179
Hamilton HM 12
Bermuda
Tel 441 295 2244
Fax 441 292 8666
applebyglobal.com

We have acted as legal counsel to the Company in Bermuda in connection with the filing by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a Registration Statement on Form S-8 in relation to the registration of 500,000 common shares of par value US\$0.001 each (the "Shares") in the share capital of the Company (the "Registration Statement") which Shares have been reserved for issuance under the 2005 Equity Incentive Plan (the "Plan").

For the purposes of this opinion we have examined and relied upon the documents listed, and in some cases defined, in the Schedule to this opinion (the "Documents"). Unless otherwise defined herein, capitalised terms have the meanings assigned to them in the Plan.

Assumptions

In stating our opinion we have assumed:

- (a) the authenticity, accuracy and completeness of all Documents and other documentation examined by us submitted to us as originals and the conformity to authentic original documents of all Documents and other such documentation submitted to us as certified, conformed, notarised, faxed or photostatic copies;
- (b) that each of the Documents and other such documentation which was received by electronic means is complete, intact and in conformity with the transmission as sent;
- (c) the genuineness of all signatures on the Documents;

Bermuda
British Virgin Islands
Cayman Islands
Hong Kong
London

- (d) the authority, capacity and power of each of the persons signing the Documents (other than the Company in respect of the Plan);
- (e) that any representation, warranty or statement of fact or law, other than as to the laws of Bermuda, made in any of the Documents is true, accurate and complete;
- (f) that the Participant to whom the Awards are made has the capacity, power and authority to accept such Awards;
- (g) that there are no provisions of the laws or regulations of any jurisdiction other than Bermuda which would be contravened by the Plan or the issue of the Awards which would have any implication in relation to the opinion expressed herein and that, in so far as any obligation under, or action to be taken under, the Plan are required to be performed or taken in any jurisdiction outside Bermuda, the performance of such obligation or the taking of such action will constitute a valid and binding obligation of each of the parties thereto under the laws of that jurisdiction and will not be illegal by virtue of the laws of that jurisdiction;
- (h) that the Resolutions are in full force and effect, have not been rescinded, either in whole or in part, and accurately record the resolutions passed by the Board of Directors of the Company and Shareholders in meetings which were duly convened and at which a duly constituted quorum was present and voting throughout or adopted by all of the Directors or Shareholders as unanimous written resolutions of the Directors or Shareholders and that there is no matter affecting the authority of the Directors to effect entry by the Company into the Plans, not disclosed by the Constitutional Documents or the Resolutions, which would have any adverse implication in relation to the opinions expressed herein;
- (i) that the Company has entered into its obligations under the Plan in good faith for the purpose of carrying on its business and that, at the time it did so, there were reasonable grounds for believing that the transactions contemplated by the Plan would benefit the Company;
- (j) that the Company will continue to have sufficient authorised common shares of par value US\$0.001 each to satisfy the requirements of the Plan;
- (k) that when the Shares are issued in accordance with the terms of the Plan, the issue price (in whatever form) will not be less than the par value of the Shares;

- (l) that at the time of issue of any Awards, or of any Shares pursuant to the exercise of any Awards, the Committee, if issuing the Awards or Shares, remains a duly constituted committee of the Board of Directors of the Company having the same powers and authorities as it has at the date of this opinion;
- (m) that at the time of issue of any Awards, or any Shares pursuant to the exercise of any Awards, any Board Designee, if issuing the Awards or Shares, remains duly authorised by the Board of Directors of the Company and has the same powers and authorities as they have at the date of this opinion;
- (n) that the approval of the issue of any Awards and of any Shares under the Awards pursuant to the Plan, made by the Committee, is made at a duly convened and quorate meeting of the Committee in a manner complying with the terms of its constitution therein in force and the Constitutional Documents and within the authority then given to the Committee by the Board of Directors of the Company; and
- (o) that when executed, any documents (including any Resolutions) presented to us in draft form will not differ in any material respect from the drafts we have examined for the purposes of this opinion.

Opinion

Based upon and subject to the foregoing and subject to the reservations set out below and to any matters not disclosed to us, we are of the opinion that when duly issued and paid for pursuant to and in accordance with the terms of the Plan, the Resolutions, and the Registration Statement, the Shares will be validly issued, fully paid, non-assessable shares of the Company.

