

**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><b>Holian Janet</b><br><br>(Last) (First) (Middle)<br><b>C/O VISTAPRINT USA, INCORPORATED</b><br><b>95 HAYDEN AVENUE</b><br><br>(Street)<br><b>LEXINGTON MA 02421</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>VISTAPRINT LTD [ VPRT ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Executive VP and CMO</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/02/2008</b>         |   |
| 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 Shares                   | 01/02/2008                           |  | S <sup>(1)(2)</sup>            |   | 90.3624   | D          | \$41.34 | 5,265.0735  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$41.41 | 5,174.7111  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$41.47 | 5,084.3487  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$41.49 | 4,993.9863  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$41.58 | 4,903.6239  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$41.6  | 4,813.2615  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$41.63 | 4,722.8991  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$41.71 | 4,632.5967  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$41.94 | 4,542.1743  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$41.96 | 4,451.8119  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$41.97 | 4,361.4495  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 180.7247  | D          | \$42.11 | 4,180.7248  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$42.47 | 4,090.3624  | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 90.3624   | D          | \$42.51 | 4,000   | D  |   |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$40.78 | 10,552.3624   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$40.85 | 10,542.7248   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$40.89 | 10,533.0872   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$40.9  | 10,523.4496   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$40.96 | 10,513.812  | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$40.98 | 10,504.1744   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$41.01 | 10,494.5368   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$41.04 | 10,484.8992   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 19.2753   | D          | \$41.05 | 10,465.6239   | I  | See footnote <sup>(3)</sup>                           |

**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 Shares                   | 01/02/2008                           |  | S                              |   | 19.2753   | D          | \$41.06 | 10,446.3486   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$41.07 | 10,436.711  | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$41.09 | 10,427.0734   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 37.3945   | D          | \$41.1  | 1,089.6789  | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$41.11 | 10,380.0413   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$41.12 | 10,370.4037   | I  | See footnote <sup>(3)</sup>                           |
| Common Shares                   | 01/02/2008                           |  | S                              |   | 9.6376  | D          | \$41.13 | 10,360.7661   | I  | See footnote <sup>(3)</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 |   |  |  |   |  |

**Explanation of Responses:**

- The sales of common shares reported on this Form 4 were effected pursuant to Rule 10b5-1 trading programs adopted by the reporting person on February 2, 2007 and August 15, 2007.
- Separate sale transactions that were executed on 1/2/08 at the same price have been reported on an aggregate basis on a single line in Table I. The order in which sale transactions are set forth in Table I is not necessarily reflective of the sequence in which the sale transactions occurred in fact.
- Represents securities held by trusts established by Ms. Holian's spouse. Ms. Holian disclaims beneficial ownership of such securities except to the extent of her pecuniary interest therein.

**Remarks:**

This is the second Form 4 of three Form 4 filings made by the reporting person to report transactions that occurred on January 2, 2008.

/s/ Lawrence A. Gold as  
Attorney in Fact for Janet      01/03/2008  
Holian

\*\* 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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