

As filed with the Securities and Exchange Commission on December 7, 2020

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)

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

**Ireland**

(Address of Principal Executive Offices)

**98-0417483**

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

**A91 H9N9**

(Zip Code)

**2020 Equity Incentive Plan**

(Full Title of the Plan)

**Kathryn Leach**

**Senior Securities Counsel and Assistant Secretary**

**Cimpres 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.

### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary shares, €0.01 nominal value per share	3,500,000 shares	\$88.305(2)	\$309,067,500(2)	\$33,719

- (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 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 2, 2020.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

The information required by Item 1 is included in documents sent or given to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”).

**Item 2. Registrant Information and Employee Plan Annual Information.**

The written statement required by Item 2 is included in documents sent or given to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

Cimpress plc is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the “Commission”). The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

- a. [Cimpress’ annual report on Form 10-K for the year ended June 30, 2020](#), including the information specifically incorporated by reference into the annual report from [Cimpress’ definitive proxy statement for the 2020 Annual General Meeting of Shareholders](#)
- b. [Cimpress’ quarterly report on Form 10-Q for the quarterly period ended September 30, 2020](#)
- c. Cimpress’ current reports on Form 8-K filed on [September 30, 2020](#), [October 5, 2020](#), and [November 30, 2020](#)
- d. The description of the securities contained in [Exhibit 4.6](#) attached to Cimpress’ annual report on Form 10-K for the year ended June 30, 2020

All documents subsequently filed by Cimpress plc pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that 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 the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Subject to exceptions, Irish law does not permit a company to exempt a director or certain officers from, or indemnify a director against, liability in connection with any negligence, default, breach of duty or breach of trust by a director in relation to the company.

The exceptions allow a company to: (a) purchase and maintain directors and officers insurance against any liability attaching in connection with any negligence, default, breach of duty or breach of trust owed to the company; and (b) indemnify a director or such other officer against any liability incurred in defending proceedings, whether civil or criminal: (i) in which judgment is given in his or her favor or in which he or she is acquitted; or (ii) in respect of which an Irish court grants him or her relief from any such liability on the grounds that he or she acted honestly and reasonably and that, having regard to all the circumstances of the case, he or she ought fairly to be excused for the wrong concerned.

The articles of association of Cimpres plc (and together with the memorandum, the “**Constitution**”) includes a provision which entitles every director to be indemnified by Cimpres plc to the fullest extent permitted by law (including by funding any expenditure incurred or to be incurred by him or her) against any loss or liability incurred in his or her capacity as a director. The Constitution provides that where a person is so indemnified, such indemnity may extend to all costs, losses, expenses and liabilities incurred by him or her. Any funds provided to a director to meet any expenditure incurred by him or her in connection with defending himself or herself in an investigation of any negligence, default, breach of duty or breach of trust by him or her or otherwise, must be repaid if he or she is convicted, or judgment is given against him or her.

The Constitution also provides the board of directors of Cimpres plc (the “**Board**”) with authority to purchase and maintain insurance at the expense of Cimpres plc for the benefit of any person who is, or was at any time, a director or other officer or employee of the company or any associated company.

The indemnification provided for in the Constitution is not exclusive of other rights to which a director or executive officer may be entitled, including any insurance purchased by Cimpres. Cimpres plc has also assumed the obligations of Cimpres N.V., its predecessor company, under the indemnification agreements between Cimpres N.V. and each of its directors and executive officers that provide for indemnification and expense advancement and include related provisions meant to facilitate the indemnitee’s receipt of such benefits. The agreements provide that Cimpres will indemnify each such director or executive officer, provided that he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of Cimpres and, with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The agreements permit expenses to be advanced to an indemnitee, subject to an undertaking by the indemnitee to repay amounts advanced if it is ultimately determined that he or she is not entitled to indemnification. The disinterested members of the Board, an independent counsel or the shareholders of Cimpres plc (the

“Decision Makers”) will determine whether indemnification payment should be made in any particular instance. In making such determination, the Decision Makers must presume that the indemnitee is entitled to such indemnification and Cimpress has the burden of proof in seeking to overcome such presumption. If the Decision Makers determine that the director or executive officer is not entitled to indemnification, the agreements provide that such person is entitled to settle disputes with respect to the right to indemnification under the agreement in a competent court.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Number</u>	<u>Description</u>
4.1	<a href="#">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</a>
5	<a href="#">Opinion of Matheson</a>
23.1	<a href="#">Consent of Matheson (included in Exhibit 5.1)</a>
23.2	<a href="#">Consent of PricewaterhouseCoopers LLP</a>
24	<a href="#">Power of attorney (included on the signature pages of this registration statement)</a>

**Item 9. Undertakings.**

1. Item 512(a) of Regulation S-K. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. Item 512(b) of Regulation S-K. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. Item 512(h) of Regulation S-K. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## 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 7, 2020.

