UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period Ended September 30, 2015

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 000-51539

Cimpress N.V.
(Exact Name of Registrant as Specified in Its Charter)

The Netherlands	**98-0417483**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

Hudsonweg 8
5928 LW Venlo
The Netherlands
(Address of Principal Executive Offices) (Zip Code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Exchange Act Rule 12b-2). See definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer ☑	Accelerated filer o	Non-accelerated filer o
	Smaller reporting company o	(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes o No ☑

As of October 23, 2015, there were 31,402,943 of Cimpress N.V. ordinary shares, par value **€**0.01 per share, outstanding.

CIMPRESS N.V.
QUARTERLY REPORT ON FORM 10-Q
For the Three Months Ended September 30, 2015

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CIMPRESS N.V.
CONSOLIDATED BALANCE SHEETS
(unaudited in thousands, except share and per share data)

	September 30, 2015	June 30, 2015
Assets		
Current assets:		
Cash and cash equivalents	$ 93,816	$ 103,584
Marketable securities	5,745	6,910
Accounts receivable, net of allowances of $351 and $372, respectively	38,699	32,145
Inventory	19,835	18,356
Prepaid expenses and other current assets	59,274	55,103
Total current assets	217,369	216,098
Property, plant and equipment, net	495,097	467,511
Software and web site development costs, net	23,332	22,109
Deferred tax assets	19,016	17,172
Goodwill	408,767	400,629
Intangible assets, net	155,471	151,063
Other assets	24,621	25,213
Total assets	$ 1,343,673	$ 1,299,795
Liabilities, noncontrolling interests and shareholders' equity		
Current liabilities:		
Accounts payable	$ 65,768	$ 65,875
Accrued expenses	179,155	172,826
Deferred revenue	23,378	23,407
Deferred tax liabilities	1,752	1,043
Short-term debt	18,001	21,057
Other current liabilities	23,889	21,470
Total current liabilities	311,943	305,678
Deferred tax liabilities	49,970	48,007
Lease financing obligation	107,233	93,841
Long-term debt	637,316	493,039
Other liabilities	62,019	52,073
Total liabilities	1,168,481	992,638
Commitments and contingencies (Note 14)		
Redeemable noncontrolling interests	65,120	57,738
Shareholders' equity:		
Preferred shares, par value €0.01 per share, 100,000,000 shares authorized; none issued and outstanding	—	—
Ordinary shares, par value €0.01 per share, 100,000,000 shares authorized; 44,080,627 shares issued; and 31,388,226 and 33,203,065 shares outstanding, respectively	615	615
Treasury shares, at cost, 12,692,401 and 10,877,562 shares, respectively	(547,448)	(412,132)
Additional paid-in capital	324,370	324,281
Retained earnings	442,804	435,052
Accumulated other comprehensive loss	(110,653)	(98,909)
Total shareholders' equity attributable to Cimpress N.V.	109,688	248,907
Noncontrolling interest	384	512
Total shareholders' equity	110,072	249,419
Total liabilities, noncontrolling interests and shareholders' equity	$ 1,343,673	$ 1,299,795

See accompanying notes.

CIMPRESS N.V.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited in thousands, except share and per share data)

	Three Months Ended September 30,	
	2015	2014
Revenue	$ 375,748	$ 333,932
Cost of revenue (1)	157,283	130,220
Technology and development expense (1)	51,086	43,905
Marketing and selling expense (1)	122,135	111,827
General and administrative expense (1)	33,159	31,121
Income from operations	12,085	16,859
Other income, net	9,242	12,135
Interest expense, net	(8,126)	(3,345)
Income before income taxes	13,201	25,649
Income tax provision	3,940	2,232
Net income	9,261	23,417
Add: Net loss attributable to noncontrolling interests	749	277
Net income attributable to Cimpress N.V.	$ 10,010	$ 23,694
Basic net income per share attributable to Cimpress N.V.	$ 0.31	$ 0.73
Diluted net income per share attributable to Cimpress N.V.	$ 0.30	$ 0.71
Weighted average shares outstanding — basic	32,528,583	32,386,820
Weighted average shares outstanding — diluted	33,534,808	33,154,436

(1) Share-based compensation is allocated as follows:

	Three Months Ended September 30,	
	2015	2014
Cost of revenue	$ 26	$ 31
Technology and development expense	1,330	927
Marketing and selling expense	411	914
General and administrative expense	4,423	3,870

See accompanying notes.

CIMPRESS N.V.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(unaudited in thousands)

	Three Months Ended September 30,	
	2015	**2014**
Net income	$ 9,261	$ 23,417
Other comprehensive loss, net of tax:		
Foreign currency translation loss, net of hedges	(9,203)	(46,257)
Net unrealized (loss) gain on derivative instruments designated and qualifying as cash flow hedges	(926)	299
Amounts reclassified from accumulated other comprehensive income to net income on derivative instruments	226	213
Unrealized loss on available-for-sale-securities	(1,261)	(4,254)
Unrealized gain (loss) on pension benefit obligation	45	(103)
Comprehensive loss	(1,858)	(26,685)
Add: Comprehensive loss attributable to noncontrolling interests	124	1,051
Total comprehensive loss attributable to Cimpress N.V.	$ (1,734)	$ (25,634)

See accompanying notes.

CIMPRESS N.V.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited in thousands)

	Three Months Ended September 30, 2015	2014
Operating activities		
Net income	$ 9,261	$ 23,417
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	30,258	24,459
Share-based compensation expense	6,190	5,742
Excess tax benefits derived from share-based compensation awards	(1,709)	(319)
Deferred taxes	(3,644)	(4,157)
Unrealized gain on derivative instruments included in net income	(2,052)	(3,468)
Change in fair value of contingent consideration	—	3,677
Effect of exchange rate changes on monetary assets and liabilities denominated in non-functional currency	(7,793)	(10,112)
Other non-cash items	887	541
Gain on proceeds from insurance	(1,587)	—
Changes in operating assets and liabilities excluding the effect of business acquisitions:		
Accounts receivable	(5,943)	(2,566)
Inventory	(1,710)	(497)
Prepaid expenses and other assets	3,157	16,787
Accounts payable	10,520	6,452
Accrued expenses and other liabilities	(10,118)	(7,336)
Net cash provided by operating activities	25,717	52,620
Investing activities		
Purchases of property, plant and equipment	(24,393)	(16,684)
Business acquisitions, net of cash acquired	(22,815)	(25,907)
Purchases of intangible assets	(357)	(85)
Capitalization of software and website development costs	(4,910)	(3,539)
Proceeds from insurance	2,075	—
Net cash used in investing activities	(50,400)	(46,215)
Financing activities		
Proceeds from borrowings of debt	214,999	100,000
Payments of debt and debt issuance costs	(73,318)	(103,012)
Payments of withholding taxes in connection with equity awards	(2,741)	(1,511)
Payments of capital lease obligations	(2,183)	(1,261)
Excess tax benefits derived from share-based compensation awards	1,709	319
Purchase of ordinary shares	(127,793)	—
Proceeds from issuance of ordinary shares	282	845
Capital contribution from noncontrolling interest	5,141	—
Other financing	(85)	—
Net cash provided by (used in) financing activities	16,011	(4,620)
Effect of exchange rate changes on cash and cash equivalents	(1,096)	(3,372)
Net decrease in cash and cash equivalents	(9,768)	(1,587)
Cash and cash equivalents at beginning of period	103,584	62,508
Cash and cash equivalents at end of period	$ 93,816	$ 60,921

See accompanying notes.

CIMPRESS N.V.
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
(unaudited in thousands)

	Three Months Ended September 30,	
	2015	**2014**
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 2,994	$ 3,271
Income taxes	4,709	5,296
Supplemental schedule of non-cash investing and financing activities:		
Capitalization of construction costs related to financing lease obligation	$ 13,688	$ 12,966
Property and equipment acquired under capital leases	2,393	3,201
Amounts due for acquisitions of businesses	19,292	23,632

See accompanying notes.

