

As filed with the Securities and Exchange Commission on December 6, 2022

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**CIMPRESS PLC**

(Exact Name of Registrant as Specified in Its Charter)

**Ireland**

(State or Other Jurisdiction of Incorporation or Organization)

**98-0417483**

(I.R.S. Employer Identification No.)

**Building D, Xerox Technology Park  
Dundalk, Co. Louth  
Ireland**

(Address of Principal Executive Offices)

**A91 H9N9**

(Zip Code)

**2020 Equity Incentive Plan**

(Full Title of the Plan)

**Kathryn Leach**

**Associate General Counsel and Assistant Secretary**

**Cimpress USA Incorporated**

**275 Wyman Street**

**Waltham, MA 02451**

(Name and Address of Agent For Service)

**+1 (781) 652-6300**

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E of Form S-8 for the purposes of registering the offer and sale of an additional 2,000,000 ordinary shares, nominal value per share of €0.01, of the registrant to be issued pursuant to the registrant's 2020 Equity Incentive Plan (the "Plan"). This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-251176) filed by the registrant with the Securities and Exchange Commission on December 7, 2020 relating to the Plan, except for Item 8. Exhibits.

### Item 8. Exhibits.

<u>Number</u>	<u>Description</u>
4.1	<a href="#"><u>Constitution of Cimpress plc is incorporated by reference to Annex B to Cimpress' definitive proxy statement on Schedule 14A filed with the SEC on September 27, 2019</u></a>
5.1	<a href="#"><u>Opinion of Matheson</u></a>
23.1	<a href="#"><u>Consent of Matheson (included in Exhibit 5.1)</u></a>
23.2	<a href="#"><u>Consent of PricewaterhouseCoopers LLP</u></a>
24	<a href="#"><u>Power of attorney (included on the signature pages of this registration statement)</u></a>
107	<a href="#"><u>Calculation of Filing Fee Table</u></a>

## 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 Waltham, Massachusetts, USA on December 6, 2022.

CIMPRESS PLC

By: /s/Robert S. Keane  
Robert S. Keane  
Chairman, Chief Executive Officer and Director

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Cimpres plc, hereby severally constitute and appoint Sean E. Quinn, Matthew F. Walsh, and Kathryn L. Leach, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Cimpres plc to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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	Chairman, Chief Executive Officer and Director (Principal executive officer)	December 6, 2022
<u>/s/Sean E. Quinn</u> Sean E. Quinn	Executive Vice President and Chief Financial Officer (Principal financial and accounting officer)	December 6, 2022
<u>/s/Sophie A. Gasperment</u> Sophie A. Gasperment	Director	December 6, 2022
<u>/s/Zachary S. Sternberg</u> Zachary S. Sternberg	Director	December 6, 2022
<u>/s/Dessislava Temperley</u> Dessislava Temperley	Director	December 6, 2022
<u>/s/Scott J. Vassalluzzo</u> Scott J. Vassalluzzo	Director	December 6, 2022

## Calculation of Filing Fee Table

**Form S-8**  
(Form Type)

**Cimpress plc**  
(Exact Name of Registrant as Specified in its Charter)

**Table 1: Newly Registered Securities**

<i>Security Type</i>	<i>Security Class Title</i>	<i>Fee Calculation Rule</i>	<i>Amount Registered(1)</i>	<i>Proposed Maximum Offering Price Per Share(2)</i>	<i>Maximum Aggregate Offering Price(2)</i>	<i>Fee Rate</i>	<i>Amount of Registration Fee</i>
Equity	Ordinary shares, €0.01 nominal value per share	Rules 457(c) and 457(h)	2,000,000 shares	\$31.36	\$62,720,000	\$0.0001102	\$6,912
<i>Total Offering Amounts</i>					\$62,720,000		\$6,912
<i>Total Fee Offsets</i>							\$—
<i>Net Fee Due</i>							\$6,912

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, the number of Cimpress plc's ordinary shares registered hereunder will be adjusted in the event of stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of Cimpress plc's ordinary shares as reported on the Nasdaq Global Select Market on December 1, 2022.

