SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 | | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average b | urden | | | | | | | | |

| Estimated average burden |
|--------------------------|
| hours per response: 0.5 |
| |

| 1. Name and Addres | ss of Reporting Perso | n* | 2. Issuer Name and Ticker or Trading Symbol <u>CIMPRESS N.V.</u> [CMPR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner |
|--|-----------------------|----------------|---|---|
| (Last) C/O CIMPRESS 95 HAYDEN AV | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2015 | X Officer (give title X Other (specify below) Chief Financial Officer / Member of Management Board |
| (Street) LEXINGTON (City) | MA (State) | 02421 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |

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) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (|
| Ordinary Shares | 02/28/2015 | | М | | 1,020(1) | Α | \$0.00 ⁽²⁾ | 24,639 | D | |
| Ordinary Shares | 02/28/2015 | | F | | 440 | D | \$83.5 | 24,199 | D | |
| Ordinary Shares | 03/01/2015 | | М | | 921 ⁽¹⁾ | Α | \$0.00 ⁽²⁾ | 25,120 | D | |
| Ordinary Shares | 03/01/2015 | | F | | 398 | D | \$83.5 | 24,722 | D | |

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. Transa Code (8) | | n of | | 6. Date Exerci Expiration Dat (Month/Day/Ye | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | | 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 | Title | Amount or Number of Shares | | | | |
| Restricted Share Units (right to acquire) | \$0.00 ⁽²⁾ | 02/28/2015 | | М | | | 1,020 | 05/31/2014 ⁽³⁾ | 05/31/2017 | Ordinary Shares | 1,020 | \$0.00 | 9,181 | D | |
| Restricted Share Units (right to acquire) | \$0.00⁽²⁾ | 03/01/2015 | | М | | | 921 | 03/01/2012 ⁽³⁾ | 03/01/2015 | Ordinary Shares | 921 | \$0.00 | 0 | D | |

Explanation of Responses:

1. The shares acquired represent the number of shares that automatically vested pursuant to a grant of restricted share units ("RSUs").

2. Each RSU represents Cimpress' commitment to issue one ordinary share when the RSU vests.

3. These RSUs vest over a four year period: 25% of the original number of shares vest on the Exercisable Date shown in Table II and 6.25% vest per quarter thereafter.

Remarks:

<u>/s/Kathryn L Leach, as</u> <u>attorney-in-fact for Ernst</u> <u>Teunissen</u>

03/02/2015

** 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.