1. Description of the Business

We are a technology and manufacturing-driven company that aggregates, via the Internet, large volumes of small, individually customized orders for a broad spectrum of print, signage, apparel and similar products. We produce those orders in highly automated, capital and technology intensive production facilities in a manner that we believe makes our production techniques significantly more competitive than those of traditional suppliers. We bring our products to market through a portfolio of focused brands serving the needs of small and medium businesses and consumers. These brands include Vistaprint, our global brand for micro business marketing products and services, as well as brands we have acquired that serve the needs of various market segments including resellers, small and medium businesses with differentiated service needs, and consumers purchasing products for themselves and their families.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and, accordingly, do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments, consisting primarily of normal recurring accruals, considered necessary for fair presentation of the results of operations for the interim periods reported and of our financial condition as of the date of the interim balance sheet have been included.

The consolidated financial statements include the accounts of Cimpress N.V., its wholly owned subsidiaries, entities in which we maintain a controlling financial interest, and those entities in which we have a variable interest and are the primary beneficiary. Intercompany balances and transactions have been eliminated. Investments in entities in which we can exercise significant influence, but do not own a majority equity interest or otherwise control, are accounted for using the equity method and are included as investments in equity interests on the consolidated balance sheets.

Operating results for the three months ended September 30, 2015 are not necessarily indicative of the results that may be expected for the year ending June 30, 2016 or for any other period. The consolidated balance sheet at June 30, 2015 has been derived from our audited consolidated financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2015 included in our Annual Report on Form 10-K filed with the United States Securities and Exchange Commission (the "SEC").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We believe our most significant estimates are associated with the ongoing evaluation of the recoverability of our long-lived assets and goodwill, estimated useful lives of assets, share-based compensation, accounting for business combinations, and income taxes and related valuation allowances, among others. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results could differ from those estimates.

Insurance Recoveries

During the three months ended September 30, 2015, we received $6,192 in cash for the initial payment towards an insurance settlement for property damage related to a fire that occurred at our Venlo, Netherlands production facility. The insurance proceeds were used to offset incurred losses, including the write-off of the net book value of damaged machinery, equipment and inventory, as well as property related cleanup costs. We recognized a net gain of $1,587 on the recovery of the machinery and equipment in excess of carrying value, as a component of other income, net in our consolidated statement of operations. We expect to finalize the settlement of our insurance claim during the year ended June 30, 2016.

Share-Based Compensation

During the three months ended September 30, 2015 and 2014, we recorded share-based compensation expense of $6,190 and $5,742, respectively. As of September 30, 2015, there was $49,926 of total unrecognized compensation cost related to non-vested share-based compensation arrangements, net of estimated forfeitures. This cost is expected to be recognized over a weighted average period of 2.5 years.

Foreign Currency Translation

Our non-U.S. dollar functional currency subsidiaries translate their assets and liabilities denominated in their functional currency to U.S. dollars at current rates of exchange in effect at the balance sheet date, and revenues and expenses are translated at average rates prevailing throughout the period. The resulting gains and losses from translation are included as a component of accumulated other comprehensive loss. Transaction gains and losses and remeasurement of assets and liabilities denominated in currencies other than an entity’s functional currency are included in other income, net in our consolidated statements of operations.

Other Income, net

The following table summarizes the components of other income, net:

	Three Months Ended September 30,	
	2015	2014
Gains on derivative instruments (1)	$ 2,367	$ 3,451
Currency related gains, net (2)	5,034	8,663
Other gains (3)	1,841	21
Total other income, net	$ 9,242	$ 12,135

(1) Includes both realized and unrealized gains (losses) on derivative instruments.

(2) We have significant non-functional currency intercompany financing relationships subject to currency exchange rate volatility primarily due to changes in our corporate entity operating structure, effective October 1, 2013, which required us to alter our intercompany transactional and financing activities. The net currency related gains for the three months ended September 30, 2015 and 2014, are primarily driven by this intercompany activity.

(3) Includes a gain of $1,587 related to insurance proceeds received for an insurance claim resulting from a fire at our Venlo, Netherlands production facility.

Net Income Per Share Attributable to Cimpress N.V.

Basic net income per share attributable to Cimpress N.V. is computed by dividing net income attributable to Cimpress N.V. by the weighted-average number of ordinary shares outstanding for the respective period. Diluted net income per share attributable to Cimpress N.V. gives effect to all potentially dilutive securities, including share options, restricted share units (“RSUs”) and restricted share awards ("RSAs"), if the effect of the securities is dilutive using the treasury stock method. Awards with performance or market conditions are included using the treasury stock method only if the conditions would have been met as of the end of the reporting period and their effect is dilutive.

The following table sets forth the reconciliation of the weighted-average number of ordinary shares:

	Three Months Ended September 30,	
	2015	2014
Weighted average shares outstanding, basic	32,528,583	32,386,820
Weighted average shares issuable upon exercise/vesting of outstanding share options/RSUs/RSAs	1,006,225	767,616
Shares used in computing diluted net income per share attributable to Cimpress N.V.	33,534,808	33,154,436
Weighted average anti-dilutive shares excluded from diluted net income per share attributable to Cimpress N.V.	79,976	1,065,898

Treasury Shares

Treasury shares are accounted for using the cost method and are included as a component of shareholders' equity. During the three months ended September 30, 2015, we purchased 1,976,250 of our ordinary shares for a total cost of $140,211, inclusive of transaction costs, in connection with our publicly announced share purchase programs.

Recently Issued or Adopted Accounting Pronouncements

New Accounting Standards Adopted

In April 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-03,"Interest- Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs," (ASU 2015-03), which requires an entity to present debt issuance costs related to recognized debt liability in the balance sheet as a direct deduction from the carrying amount of that debt liability. The new standard is effective for us on July 1, 2016 and early adoption is permitted. We elected to early adopt this new guidance effective for the first quarter of fiscal year 2016 and we have applied the changes retrospectively to all periods presented. The adoption of this standard did not have a material effect on our consolidated financial statements.

New Accounting Standards to be Adopted

In September 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-16,"Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments," (ASU 2015-16) which requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The new standard is effective for us on July 1, 2016 and we do not expect the adoption of this standard to have a material effect on our consolidated financial statements.

In July 2015, Financial Accounting Standards Board issued Accounting Standards Update No. 2015-11,"Simplifying the Measurement of Inventory," which requires an entity to measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completions, disposal, and transportation. The new standard is effective for us on July 1, 2016. The standard permits early adoption and should be applied prospectively as of the interim or annual period of adoption. We are currently evaluating the effect ASU 2015-11 will have on our consolidated financial statements but do not expect it to have a material impact.

In February 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-02,"Consolidation (Topic 810): Amendments to the Consolidation Analysis," (ASU 2015-02) which places more emphasis in the consolidation evaluation on variable interests other than fee arrangements such as principal investment risk (for example, debt or equity interests), guarantees of the value of the assets or liabilities of the VIE, written put options on the assets of the VIE, or similar obligations. The new standard is effective for us on July 1, 2016. The standard permits early adoption and the use of a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption. We are currently evaluating the effect ASU 2015-02 will have on our consolidated financial statements but do not expect it to have a material impact.

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-09,"Revenue from Contracts with Customers," (ASU 2014-09) which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This guidance will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The FASB has elected to defer the effective date to fiscal years beginning after December 15, 2017, which would result in an effective date for us of July 1, 2018, with early application permitted one year earlier. The standard permits the use of either the retrospective or cumulative catch-up transition method. We are currently evaluating the adoption method and effect that ASU 2014-09 will have on our consolidated financial statements but do not expect it to have a material impact.