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.

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
<u>/s/Robert S. Keane</u> Robert S. Keane	Chairman, Chief Executive Officer and Director (Principal executive officer)	December 7, 2020
<u>/s/Sean E. Quinn</u> Sean E. Quinn	Executive Vice President and Chief Financial Officer (Principal financial and accounting officer)	December 7, 2020
<u>/s/Sophie A. Gasperment</u> Sophie A. Gasperment	Director	December 7, 2020
<u>/s/John J. Gavin, Jr.</u> John J. Gavin, Jr.	Director	December 7, 2020
<u>/s/Zachary S. Sternberg</u> Zachary S. Sternberg	Director	December 7, 2020
<u>/s/Scott J. Vassalluzzo</u> Scott J. Vassalluzzo	Director	December 7, 2020

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**Matheson**

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

Our Ref  
FBO/667098.14

Your Ref

7 December 2020

Dear Sirs

### 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, 3,500,000 ordinary shares of €0.01 each (nominal value) in the capital of the Company ("**Ordinary Shares**") that may become issuable pursuant to the Cimpress plc 2020 Equity Incentive Plan, as adopted by the board of directors of the Company on August 26, 2020 and by the shareholders on November 25, 2020 (the "**Plan**").

In connection with this Opinion, we have reviewed:

1. the Registration Statement;
2. the Plan;
3. copies of such corporate records of the Company as we have deemed necessary as a basis for the opinions expressed below; and
4. searches carried out by independent law researchers on our behalf against the Company on December 7, 2020 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.

Managing Partner: Michael Jackson - Chairman: Tim Scanlon - Partners: Helen Kelly, Sharon Daly, Ruth Hunter, Tony O'Grady, Paraic Madigan, Tara Doyle, Anne-Marie Bohan, Patrick Spicer, Turlough Galvin, Patrick Molloy, George Brady, Robert O'Shea, Joseph Beashel, Dúalta 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, Deirdre Cummins, Alan Keating, Peter McKeever, Alma Campion, Brendan Colgan, Garret Farrelly, Rhona Henry, April McClements, Gráinne Dever, Oisín McClenaghan, Rory McPhillips, Niall Pelly, Michelle Ridge, Sally-Anne Stone, Matthew Broadstock, Emma Doherty, Leonie Dunne, Stuart Kennedy, Brian McCloskey, Madeline McDonnell, Claire McLoughlin, Barry O'Connor, Donal O'Donovan, Karen Reynolds, Kevin Smith, Ciaran Healy, Chris Bollard, Deirdre Kilroy, Michael Hastings, Maria Kennedy, Barry McGettrick, Kate McKenna, Donal O'Byrne, David O'Mahony, Russell Rochford, Liam Flynn, Gráinne Callanan, Geraldine Carr, Brian Doohan, Richard Kelly, Niamh Maher, Yvonne McWeeney, Mairéad Ni Ghabháin, Padraic Roche, Vahan Tchakarian, Kieran Trant, Deirdre Crowley, Philip Tully, David Jones, Kimberley Masuda, Susanne McMenamin, David Fitzgibbon. - Tax Principals: Greg Lockhart, Catherine Galvin, Anne Harvey. - Tax Department Chair: John Ryan. - General Counsel: Dermot Powell.  
Of Counsel: Chris Quinn, Liam Quirke.

Dublin Cork London New York Palo Alto San Francisco

[www.matheson.com](http://www.matheson.com)



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 Plan (including any applicable and duly authorised award agreement under the Plan), 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).

For the purposes of this Opinion, we have assumed: (i) 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; (ii) all signatures, initials, seals and stamps contained in, or on, all documents submitted to us are genuine; (iii) 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; (iv) at the time of the allotment and issue of any Ordinary Shares pursuant to the terms of the Plan, the Company will have a sufficient number of authorised but unissued Ordinary Shares in its share capital (being at least equal to the number of Ordinary Shares to be allotted and issued); (v) 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 Plan, to the extent required, (A) the directors of the Company will, in accordance with section 1021 of the Companies Act 2014 of Ireland (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; (vi) 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; (vii) the full consideration for all Ordinary Shares to be allotted and issued pursuant to the Plan will have been received by the Company prior to the issuance of such Ordinary Shares; (viii) no Ordinary Shares will be allotted and issued pursuant to the Plan for less than their nominal value; (ix) no Ordinary Shares will be allotted and issued pursuant to the Plan for consideration other than cash; (x) 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; and (xi) 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 Plan, save as permitted by, or pursuant to an exemption to, the said sections 82 and 1043.

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. 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 to 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**

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 11, 2020 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, 2020.

/s/ PricewaterhouseCoopers LLP  
Boston, MA  
December 7, 2020