Cimpress plc  
Building D  
Xerox Technology Park  
Dublin Road  
Dundalk  
County Louth  
A91 H9N9  
Ireland

Our ref  
FBO/SCC 667098-14

6 December 2022

Dear Sir

### Registration Statement on Form S-8 of Cimpress plc

We are acting as Irish counsel to Cimpress plc, a public limited company incorporated under the laws of Ireland (company number 607465) (the "**Company**"), in connection with the filing by the Company, on the date hereof, of a registration statement on Form S-8 pursuant to the U.S. Securities Act of 1933, as amended (the "**Securities Act**") (the "**Registration Statement**"), to which this Opinion is an exhibit, with the U.S. Securities and Exchange Commission (the "**Commission**"), pursuant to which the Company will register, under the Securities Act, 2,000,000 additional ordinary shares of €0.01 (nominal value) in the capital of the Company (the "**Ordinary Shares**") that may become issuable under the Company's 2020 Equity Incentive Plan (the "**2020 Plan**"), pursuant to an increase in the number of Ordinary Shares reserved for issuance under the 2020 Plan (as approved by shareholders of the Company at its annual general meeting held on 16 November 2022).

In connection with this Opinion, we have reviewed the corporate resolutions, records and other documents and searches listed in Schedule 1 to this Opinion, together with such other resolutions, records and documents as we have deemed necessary as a basis for the opinions expressed below.

Based on the foregoing, and subject to the further assumptions, qualifications and limitations set out in this Opinion, we are of the opinion that the Ordinary Shares, when issued pursuant to the terms of the 2020 Plan (including any applicable and duly authorised award agreement under the 2020 Plan) and subject to receipt by the Company of the full consideration payable therefor, will be validly issued, fully paid and non-assessable ("**non-assessable**" is a phrase which has no defined meaning under Irish law, but, for the purposes of this Opinion, shall mean the registered holders of such Ordinary Shares are not subject to calls for additional payments on such shares).

Managing Partner: Michael Jackson - Chairperson: Tara Doyle - Partners: Sharon Daly, Ruth Hunter, Tony O'Grady, Anne-Marie Bohan, Patrick Spicer, Turlough Galvin, Patrick Molloy, George Brady, Robert O'Shea, Joseph Beashel, Dualta Counihan, Deirdre Dunne, Fergus Bolster, Christian Donagh, Bryan Dunne, Shane Hogan, Nicola Dunleavy, Julie Murphy-O'Connor, Mark O'Sullivan, Brian Doran, John Gill, Joe Duffy, Pat English, Shay Lydon, Aidan Fahy, Niamh Counihan, Gerry Thornton, Liam Collins, Darren Maher, Michael Byrne, Philip Lovegrove, Rebecca Ryan, Catherine O'Meara, Elizabeth Grace, Alan Keating, Alma Campion, Brendan Colgan, Garret Farrelly, Rhona Henry, April McClements, Gráinne Dever, Oisín McClenaghan, Rory McPhillips, Michelle Ridge, Sally-Anne Stone, Matthew Broadstock, Emma Doherty, Leonie Dunne, Stuart Kennedy, Brian McCloskey, Madeline McDonnell, Barry O'Connor, Donal O'Donovan, Karen Reynolds, Kevin Smith, Michael Hastings, Barry McGettrick, Kate McKenna, Donal O'Byrne, David O'Mahony, Russell Rochford, Gráinne Callanan, Geraldine Carr, Brian Dohohan, Richard Kelly, Yvonne McWeeney, Mairéad Ni Ghabháin, Vahan Tchrakian, Kieran Trant, Deirdre Crowley, Phillip Tully, David Jones, Kimberley Masuda, Susanne McMenamin, David Fitzgibbon, Cillian O'Boyle, Angela Brennan, Louise Dobbryn, Catriona Cole, Paul Carroll, Stephen Gardiner, Caroline Austin, Sandra Lord, Caroline Kearns, Rory O'Keefe, Davinia Brennan, Tomás Bailey, Ailbhe Dennehy, William Foot, Kevin Gahan, Anthony Gaskin, Sarah Jayne Hanna, Elaine Long, Vincent McConnon, Justine Sayers, Sean Scally, Calum Warren, Daniel Peart, Carlo Salizzo, Karen Sheil, Niall Collins, Niamh Mulholland, Maireadh Dale. - Tax Principal: Catherine Galvin - Senior Tax Principal: John Ryan  
General Counsel: Dermot Powell