3. Fair Value Measurements

The following table summarizes our investments in available-for-sale securities:

	September 30, 2015		
	Amortized Cost Basis (2)	Unrealized gain	Estimated Fair Value
Available-for-sale securities			
Plaza Create Co. Ltd. common shares (1)	$ 4,035	$ 1,710	$ 5,745
Total investments in available-for-sale securities	$ 4,035	$ 1,710	$ 5,745

	June 30, 2015		
	Amortized Cost Basis (2)	Unrealized gain	Estimated Fair Value
Available-for-sale securities			
Plaza Create Co. Ltd. common shares (1)	$ 3,939	$ 2,971	$ 6,910
Total investments in available-for-sale securities	$ 3,939	$ 2,971	$ 6,910

(1) On February 28, 2014, we purchased shares in our publicly traded Japanese joint venture partner. Refer to Note 11 for further discussion of the separate joint business arrangement.
(2) Amortized cost basis represents our initial investment adjusted for currency translation.

We use a three-level valuation hierarchy for measuring fair value and include detailed financial statement disclosures about fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- *Level 1:* Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- *Level 2:* Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets in markets that are not active and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- *Level 3:* Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following tables summarize our assets and liabilities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy:

	September 30, 2015			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Available-for-sale securities	$ 5,745	$ 5,745	$ —	$ —
Currency forward contracts	4,223	—	4,223	—
Total assets recorded at fair value	$ 9,968	$ 5,745	$ 4,223	$ —
Liabilities				
Interest rate swap contracts	$ (1,905)	$ —	$ (1,905)	$ —
Cross-currency swap contracts	(8,347)	—	(8,347)	—
Currency forward contracts	(668)	—	(668)	—
Contingent consideration	(7,881)	—	—	(7,881)
Total liabilities recorded at fair value	$ (18,801)	$ —	$ (10,920)	$ (7,881)

	June 30, 2015			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Available-for-sale securities	$ 6,910	$ 6,910	$ —	$ —
Currency forward contracts	1,902	—	1,902	—
Total assets recorded at fair value	$ 8,812	$ 6,910	$ 1,902	$ —
Liabilities				
Interest rate swap contracts	$ (1,150)	$ —	$ (1,150)	$ —
Cross-currency swap contracts	(8,433)	—	(8,433)	—
Currency forward contracts	(407)	—	(407)	—
Contingent consideration	(7,833)	—	—	(7,833)
Total liabilities recorded at fair value	$ (17,823)	$ —	$ (9,990)	$ (7,833)

During the quarter ended September 30, 2015 and the year ended June 30, 2015, there were no significant transfers in or out of Level 1, Level 2 and Level 3 classifications.

The valuations of the derivatives intended to mitigate our interest rate and currency risk are determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each instrument. This analysis utilizes observable market-based inputs, including interest rate curves, interest rate volatility, or spot and forward exchange rates, and reflects the contractual terms of these instruments, including the period to maturity. We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to appropriately reflect both our own nonperformance risk and the respective counterparties' nonperformance risk in the fair value measurement. However, as of September 30, 2015, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 in the fair value hierarchy.

During the third quarter of fiscal 2015, we amended the terms of our contingent consideration arrangement related to our fiscal 2014 acquisition of Printdeal (formerly known as People & Print Group). The original terms provided for contingent consideration payable based upon the achievement of an initial calendar year 2014 earnings before interest, taxes, depreciation and amortization (EBITDA) margin threshold but ultimately payable based on revenue and EBITDA performance for calendar year 2015. We amended the terms to pay a fixed amount of €15,000, of which €8,000 was paid in March 2015 ($8,547 based on the exchange rate as of the date of payment) and the remaining €7,000 ($7,881 based on the exchange rate as of September 30, 2015) is payable during the fourth quarter of fiscal 2016.

Contingent consideration obligations are measured at fair value and are based on significant inputs not observable in the market, which represents a Level 3 measurement within the fair value hierarchy. The valuation of contingent consideration uses assumptions and estimates to forecast a range of outcomes and probabilities for the contingent consideration. We assess these assumptions and estimates on a quarterly basis as additional data impacting the assumptions is obtained. Any changes in the fair value of contingent consideration related to updated assumptions and estimates will be recognized within general and administrative expenses in the consolidated statements of operations during the period in which the change occurs. As the Printdeal contingent liability is no longer variable, we do not expect any additional adjustments to fair value prior to payment.

During the three months ended September 30, 2015 and 2014, the following table represents the changes in fair value of Level 3 contingent consideration:

	2015	2014
Balance at June 30 (1)	$ 7,833	$ 16,072
Fair value adjustment	—	3,677
Cash payments	—	—
Foreign currency impact	48	(1,194)
Balance at September 30 (2)	$ 7,881	$ 18,555

(1) Of the total contingent consideration outstanding as of June 30, 2015 and 2014, $7,833 and $6,276 was classified as a current liability, respectively. As of June 30, 2014, $9,796 was classified as a long-term liability.
(2) Of the total contingent consideration outstanding as of September 30, 2015 and 2014, $7,881 and $8,876 was classified as a current liability, respectively. As of September 30, 2014, $9,679 was classified as a long-term liability.

As of September 30, 2015 and June 30, 2015, the carrying amounts of our cash and cash equivalents, accounts receivables, accounts payable, and other current liabilities approximated their estimated fair values. As of September 30, 2015 and June 30, 2015 the carrying value of our debt, excluding debt issuance costs and debt discounts was $663,861 and $523,036, respectively, and the fair value was $665,751 and $539,752, respectively. Our debt at September 30, 2015 includes a variable rate debt instrument indexed to LIBOR that resets periodically and fixed rate debt instruments. The estimated fair value of our debt was determined using available market information based on recent trades or activity of debt instruments with substantially similar risks, terms and maturities, which fall within Level 2 under the fair value hierarchy. The estimated fair value of assets and liabilities disclosed above may not be representative of actual values that could have been or will be realized in the future.

4. Derivative Financial Instruments

Hedges of Interest Rate Risk

We enter into interest rate swap contracts to manage variability in the amount of our known or expected cash payments related to our debt. Our objective in using interest rate derivatives is to add stability to interest expense and to manage our exposure to interest rate movements. We designate our interest rate swaps as cash flow hedges. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for us making fixed-rate payments over the life of the derivative agreements without exchange of the underlying notional amount. Realized gains or losses from interest rate swaps are recorded in earnings, as a component of interest expense, net.

The effective portion of changes in the fair value of derivatives designated and qualifying as cash flow hedges is recorded in accumulated other comprehensive (loss) income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. If a derivative is deemed to be ineffective, the ineffective portion of the change in fair value of the derivative is recognized directly in earnings. During the three months ended September 30, 2015, we held one interest rate derivative instrument that was determined to be ineffective. We did not hold any interest rate derivative instruments that were determined to be ineffective during the three months ended September 30, 2014.

Amounts reported in accumulated other comprehensive (loss) income related to interest rate swap contracts will be reclassified to interest expense as interest payments are accrued or made on our variable-rate debt. As of September 30, 2015, we estimate that $788 will be reclassified from accumulated other comprehensive (loss) income to interest income during the twelve months ending September 30, 2016. As of September 30, 2015, we had seven outstanding interest rate swap contracts indexed to one-month LIBOR. These instruments were designated as cash flow hedges of interest rate risk and have varying start dates and maturity dates from December 2015 through June 2019.

