

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>SMITH THOMAS W</u><br><br>(Last) (First) (Middle)<br>323 RAILROAD AVENUE<br><br>(Street)<br>GREENWICH CT 06830<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>VISTAPRINT N.V. [ VPRT ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><u>Member of Section 13(d) Group</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/19/2011</u>          |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**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     |   |  |   |
| Common Stock                    | 08/19/2011                           |  | P                              |   | 42,564  | A          | \$25.966  | 2,394,250   | I  | By Prescott Associates L.P. <sup>(1)</sup>                |
| Common Stock                    | 08/22/2011                           |  | P                              |   | 16,345  | A          | \$25.9315 | 2,410,595   | I  | By Prescott Associates L.P. <sup>(1)</sup>                |
| Common Stock                    |                                      |  |                                |   |   |            |           | 1,000,000   | D <sup>(2)</sup>   |   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 686,800   | I  | By Idoya Partners L.P. <sup>(3)</sup>                     |
| Common Stock                    |                                      |  |                                |   |   |            |           | 89,415  | I  | By Prescott International Partners L.P. <sup>(4)</sup>    |
| Common Stock                    |                                      |  |                                |   |   |            |           | 88,094  | I  | By Prescott Investors Profit Sharing Trust <sup>(5)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |           | 10,000  | I  | By Thomas W. Smith Foundation <sup>(6)</sup>              |
| Common Stock                    |                                      |  |                                |   |   |            |           | 24,000  | I  | By Thomas W. Smith Family Accounts <sup>(7)</sup>         |
| Common Stock                    |                                      |  |                                |   |   |            |           | 70,000  | I  | By Scott J. Vassaluzzo Family Accounts <sup>(8)</sup>     |

**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 |   |  |  |   |  |

1. Name and Address of Reporting Person\*

[SMITH THOMAS W](#)

(Last) (First) (Middle)

323 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VASSALLUZZO SCOTT J](#)

(Last) (First) (Middle)

323 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Fischer Steven M](#)

(Last) (First) (Middle)

323 RAILROAD AVE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

1. These shares are owned directly by Prescott Associates L.P. ("Prescott Associates"), a private investment limited partnership, and indirectly by Messrs. Thomas W. Smith, Scott J. Vassalluzzo and Steven M. Fischer (the "Reporting Persons") as general partners of Prescott Associates. Each of the Reporting Persons disclaims beneficial ownership of these shares in excess of his pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for Prescott Associates is 323 Railroad Avenue, Greenwich, CT 06830.
2. These shares are owned directly by Thomas W. Smith.
3. These shares are owned directly by Idoya Partners L.P. ("Idoya"), a private investment limited partnership, and indirectly by the Reporting Persons as general partners of Idoya. Each of the Reporting Persons disclaims beneficial ownership of these shares in excess of his pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for Idoya is 323 Railroad Ave, Greenwich, CT 06830.
4. These shares are owned directly by Prescott International Partners L.P. ("PIP"), a private investment limited partnership, and indirectly by the Reporting Persons as general partners of PIP. Each of the Reporting Persons disclaims beneficial ownership of these shares in excess of his pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for PIP is 323 Railroad Avenue, Greenwich, CT 06830.
5. These shares are owned directly by the Prescott Investors Profit Sharing Trust (the "Trust") and indirectly by Messrs. Smith and Vassalluzzo as trustees of the Trust. Each of the Reporting Persons disclaims beneficial ownership of these shares in excess of his pecuniary interest under Rule 16a-8(b)(2)(ii). The address of the Trust is 323 Railroad Avenue, Greenwich, CT 06830.
6. These shares are owned directly by the Thomas W. Smith Foundation (the "Foundation") and indirectly by Mr. Smith as trustee of the Foundation. Each of the Reporting Persons disclaims beneficial ownership of these shares in excess of his pecuniary interest under 16a-8(b)(2)(ii). The address for the Foundation is 323 Railroad Avenue, Greenwich, CT 06830.
7. These shares are owned directly by investment accounts established for the benefit of certain family members of Mr. Smith. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and each of the Reporting Persons disclaim beneficial ownership of these shares except to the extent of his pecuniary interest therein.
8. These shares are owned directly by investment accounts established for the benefit of certain family members of Mr. Vassalluzzo. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and each of the Reporting Persons disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

[/s/ Thomas W. Smith](#) [08/23/2011](#)

[/s/ Scott J. Vassalluzzo](#) [08/23/2011](#)

[/s/ Steven M. Fischer](#) [08/23/2011](#)

\*\* 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.