For the purposes of this Opinion, we have assumed: (i) the Registration Statement will have become, and will remain, effective at the time of issuance of the Ordinary Shares, (ii) the truth and accuracy of the contents of all documents and searches reviewed as to factual matters, but have made no independent investigation regarding such factual matters, (iii) all signatures, initials, seals and stamps contained in, or on, all documents submitted to us are genuine, (iv) all documents submitted to us as originals are authentic and complete and that all documents submitted to us as copies (including without limitation any document submitted to us as a .pdf (or any other format) attachment to an email) are complete and conform to the originals of such documents, and the originals of such documents are authentic and complete, (v) at the time of the allotment and issue of any Ordinary Shares pursuant to the terms of the 2020 Plan, the Company will have a sufficient number of authorised but unissued ordinary shares of €0.01 each (nominal value) in its share capital (being at least equal to the number of Ordinary Shares to be allotted and issued), (vi) at the time of the allotment and issue of any Ordinary Shares (or the grant of any right to subscribe for, or convert any security into, Ordinary Shares (a “**convertible right**”)) pursuant to the terms of the 2020 Plan, to the extent required, (A) the directors of the Company will, in accordance with section 1021 of the Companies Act 2014 of Ireland, as amended, (the “**Companies Act**”), have been generally and unconditionally authorised by the shareholders of the Company to allot a sufficient number of “relevant securities” (within the meaning of that section) (being at least equal to the number of Ordinary Shares the subject of such allotment and issuance or grant of a convertible right) and (B) the directors of the Company will, in accordance with section 1023 of the Companies Act, have been empowered by the shareholders of the Company to allot and issue such Ordinary Shares or grant convertible rights as if section 1022(1) did not apply to such allotment and issuance or grant, (vii) where treasury shares are being re-issued, the maximum and minimum prices of re-issue shall have been determined in advance at a general meeting of the Company in accordance with the requirements of section 1078 of the Companies Act, (viii) the full consideration for all Ordinary Shares to be allotted and issued pursuant to the 2020 Plan will have been received by the Company prior to the issuance of such Ordinary Shares, (ix) no Ordinary Shares will be allotted and issued pursuant to the 2020 Plan for less than their nominal value, (x) no Ordinary Shares will be allotted and issued pursuant to the 2020 Plan for consideration other than cash, (xi) no Ordinary Shares will be allotted and issued other than pursuant to a resolution of the board of directors of the Company or a duly authorised committee thereof, (xii) the Company shall not give any financial assistance, as contemplated by sections 82 and 1043 of the Companies Act for the purpose of any acquisition of any Ordinary Shares pursuant to the 2020 Plan, save as permitted by, or pursuant to an exemption to, the said sections 82 and 1043 and (xiii) the offering, sale and/or marketing of any Ordinary Shares will be made, effected and conducted in accordance with, and will not violate, the securities laws and regulations of all applicable jurisdictions, including Ireland, which impose any restrictions, or mandatory requirements, in relation to the offering or sale of any shares to the public in any jurisdiction, including Ireland, and/or any prospectus or analogous disclosure document prepared in connection therewith.

This Opinion is based upon, and limited to, the laws of Ireland as is in effect on the date hereof and is based on legislation published and cases fully reported before that date and our knowledge of the facts relevant to the opinions contained herein. For the avoidance of doubt, Ireland does not include Northern Ireland and the laws of Ireland do not include the laws in force in Northern Ireland. We have assumed without enquiry that there is nothing in the laws of any jurisdiction other than Ireland which would, or might, affect our opinion as stated herein. We have made no investigations of, and we express no opinion on, the laws of any jurisdiction other than Ireland or the effect thereof. This Opinion is expressed as of the date hereof and we assume no obligation to update this Opinion.

This Opinion is furnished to you and the persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act strictly for use in connection with the Registration Statement and may not be relied upon by any other person without our prior written consent. This Opinion is confined strictly to the matters expressly stated herein and is not be read as extending by implication or otherwise to any other matter.

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Registration Statement and to the reference to Matheson therein. In giving such consent, we do not admit that we are included in the category of persons whose consent is required under section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder.

This Opinion and the opinions given in it are governed by, and construed in accordance with, the laws of Ireland.

Yours faithfully

*/s/ Matheson*

**MATHESON LLP**

## **Schedule 1**

### **Documents**

1. Copy of the Company's 2020 Equity Incentive Plan, as adopted on 25 November 2020 and as amended by resolution of the Company's shareholders passed on 16 November 2022.
2. Copy of the Company's memorandum of association adopted by special resolution passed on 12 November 2019.
3. Copy of the Company's articles of association adopted by special resolution passed on 21 November 2019.
4. Copy minutes of the annual general meeting of the Company held on 16 November 2022 noting, inter alia, that a resolution had been passed to increase the number of the Ordinary Shares issuable under the 2020 Plan by 2,000,000.
5. The Registration Statement, as filed with the U.S. Securities and Exchange Commission on the date hereof.
6. Searches carried out by independent law researchers on our behalf against Cimpress plc on 5 December 2022 in (i) the Index of Petitions and Winding-up Notices maintained at the Central Office of the High Court of Ireland; (ii) the Judgments' Office of the Central Office of the High Court of Ireland; and (iii) the Companies Registration Office.



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Cimpress plc of our report dated August 5, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Cimpress plc's Annual Report on Form 10-K for the year ended June 30, 2022.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
December 6, 2022