Interest rate swap contracts outstanding:	Notional Amounts
Contracts accruing interest as of September 30, 2015	$ 215,000
Contracts with a future start date	65,000
Total	$ 280,000

Hedges of Currency Risk

Cross-Currency Swap Contracts

From time to time, we execute cross-currency swap contracts in order to mitigate our currency exposure of net investments in subsidiaries that have reporting currencies other than U.S. Dollar. Cross-currency swaps designated as net investment hedges involve an initial receipt of the notional amount in the hedge currency in exchange for our reporting currency based on a contracted exchange rate. Subsequently, we receive fixed rate payments in our reporting currency in exchange for fixed rate payments in the hedged currency over the life of the derivative contract. At maturity, the final exchange involves the receipt of our reporting currency in exchange for the notional amount in the hedged currency.

As of September 30, 2015, we had two outstanding cross-currency swap contracts with a total notional amount of $122,969, both maturing during April 2019. During the three months ended September 30, 2015, we recorded unrealized losses, net of tax, in accumulated other comprehensive (loss) income as a component of cumulative translation adjustment in the amount $419. We entered into the two cross-currency swap contracts to hedge the risk of changes in the U.S. Dollar equivalent value of a portion of our net investment in a consolidated subsidiary that has the Euro as its functional currency.

Currency Forward Contracts

We execute currency forward contracts in order to mitigate our exposure to fluctuations in various currencies against our reporting currency, the U.S. Dollar. We do not elect hedge accounting for our current currency forward contract activity; however, we may elect to apply hedge accounting in future scenarios. The change in the fair value of currency forward contracts is recognized directly in earnings, as a component of other income, net. During the three months ended September 30, 2015 and 2014, we have experienced volatility within other income, net in our consolidated statements of operations from unrealized gains and losses on the mark-to-market of outstanding currency forward contracts. We expect this volatility to continue in future periods for contracts for which we do not apply hedge accounting. Additionally, since our hedging objectives may be targeted at non-GAAP financial metrics that exclude non-cash items such as depreciation and amortization, we may experience increased, not decreased, volatility in our GAAP results as a result of our currency hedging program.

As of September 30, 2015, we had the following outstanding currency forward contracts that were not designated for hedge accounting and were used to hedge fluctuations in the U.S. Dollar value of forecasted transactions denominated in Australian Dollar, Canadian Dollar, Danish Krone, Euro, Great British Pound, Indian

Rupee, New Zealand Dollar, Norwegian Krone, Swedish Krona, and Swiss Franc:

Notional Amount	Effective Date	Maturity Date	Number of Instruments	Index
$239,933	September 2014 through June 2015	Various dates through December 2016	318	Various

Financial Instrument Presentation

The table below presents the fair value of our derivative financial instruments as well as their classification on the balance sheet as of September 30, 2015 and June 30, 2015:

	September 30, 2015							
	Asset Derivatives				Liability Derivatives			
Derivatives designated as hedging instruments	Balance Sheet line item	Gross amounts of recognized assets	Gross amount offset in consolidated balance sheet	Net amount	Balance Sheet line item	Gross amounts of recognized liabilities	Gross amount offset in consolidated balance sheet	Net amount
Interest rate swaps	Other non-current assets	$ —	$ —	$ —	Other current liabilities / other liabilities	$ (1,874)	$ —	$ (1,874)
Cross-currency swaps	Other non-current assets	—	—	—	Other liabilities	(8,347)	—	(8,347)
Total derivatives designated as hedging instruments		$ —	$ —	$ —		$ (10,221)	$ —	$ (10,221)
Derivatives not designated as hedging instruments								
Interest rate swaps	Other non-current assets	$ —	$ —	$ —	Other liabilities	$ (31)	$ —	$ (31)
Currency forward contracts	Other current assets / other assets	5,239	(1,016)	4,223	Other current liabilities / other liabilities	(1,981)	1,313	(668)
Total derivatives not designated as hedging instruments		$ 5,239	$ (1,016)	$ 4,223		$ (2,012)	$ 1,313	$ (699)

	June 30, 2015							
	Asset Derivatives				Liability Derivatives			
Derivatives designated as hedging instruments	Balance Sheet line item	Gross amounts of recognized assets	Gross amount offset in consolidated balance sheet	Net amount	Balance Sheet line item	Gross amounts of recognized liabilities	Gross amount offset in consolidated balance sheet	Net amount
Interest rate swaps	Other non-current assets	$ —	$ —	$ —	Other current liabilities / other liabilities	$ (1,087)	$ —	$ (1,087)
Total derivatives designated as hedging instruments		$ —	$ —	$ —		$ (1,087)	$ —	$ (1,087)
Derivatives not designated as hedging instruments								
Currency forward contracts	Other current assets	$ 3,256	$ (1,354)	$ 1,902	Other current liabilities	$ (1,792)	$ —	$ (1,792)
Total derivatives not designated as hedging instruments		$ 3,256	$ (1,354)	$ 1,902		$ (1,792)	$ —	$ (1,792)

The following table presents the effect of our derivative financial instruments designated as hedging instruments and their classification within comprehensive income (loss) for the three months ended September 30, 2015 and 2014:

Derivatives in Hedging Relationships	Amount of Gain (Loss) Recognized in Comprehensive (Loss) Income on Derivatives (Effective Portion)	
	Three Months Ended September 30,	
In thousands	2015	2014
Interest rate swaps	$ (926)	$ 299
Cross-currency swaps	419	—
	$ (507)	$ 299

The following table presents reclassifications out of accumulated other comprehensive (loss) income for the three months ended September 30, 2015 and 2014:

Details about Accumulated Other Comprehensive (Loss) Income Components	Amount Reclassified from Accumulated Other Comprehensive (Loss) Income to Net Income Gain/(Loss)		Affected line item in the Statement of Operations
	Three Months Ended September 30,		
In thousands	2015	2014	
Interest rate swaps	$ (302)	$ (284)	Interest expense, net
Total before income tax	(302)	(284)	Income (loss) before income taxes and loss in equity interests
Income tax	76	71	Income tax provision
Total	$ (226)	$ (213)	

The following table presents the adjustment to fair value recorded within the consolidated statements of operations for derivative instruments for which we did not elect hedge accounting, as well as the effect of our de-designated derivative financial instruments that no longer qualify as hedging instruments in the period:

Derivatives not classified as hedging instruments	Amount of Gain (Loss) Recognized in Income		Location of Gain (Loss) Recognized in Income (Ineffective Portion)
	Three Months Ended September 30,		
In thousands	2015	2014	
Currency contracts	$ 2,374	$ 3,451	Other income, net
Interest rate swaps	(7)	—	Other income, net
	$ 2,367	$ 3,451	

5. Accumulated Other Comprehensive Loss

The following table presents a roll forward of amounts recognized in accumulated other comprehensive loss by component, net of tax of $195, for the three months ended September 30, 2015:

	Gains (losses) on cash flow hedges	Gains (losses) on available for sale securities	Losses on pension benefit obligation	Translation adjustments, net of hedges (1)	Total
Balance as of June 30, 2015	$ (1,405)	$ 2,971	$ (3,112)	$ (97,363)	$ (98,909)
Other comprehensive (loss) income before reclassifications	(926)	(1,261)	45	(9,828)	(11,970)
Amounts reclassified from accumulated other comprehensive (loss) income to net income	226	—	—	—	226
Net current period other comprehensive (loss) income	(700)	(1,261)	45	(9,828)	(11,744)
Balance as of September 30, 2015	$ (2,105)	$ 1,710	$ (3,067)	$ (107,191)	$ (110,653)

(1) Translation adjustment is inclusive of the effects of our net investment hedges, of which, unrealized losses, net of tax of $7,596 have been included in other comprehensive loss for the three months ended September 30, 2015.

6. Waltham Lease Arrangement

In July 2013, we executed a lease agreement to move our Lexington, Massachusetts, USA operations to a yet to be constructed facility in Waltham, Massachusetts, USA. During the current quarter, the building was completed and we commenced lease payments in September 2015 and will make lease payments through September 2026.

