# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 10, 2015

# Cimpress N.V.

(Exact Name of Registrant as Specified in Charter)

The Netherlands (State or Other Jurisdiction of Incorporation) 000-51539 (Commission File Number) 98-0417483 (IRS Employer Identification No.)

Hudsonweg 8
Venlo
The Netherlands
(Address of Principal Executive Offices)

5928 LW (Zip Code)

Registrant's telephone number, including area code: 31 77 850 7700

Not applicable (Former Name or Former Address, if Changed Since Last Report)

ck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following visions (see General Instruction A.2. below):
Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 8.01. Other Events

#### Additional Borrowings

As of December 31, 2014, Cimpress N.V. (the "Company") had loans outstanding under its senior secured revolving credit facility of \$184.5 million and under its uncommitted, unsecured line of credit with Santander Bank, N.A. (the "Unsecured Line of Credit") of \$5.0 million. Since December 31, 2014, on a net basis, the Company has borrowed an additional \$30.0 million in principal amount under its revolving credit facility and \$5.0 million in principal amount under its Unsecured Line of Credit. The Company used the proceeds of these additional borrowings for general corporate purposes.

#### Amendment to Credit Facility

On March 10, 2015, the Company entered into an amendment to its Senior Secured Credit Facilities (as defined below), which currently consist of (1) a senior secured term loan facility under which the Company has term loans in an aggregate principal amount of \$158.0 million outstanding (the "Term Loan A Facility") and (2) a senior secured revolving facility providing for revolving loans in an aggregate principal amount of \$690.0 million (the "Revolving Facility" and, together with the Term Loan A Facility, the "Senior Secured Credit Facilities"). The Senior Secured Credit Facilities currently mature in September 2019. The amendment to the Company's Senior Secured Credit Facilities (the "Credit Agreement Amendment"), among other items, modifies the definition of "Material Subsidiary," which is the category of subsidiary that may be required to become a guarantor under the Senior Secured Credit Facilities, and modifies the covenant governing the Company's ability to make certain investments by imposing additional limitations with respect to investments in subsidiary guarantors that have provided limited guarantees of the Senior Secured Credit Facilities.

#### Private offering of senior notes

On March 10, 2015, the Company issued a press release announcing the launch of an offering of senior notes. A copy of the press release is attached hereto as Exhibit 99.1.

#### Item 9.01. Financial Statements and Exhibits

See the Exhibit Index attached to this report.

### **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 10, 2015 CIMPRESS N.V.

By: /s/ Ernst Teunissen

Ernst Teunissen

Executive Vice President and Chief Financial Officer

## **Exhibit Index**

Exhibit No. Description

99.1 Press release dated March 10, 2015 entitled "Cimpress Announces Proposed Offering of \$275.0 Million in Senior Notes Due 2022"



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#### Cimpress Announces Proposed Offering of \$275.0 Million of Senior Notes Due 2022

**Venlo, the Netherlands, March 10, 2015** — Cimpress N.V. (Nasdaq: CMPR) today announced it has commenced, subject to market conditions, a private offering of \$275.0 million in aggregate principal amount of senior notes due 2022 (the "notes").

We intend to use the net proceeds of this offering to repay outstanding indebtedness under an unsecured line of credit, to repay the indebtedness outstanding under our revolving credit facility and for general corporate purposes.

The notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act, and other applicable securities laws. Within the United States, the notes will only be offered to investors who are "qualified institutional buyers," as defined in Rule 144A under the Securities Act. Outside the United States, the notes will only be offered to investors who are persons other than "U.S. persons," as defined in Rule 902 under the Securities Act, in offshore transactions in reliance upon Regulation S under the Securities Act.

This press release is neither an offer to sell nor the solicitation of an offer to buy the notes or any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Some of the statements in this press release are "forward-looking" and are made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. These "forward-looking" statements include statements relating to, among other things, the offering of the notes and the intended use of proceed of the notes. These statements involve risks and uncertainties that may cause results to differ materially from the statements set forth in this press release, including market conditions and the risks and uncertainties referenced from time to time in the Company's filings with the Securities and Exchange Commission. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to such statements to reflect any change in its expectations with regard thereto or any changes in the events, conditions or circumstances on which any such statement is based.