## SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

hours per response:	0.5
Estimated average burden	

1. Name and Address of Reporting Person <sup>*</sup> GAVIN JOHN J JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>VISTAPRINT N.V.</u> [ VPRT ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner
C/O VISTAPRINT,		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2012	Officer (give title Other (specify below) below)
95 HAYDEN AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street) LEXINGTON	MA	02421		X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

#### 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)	Transaction Code (Instr.						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)		(msu: 4)	
Ordinary Shares	05/17/2012		М		168(1)	Α	<b>\$0.00</b> <sup>(2)</sup>	20,802	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)		of Deriv Secu Acqu (A) o Dispe of (D	r osed ) r. 3, 4	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	Title	Amount or Number of Shares				
Restricted Share Units (right to acquire)	<b>\$0.00<sup>(2)</sup></b>	05/17/2012		М			168	02/17/2010 <sup>(3)</sup>	11/17/2012	Ordinary Shares	168	\$0.00	337	D	

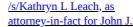
#### Explanation of Responses:

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 Vistaprint's commitment to issue one ordinary share when the RSU vests.

3. These RSUs vest at a rate of 8.33% of the original number of ordinary shares each successive three-month period commencing on the Exercisable Date shown in Table II.

#### **Remarks:**



Gavin, Jr.

05/18/2012

\*\* 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.