For accounting purposes, we were deemed to be the owner of the Waltham building during the construction period and accordingly we recorded the construction project costs incurred by the landlord as an asset with a corresponding financing obligation on our balance sheet. We evaluated the Waltham lease in the first quarter of fiscal 2016 and determined the transaction did not meet the criteria for "sale-leaseback" treatment. Accordingly, we began depreciating the asset and incurring interest expense related to the financing obligation recorded on our consolidated balance sheet. We bifurcate the lease payments pursuant to the Waltham Lease into (i) a portion that is allocated to the building and (ii) a portion that is allocated to the land on which the building was constructed. The portion of the lease obligations allocated to the land is treated as an operating lease that commenced in fiscal 2014.

Property, plant and equipment, net, included $117,676 and $104,315 as of September 30, 2015 and June 30, 2015, respectively, related to the building. The financing lease obligation and deferred rent credit related to the building on our consolidated balance sheets was $119,588 and $104,315, respectively, as of September 30, 2015 and June 30, 2015.

7. Business Combinations, Goodwill and Acquired Intangible Assets

During the three months ended September 30, 2015, we acquired two businesses that were not material either individually or in the aggregate to our quarterly results. Complementing our Upload and Print Business Units segment, we acquired all of the outstanding capital stock of Tradeprint Distribution Limited (formerly known as Fairprint Distribution Limited) and Litotipografia Alcione S.r.l. on July 31, 2015 and July 29, 2015, respectively. The aggregate consideration for these two acquisitions was $25,366, net of cash acquired. The consideration was allocated to the fair value of the assets acquired and liabilities assumed based on estimated fair values as of the respective acquisition dates. The aggregate allocation to goodwill, intangible assets, and net tangible assets was $9,390, $14,359 and $1,617, respectively.

Goodwill is calculated as the excess of the consideration over the fair value of the net assets, including intangible assets, and is primarily related to expected synergies from the transaction. The goodwill for the two acquisitions is not deductible for tax purposes, and has been attributed to our Upload and Print Business Units. The results of these acquisitions have been included in the consolidated financial statements from the date of purchase and are not material for the three months ended September 30, 2015.

Goodwill

The carrying amount of goodwill by segment as of June 30, 2015 and September 30, 2015 is as follows:

	Vistaprint Business Unit	Upload and Print Business Units	All Other Business Units	Total
Balance as of June 30, 2015 (1)	$ 124,636	$ 250,487	$ 25,506	$ 400,629
Acquisitions (2)	—	9,390	—	9,390
Adjustments	—	29	—	29
Effect of currency translation adjustments (3)	(1,994)	1,316	(603)	(1,281)
Balance as of September 30, 2015	$ 122,642	$ 261,222	$ 24,903	$ 408,767

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(1) Our segment reporting was revised during the three months ended September 30, 2015 and, as such, we have re-allocated our goodwill by segment for the period ended June 30, 2015. In connection with our change in operating segments, there was an immaterial re-allocation of historical goodwill in the period. See Note 13 for additional details.

(2) During the quarter ended September 30, 2015 we acquired two businesses for a combined $25,366, net of cash acquired, resulting in $9,390 of additional goodwill.

(3) Relates to goodwill held by subsidiaries whose functional currency is not the U.S. Dollar.

Acquired Intangible Assets

Acquired intangible assets amortization expense for the three months ended September 30, 2015 and 2014 was $9,714 and $6,908 respectively. Amortization expense has increased in the first quarter of fiscal 2016 primarily due to our recent acquisitions of Exagroup, druck.at, and Tradeprint.

8. Other Balance Sheet Components

Accrued expenses included the following:

	September 30, 2015	June 30, 2015
Compensation costs (1)	$ 40,048	$ 62,759
Income and indirect taxes	33,536	25,495
Advertising costs	23,940	20,275
Acquisition-related consideration payable	16,024	17,400
Interest	10,454	5,731
Shipping costs	6,445	2,471
Purchases of property, plant and equipment	4,930	3,030
Professional costs	1,829	2,396
Other	41,949	33,269
Total accrued expenses	$ 179,155	$ 172,826

(1) The decrease in compensation costs is primarily due to accrued bonus and long-term incentive payments made in the first quarter of fiscal 2016.

Other current liabilities included the following:

	September 30, 2015	June 30, 2015
Short-term portion of lease financing obligation	$ 12,570	$ 10,475
Short-term capital lease obligations	7,498	7,497
Other	3,821	3,498
Total other current liabilities	$ 23,889	$ 21,470

Other liabilities included the following:

	September 30, 2015	June 30, 2015
Long-term capital lease obligations	$ 27,804	$ 18,304
Long-term derivative liabilities	10,227	9,816
Other	23,988	23,953
Total other liabilities	$ 62,019	$ 52,073

9. Debt

	September 30, 2015	June 30, 2015
7.0% Senior unsecured notes due 2022	$ 275,000	$ 275,000
Senior secured credit facility	378,328	232,000
Other	10,533	11,536
Uncommitted credit facility	—	4,500
Debt issuance costs and debt discounts	(8,544)	(8,940)
Total debt outstanding, net	655,317	514,096
Less short-term debt (1)	18,001	21,057
Long-term debt	$ 637,316	$ 493,039

(1) Balances as of September 30, 2015 and June 30, 2015 are inclusive of short-term debt issuance costs and debt discounts of $1,665 and $1,662, respectively.

Our Debt

Our various debt arrangements described below contain customary representations, warranties and events of default. As of September 30, 2015, we were in compliance with all financial and other covenants related to our debt.

Indenture and Senior Unsecured Notes due 2022

On March 24, 2015, we completed a private placement of $275,000 in aggregate principal amount of 7.0% senior unsecured notes due 2022 (the “Notes”). We issued the Notes pursuant to a senior notes indenture dated as of March 24, 2015 among Cimpress N.V., our subsidiary guarantors, and MUFG Union Bank, N.A., as trustee (the "Indenture"). We used the proceeds from the Notes to pay outstanding indebtedness under our unsecured line of credit and our senior secured credit facility and for general corporate purposes.

The Notes bear interest at a rate of 7.0% per annum and mature on April 1, 2022. Interest on the Notes is payable semi-annually on April 1 and October 1 of each year, commencing on October 1, 2015, to the holders of record of the Notes at the close of business on March 15 and September 15, respectively, preceding such interest payment date.

The Notes are senior unsecured obligations and rank equally in right of payment to all our existing and future senior unsecured debt and senior in right of payment to all of our existing and future subordinated debt. The Notes are effectively subordinated to any of our existing and future secured debt to the extent of the value of the assets securing such debt. Subject to certain exceptions, each of our existing and future subsidiaries that is a borrower under or guarantees our senior secured credit facilities will guarantee the Notes.

The Indenture contains various covenants, including covenants that, subject to certain exceptions, limit our and our restricted subsidiaries’ ability to incur and/or guarantee additional debt; pay dividends, repurchase shares or make certain other restricted payments; enter into agreements limiting dividends and certain other restricted payments; prepay, redeem or repurchase subordinated debt; grant liens on assets; enter into sale and leaseback transactions; merge, consolidate or transfer or dispose of substantially all of our consolidated assets; sell, transfer or otherwise dispose of property and assets; and engage in transactions with affiliates.

At any time prior to April 1, 2018, we may redeem some or all of the Notes at a redemption price equal to 100% of the principal amount redeemed, plus a make-whole amount as set forth in the Indenture, plus, in each case, accrued and unpaid interest to, but not including, the redemption date. In addition, at any time prior to April 1, 2018, we may redeem up to 35% of the aggregate outstanding principal amount of the Notes at a redemption price equal to 107.0% of the principal amount thereof, plus accrued and unpaid interest to, but not including, the redemption date, with the net proceeds of certain equity offerings by Cimpress. At any time on or after April 1, 2018, we may redeem some or all of the Notes at the redemption prices specified in the Indenture, plus accrued and unpaid interest to, but not including, the redemption date.