Reservations

We have the following reservations:

- (a) We express no opinion as to any law other than Bermuda law and none of the opinions expressed herein relates to compliance with or matters governed by the laws of any jurisdiction except Bermuda. This opinion is limited to Bermuda law as applied by the Courts of Bermuda at the date hereof.

- (b) Any reference in this opinion to the Shares being “non-assessable” shall mean, in relation to fully-paid shares of the Company and subject to any contrary provision in any agreement in writing between the Company and the holder of shares, that no shareholder shall be obliged to contribute further amounts to the capital of the Company, either in order to complete payment for their shares, to satisfy claims of creditors of the Company, or otherwise; and no shareholder shall be bound by an alteration of the Memorandum of Association or Bye-laws of the Company after the date on which he became a shareholder, if and so far as the alteration requires him to take, or subscribe for additional shares, or in any way increase his liability to contribute to the share capital of, or otherwise to pay money to the Company.
- (c) Where an obligation is to be performed in a jurisdiction other than Bermuda, the courts of Bermuda may refuse to enforce it to the extent that such performance would be illegal under the laws of, or contrary to public policy of, such other jurisdiction.
- (d) We express no opinion as to the validity, binding effect or enforceability of any provision incorporated into the Plan by reference to a law other than that of Bermuda, or as to the availability in Bermuda of remedies which are available in other jurisdictions.

Disclosure

This opinion is addressed to you in connection with the registration of the Shares with the Securities and Exchange Commission. We consent to the filing of this opinion as an exhibit to the Registration Statement.

Further, this opinion speaks as of its date and is strictly limited to the matters stated herein and we assume no obligation to review or update this opinion if applicable law or the existing facts or circumstances should change.

This opinion is governed by and is to be construed in accordance with Bermuda law. It is given on the basis that it will not give rise to any legal proceedings with respect thereto in any jurisdiction other than Bermuda.

Yours faithfully,

/s/ Appleby Spurling Hunter

SCHEDULE

1. A draft version of the Registration Statement on Form S-8, pursuant to which the Company will register 500,000 common shares of par value US\$0.001 each in the share capital of the Company excluding the exhibits and excluding the documents incorporated by reference as received by email from Dear Breda, Vista Print Limited on 27 March 2006 at 3.50 pm (Bermuda time).
2. Certified copies of the Certificate of Incorporation, Certificate of Amalgamation, four Certificates of Deposit of Memorandum of Increase of Share Capital, Memorandum of Association and Bye-Laws for the Company (collectively referred to as the "Constitutional Documents").
3. Copies of the following:
 - a) Unanimous written resolutions of the Board adopted on 29 April 2002;
 - b) Unanimous written resolutions of the Shareholder adopted on 29 April 2002;
 - c) Minutes of the meeting of the Board of Directors held on 29 July 2004;
 - d) Minutes of the meeting of the Board of Directors held on 20 August 2004;
 - e) Minutes of the General Meeting of the Shareholders held on 27 August 2004;
 - f) Minutes of the meeting of the Board of Directors held on 28 and 29 April 2005;
 - g) Minutes of the General Meeting of the Shareholders held on 17 May 2005;
 - h) Minutes of the meeting of the Board of Directors held on 29 July 2005;
 - i) Minutes of the Annual General Meeting of the Shareholders held on 31 August 2005; and
 - j) Draft Minutes of the meeting of the Board of Directors held on January 31 and February 1, 2006.(The documents referred to in 3(a)-(j) above are collectively referred to as the "Resolutions").
4. A certified copy of the Register of Directors and Officers in respect of the Company.

5. A draft of the 2005 Equity Incentive Plan.
6. The original permission letter from the Bermuda Monetary Authority dated 31 August 2005 consenting to the issue of the Shares and a copy of the notice to the public regarding the Exchange Control Act 1972 and the Exchange Control Regulations 1973 given by the Bermuda Monetary Authority dated 1 June 2005.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2005 Equity Incentive Plan of VistaPrint Limited of our report dated July 22, 2005, except for Note 13, as to which the date is August 15, 2005, with respect to the consolidated financial statements of VistaPrint Limited and to the reference to our firm under the captions "Experts" and "Selected Consolidated Financial Data" included in its Registration Statement (Form S-1 No. 333-125470) and related prospectus, which is incorporated by reference in the Registration Statement (Form S-8 No. 333-129912), filed with the Securities and Exchange Commission, and incorporated herein by reference.

/s/ Ernst & Young LLP

Boston, Massachusetts
May 1, 2006