Senior Secured Credit Facility

As of September 30, 2015, we have a senior secured credit facility of $842,000 as follows:

- Revolving loans of $690,000 with a maturity date of September 23, 2019
- Term loan of $152,000 amortizing over the loan period, with a final maturity date of September 23, 2019

Under the terms of our credit agreement, borrowings bear interest at a variable rate of interest based on LIBOR plus 1.50% to 2.25% depending on our leverage ratio, which is the ratio of our consolidated total indebtedness to our consolidated EBITDA, as defined by the credit agreement. As of September 30, 2015, the weighted-average interest rate on outstanding borrowings was 2.26%, inclusive of interest rate swap rates. We must also pay a commitment fee on unused balances of 0.225% to 0.400% depending on our leverage ratio. We have pledged the assets and/or share capital of several of our subsidiaries as collateral for our outstanding debt as of September 30, 2015.

Other debt

Other debt consists of term loans acquired primarily as part of our fiscal 2015 acquisition of Exagroup SAS. As of September 30, 2015 we had $10,282 outstanding for those obligations that are payable through September 2024.

10. Income Taxes

Income tax expense was $3,940 and $2,232 for the three months ended September 30, 2015 and 2014, respectively. The increase in income tax expense is attributable to a higher consolidated annual effective tax rate forecasted for fiscal 2016 as compared to fiscal 2015. We are forecasting a higher annual effective tax rate in fiscal 2016 due to an expected decrease to, and less favorable geographical mix of, consolidated pre-tax earnings combined with an increase in losses in certain jurisdictions where we are unable to recognize a tax benefit in the current period. We also have losses in certain jurisdictions where we are able to recognize a tax benefit in the current period, but for which the cash benefit is expected to be realized in a future period.

On October 1, 2013, we made changes to our corporate entity operating structure, including transferring our intellectual property among certain of our subsidiaries, primarily to align our corporate entities with our evolving operations and business model. The transfer of assets occurred between wholly owned legal entities within the Cimpress group that are based in different tax jurisdictions. As the impact of the transfer was the result of an intra-entity transaction, any resulting gain or loss and immediate tax impact on the transfer is eliminated and not recognized in the consolidated financial statements under U.S. GAAP. The transferor entity recognized a gain on the transfer of assets that was not subject to income tax in its local jurisdiction. However, the recipient entity will receive a tax benefit associated with the future amortization of the fair market value of the intellectual property received, which for tax purposes will occur over a period of five years in accordance with the applicable tax laws.

As of September 30, 2015, we had a net liability for unrecognized tax benefits included in the balance sheet of approximately $5,248, including accrued interest of $363. We recognize interest and, if applicable, penalties related to unrecognized tax benefits in the provision for income taxes. Of the total amount of unrecognized tax benefits, approximately $2,341 will reduce the effective tax rate if recognized.

It is reasonably possible that a further reduction in unrecognized tax benefits in the range of $1,400 to $1,700 may occur within the next twelve months related to an audit settlement or the lapse of applicable statutes of limitations. We believe we have appropriately provided for all tax uncertainties.

We conduct business in a number of tax jurisdictions and, as such, are required to file income tax returns in multiple jurisdictions globally. The years 2012 through 2015 remain open for examination by the United States Internal Revenue Service (“IRS”) and the years 2006 through 2015 remain open for examination in the various states and non-US tax jurisdictions in which we file tax returns.

Cimpress USA Incorporated received Notices of Assessment from the Massachusetts Department of Revenue ("DOR") for the tax years 2006-2008 and 2010-2011. The Notices contain adjustments to taxable income for these years. The issue in dispute is whether the DOR has the right to impute royalty income to Cimpress USA Incorporated in the years at issue associated with the use of certain intangible property by Vistaprint Limited, even though that intangible property was transferred for a lump-sum payment to Vistaprint Limited in an earlier year that is closed to adjustment by virtue of the governing statute of limitations. In July 2014, we filed an Application for Abatement with the DOR Office of Appeals to appeal the DOR's findings; however, our appeal was denied. In August 2014, we filed a petition to have our case heard by the Massachusetts Appellate Tax Board. The hearing for our case is set to begin in December 2015. We intend to contest these assessments to the fullest extent possible.

We believe that our income tax reserves are adequately maintained taking into consideration both the technical merits of our tax return positions and ongoing developments in our income tax audits. However, the final determination of our tax return positions, if audited, is uncertain, and there is a possibility that final resolution of these matters could have a material impact on our results of operations or cash flows.

11. Noncontrolling Interests

In certain of our strategic investments we have purchased a controlling equity stake, but there remains a minority portion of the equity that is owned by a third party. The balance sheet and operating activity of these entities are included in our consolidated financial statements and we adjust the net income in our consolidated statement of operations to exclude the noncontrolling interests' proportionate share of results. We present the proportionate share of equity attributable to the redeemable noncontrolling interests as temporary equity within our consolidated balance sheet and the proportionate share of noncontrolling interests not subject to a redemption provision that is outside of our control as equity.

Redeemable noncontrolling interests

On April 15, 2015, we acquired 70% of the outstanding shares of Exagroup. The remaining 30% is considered a redeemable noncontrolling equity interest, as it is redeemable in the future and not solely within our control. The redeemable noncontrolling interest was recorded at its fair value as of the acquisition date and will be adjusted to its redemption value on a periodic basis, if that amount exceeds its carrying value. As of September 30, 2015, the redemption value is less than the carrying value and therefore no adjustment has been made.

On April 3, 2014, we acquired 97% of the outstanding corporate capital of Pixartprinting S.p.A. The remaining 3% is considered a redeemable noncontrolling equity interest, as it is redeemable for cash based on future financial results and not solely within our control. The redeemable noncontrolling interest was recorded at its fair value as of the acquisition date and will be adjusted to its redemption value on a periodic basis, with an offset to retained earnings, if that amount exceeds its carrying value. During the three months ended September 30, 2015, we increased the carrying amount of the redeemable noncontrolling interest by $2,258 to reflect the estimated redemption value as of September 30, 2015. The fair value of the noncontrolling interest exceeds the carrying value as of September 30, 2015.

We own a 51% controlling interest in a joint business arrangement with Plaza Create Co. Ltd., a leading Japanese retailer of photo products, to expand our market presence in Japan. During the three months ended September 30, 2015, we contributed an additional $5,350 in cash and Plaza Create made a capital contribution of $5,142 in cash to the joint business. We have a call option to acquire the remaining 49% of the business if Plaza Create materially breaches any of its contracts with us. If we materially breach any of our contracts with Plaza Create, Plaza Create has an option to put its shares to us. As the exercise of this put option is not solely within our control, the noncontrolling equity interest in the business is presented as temporary equity in our consolidated balance sheet. As of September 30, 2015, it is not probable that the noncontrolling interest will be redeemable.

Noncontrolling interest

On August 7, 2014, we made a capital investment in Printi LLC as described in Note 12. The noncontrolling interest was recorded at its estimated fair value as of the investment date. The allocation of the net loss of the operations to the noncontrolling interest considers our stated liquidation preference in applying the loss to each party.

The following table presents the reconciliation of changes in our noncontrolling interests:

	Redeemable noncontrolling interests	Noncontrolling interest
Balance as of June 30, 2015	$ 57,738	$ 512
Capital contribution from noncontrolling interest	5,142	—
Accretion to redemption value	2,258	—
Net loss attributable to noncontrolling interest	(648)	(101)
Adjustment to noncontrolling interest	—	(22)
Foreign currency translation	630	(5)
Balance as of September 30, 2015	$ 65,120	$ 384

12. Variable Interest Entity ("VIE")

On August 7, 2014, we made a capital investment in Printi LLC, which operates in Brazil. This investment provides us access to a newer market and the opportunity to drive longer-term growth in Brazil. As of September 30, 2015, we have a 49.99% equity interest in Printi. Based upon the level of equity investment at risk, Printi is considered a variable interest entity. The shareholders of Printi share profits and voting control on a pro-rata basis. While we do not manage the day to day operations of Printi, we do have the unilateral ability to exercise participating voting rights for specific transactions and as such no one shareholder is considered to be the primary beneficiary. However, certain significant shareholders cannot transfer their equity interests without our approval and as a result are considered de facto agents on our behalf in accordance with ASC 810-10-25-43.

In aggregating our rights, as well as those of our de facto agents, the group as a whole has both the power to direct the activities that most significantly impact the entity's economic performance and the obligation to absorb losses and the right to receive benefits from the entity. In situations where a de facto agency relationship is present, one party is required to be identified as the primary beneficiary and the evaluation requires significant judgment. The factors considered include the presence of a principal/agent relationship, the relationship and significance of activities to the reporting entity, the variability associated with the VIE's anticipated economics and the design of the VIE. The analysis is qualitative in nature and is based on weighting the relative importance of each of the factors in relation to the specifics of the VIE arrangement. Upon our investment we performed an analysis and concluded that we are the party that is most closely associated with Printi, as we are most exposed to the variability of the economics and therefore considered the primary beneficiary.

We have call options to increase our ownership in Printi incrementally over an eight-year period with certain employee shareholders. As the employees' restricted stock in Printi is contingent on post-acquisition employment, share-based compensation will be recognized over the four-year vesting period. The awards are considered liability awards and will be marked to fair value each reporting period. In order to estimate the fair value of the award as of September 30, 2015, we utilized a lattice model with a Monte Carlo simulation. The current fair value of the award is $5,998 and we have recognized $371 in general and administrative expense for the three months ended September 30, 2015.

13. Segment Information

During the first quarter of fiscal 2016, we revised our internal organizational and reporting structure resulting in changes to our reportable segments. Our operating segments are based upon the manner in which our operations are managed and the availability of separate financial information reported internally to the Chief Executive Officer, who is our Chief Operating Decision Maker (“CODM”) for purposes of making decisions about how to allocate resources and assess performance. We have several operating segments under our management reporting structure which are reported in the following three reportable segments:

- *Vistaprint Business Unit* - Includes the operations of our Vistaprint-branded websites focused on the North America, Europe, Australia and New Zealand markets, and our Webs-branded business, which is managed with the Vistaprint-branded digital business in the previously listed geographies.
- *Upload and Print Business Units* - Aggregates the operations of our druck.at, Exagroup, Easyflyer, Printdeal, Pixartprinting, and Tradeprint branded businesses. These operating segments have been aggregated into one reportable segment based on the similarity of their products, markets and economic characteristics.
- *All Other Business Units* - Includes the operations of our Albumprinter and Most of World business units and newly formed Corporate Solutions business unit. Our Most of World business unit is focused on our emerging market portfolio, including operations in Brazil, China, India and Japan. The results of the newly formed Corporate Solutions business unit were previously part of the Vistaprint Business Unit and will focus on delivering volume and revenue via partnerships. These business units have been combined into one reportable segment based on materiality.

Consistent with our historical reporting, the cost of our global legal, human resource, finance, facilities management, software and manufacturing engineering, and the global component of our IT operations functions are generally not allocated to the reporting segments and are instead reported and disclosed under the caption "Corporate and global functions." Corporate and global functions is a cost center and does not meet the definition of an operating segment. We have revised our presentation of all prior periods presented to reflect our revised segment reporting.

In addition, during the first quarter of fiscal 2016 we introduced adjusted net operating profit as the primary metric by which our CODM measures segment financial performance. Certain items such as acquisition-related amortization and depreciation, expense recognized for the changes in the fair value of contingent consideration and compensation expense related to cash-based earn-out mechanisms dependent upon continued employment, share-based compensation related to investment consideration and restructuring charges are excluded from segment adjusted net operating profit. A portion of the interest expense associated with our Waltham lease is allocated to Vistaprint Business Unit and included as expense in adjusted net operating profit. The interest expense represents a portion of the cash rent payment and is considered an operating expense for purposes of measuring our segment performance. There are no internal revenue transactions between our operating segments, and we do not allocate non-operating income to our segment results. All intersegment transfers are recorded at cost for presentation to the CODM, for example, we allocate costs related to products manufactured by our global network of production facilities to the applicable operating segment. There is no intercompany profit or loss recognized on these transactions.

The following factors, among others, may limit the comparability of adjusted net operating profit by segment:

- We do not allocate global support costs across operating segments or corporate and global functions.
- Some of our acquired operations in our Upload and Print Business Units and All Other Business Units segments are burdened by the costs of their local finance, HR, and other administrative support functions, whereas other business units leverage our global functions and do not receive an allocation for these services.
- Our All Other Business Units reporting segment includes our Most of World business unit, which has operating losses as it is in its early stage of investment relative to the scale of the underlying business.

Our balance sheet information is not presented to the CODM on an allocated basis, and therefore we do not present asset information by segment.

Revenue by segment is based on the business unit-specific websites through which the customer's order was transacted. The following tables set forth revenue, adjusted net operating profit by reportable segment and total income from operations.

	Three Months Ended September 30,	
	2015	2014
Revenue:		
Vistaprint Business Unit	$ 265,190	$ 260,057
Upload and Print Business Units	76,538	38,729
All Other Business Units	34,020	35,146
Total revenue	$ 375,748	$ 333,932

	Three Months Ended September 30,	
	2015	2014
Adjusted net operating profit by segment:		
Vistaprint Business Unit	$ 66,252	$ 70,077
Upload and Print Business Units	10,887	4,520
All Other Business Units	359	2,192
Total adjusted net operating profit by segment	77,498	76,789
Corporate and global functions	(54,619)	(48,848)
Acquisition-related amortization and depreciation	(9,782)	(6,908)
Change in fair value of contingent consideration (earn-out related charges) (1)	—	(3,677)
Share-based compensation related to investment consideration	(1,091)	(497)
Restructuring charges	(271)	—
Interest expense for Waltham lease	350	—
Total income from operations	$ 12,085	$ 16,859

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(1) Includes expense recognized for the change in fair value of contingent consideration and compensation expense related to cash-based earn-out mechanisms dependent upon continued employment.

	Three Months Ended September 30,	
	2015	2014
Depreciation and amortization:		
Vistaprint Business Unit	$ 9,861	$ 10,239
Upload and Print Business Units	10,052	5,812
All Other Business Units	4,383	3,807
Corporate and global functions	5,962	4,601
Total depreciation and amortization	$ 30,258	$ 24,459

Enterprise Wide Disclosures:

The following tables set forth revenues by geographic area and groups of similar products and services:

	Three Months Ended September 30,	
	2015	2014
United States	$ 179,413	$ 165,318
Non-United States (2)	196,335	168,614
Total revenue	$ 375,748	$ 333,932

	Three Months Ended September 30,	
	2015	2014
Physical printed products and other (3)	$ 360,148	$ 315,121
Digital products/services	15,600	18,811
Total revenue	$ 375,748	$ 333,932

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(2) Our non-United States revenue includes the Netherlands, our country of domicile. Revenue earned in any other individual country other than the United States was not greater than 10% of consolidated revenue for the periods presented.

(3) Other revenue includes miscellaneous items which account for less than 1% of revenue.

The following tables set forth long-lived assets by geographic area:

	September 30, 2015	June 30, 2015
Long-lived assets (4):		
Canada	$ 98,432	$ 99,474
Netherlands	93,498	98,288
Switzerland	40,064	41,357
United States	30,494	31,417
Italy	33,995	28,548
Australia	24,173	26,908
Jamaica	23,433	23,814
France	23,134	21,449
Japan	19,525	16,219
Other	38,299	29,946
Total	$ 425,047	$ 417,420

(4) Excludes goodwill of $408,767 and $400,629, intangible assets, net of $155,471 and $151,063, the Waltham lease asset of $117,676 and $104,315 , and deferred tax assets of $19,016 and $17,172 as of September 30, 2015 and June 30, 2015, respectively.

14. Commitments and Contingencies

Lease Commitments

We have commitments under operating leases for our facilities that expire on various dates through 2026, including the Waltham lease arrangement discussed in Note 6. Total lease expense, net of sublease income for the three months ended September 30, 2015 and 2014 was $4,102 and $4,388, respectively.

We also lease certain machinery and plant equipment under both capital and operating lease agreements that expire at various dates through 2020. The aggregate carrying value of the leased equipment under capital leases included in property, plant and equipment, net in our consolidated balance sheet at September 30, 2015, is $36,119, net of accumulated depreciation of $19,835; the present value of lease installments not yet due included in other current liabilities and other liabilities in our consolidated balance sheet at September 30, 2015 amounts to $32,791.

Purchase Obligations

At September 30, 2015, we had unrecorded commitments under contract of $26,466, which were principally composed of inventory purchase commitments of approximately $2,124*,* production and computer equipment purchases of approximately $13,983, and other unrecorded purchase commitments of $10,359.

Other Obligations

We have an outstanding installment obligation of $12,508 related to the fiscal 2012 intra-entity transfer of the intellectual property of our subsidiary Webs, Inc., which results in tax being paid over a 7.5 year term and has been classified as a deferred tax liability in our consolidated balance sheet as of September 30, 2015. Other obligations also include the remaining fixed contingent consideration payment related to our fiscal 2014 acquisition of Printdeal of $7,881 payable during the fourth quarter of fiscal 2016 and deferred payments related to our acquisitions of druck.at and Litotipografia Alcione S.r.l. of $3,237 and $2,195, respectively.

Legal Proceedings

We are not currently party to any material legal proceedings. Although we cannot predict with certainty the results of litigation and claims to which we may be subject from time to time, we do not expect the resolution of any of our current matters to have a material adverse impact on our consolidated results of operations, cash flows or financial position. In all cases, at each reporting period, we evaluate whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. We expense the costs relating to our legal proceedings as those costs are incurred.

Item 2. *Management’s Discussion and Analysis of Financial Condition and Results of Operations*

This Report contains forward-looking statements that involve risks and uncertainties. The statements contained in this Report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including but not limited to our statements about anticipated income and revenue growth rates, future profitability and market share, new and expanded products and services, geographic expansion and planned capital expenditures. Without limiting the foregoing, the words “may,” “should,” “could,” “expect,” “plan,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “designed,” “potential,” “continue,” “target,” “seek” and similar expressions are intended to identify forward-looking statements. All forward-looking statements included in this Report are based on information available to us up to, and including the date of this document, and we disclaim any obligation to update any such forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain important factors, including those set forth in this “Management's Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors” and elsewhere in this Report. You should carefully review those factors and also carefully review the risks outlined in other documents that we file from time to time with the United States Securities and Exchange Commission.

Executive Overview

Cimpress, the world leader in mass customization, is a technology and manufacturing-driven company that aggregates, via the Internet, large volumes of small, individually customized orders for a broad spectrum of print, signage, apparel and similar products. We produce those orders in highly automated, capital and technology intensive production facilities in a manner that we believe makes our production techniques significantly more competitive than those of traditional suppliers. We bring our products to market through a portfolio of focused brands serving the needs of small and medium businesses and consumers. These brands include Vistaprint, our global brand for micro business marketing products and services, as well as brands that we have acquired that serve the needs of various market segments, including resellers, small and medium businesses with differentiated service needs, and consumers purchasing products for themselves and their families.

During the first quarter of fiscal 2016, we modified our internal organizational and reporting structure, resulting in the Vistaprint Business Unit, the Upload and Print Business Units, and the All Other Business Units constituting our reportable segments. The Vistaprint Business Unit represents our Vistaprint-branded websites focused on the North America, Europe, Australia and New Zealand markets, and our Webs-branded business, which is managed with the Vistaprint-branded digital business. The Upload and Print Business Units is an aggregation of the druck.at, Exagroup, Easyflyer, Printdeal, Pixartprinting, and Tradeprint branded businesses. The All Other Business Units segment includes the operations of our Albumprinter and Most of World business units and newly formed Corporate Solutions business unit, which historically was part of the Vistaprint Business Unit and is focused on delivering volume and revenue via partnerships.

In evaluating the financial condition and operating performance of our business, management focuses on revenue growth, constant-currency revenue growth, operating income, adjusted net operating profit after tax (NOPAT) and cash flow from operations. A summary of these key financial metrics for the three months ended September 30, 2015, as compared to the three months ended September 30, 2014 are as follows:

- Reported revenue increased by 13% to $375.7 million.
- Consolidated constant-currency revenue increased by 21% and excluding acquisitions increased by 11%.
- Operating income decreased $4.8 million to $12.1 million.

- Adjusted net operating profit after tax (NOPAT) decreased $6.2 million to $16.4 million and is defined in the Non-GAAP Financial Measure section below.
- Cash provided by operating activities decreased $26.9 million to $25.7 million.

Our reported revenue growth was primarily due to the addition of revenue of our recently acquired brands of Exagroup and druck.at, as well as continued growth in the Vistaprint Business Unit. Operating income and adjusted NOPAT declined compared to the period a year ago, as the increased profits of our Upload and Print Business Units were more than offset by our investments in expanding product selection and software development in our business, increased advertising costs for the Vistaprint Business Unit, as well as investments in markets in which we seek to develop a long-term presence such as India, Japan and Brazil. We made these investments because we believe they will collectively enable us to scale and strengthen our competitive position and enhance long-term shareholder value.

Our Priorities

Extending our history of success into our third decade, and beyond, is important to us. To that end we work to optimize our business according to two priorities:

1. **Strategic Objective**: To be the world leader in mass customization.
2. **Financial Objective**: To maximize intrinsic value per share, defined as (a) the unlevered free cash flow per share that, in our best judgment, will occur between now and the long-term future, appropriately discounted to reflect our cost of capital, minus (b) net debt per share.

Cimpress' focus on mass customization lies at the intersection of three overlapping areas:

- ***Empowering People to Make an Impression (what we are passionate about)*** - Cimpress empowers people to make an impression through individually meaningful physical products. In other words, we make it easy and affordable for our customers to convey, in tangible and enduring media, the thoughts, design aesthetics, messages and/or sentiments that are important to them, their customers, their organization or their loved ones.
- ***Computer Integrated Manufacturing (where we can be the best in the world)*** - Computer integrated manufacturing (CIM) harnesses the power of software and IT networks to automate the flow of information, allowing individual processes to exchange information with each other, to schedule activities, to initiate actions, and to route and control all aspects of our manufacturing process. Throughout our history, a differentiating capability of Cimpress has been our ability to develop software systems to integrate every step of the value chain, from browser-based design creation and ordering through to shipment. This greatly reduces the marginal cost of processing information related to each individual, customized order. Low-volume custom products traditionally have a very high per-unit cost of production because, in the absence of computer integration, there are significant fixed costs related to conveying information that is required to process each order.
- ***Large Scale in Small Quantities (what drives our economic engine)*** - The third aspect of the Cimpress focus on mass customization is an understanding of how we generate economic value. Mass customization enables the production of small quantities, but large scale is the most important driver of competitive advantage in the Cimpress business model. When we have increased the volume of orders that we process and produce we have seen material improvement to quality, product selection, speed and cost. In fiscal 2015, we processed over 46 million unique ordered items, and during peak production weeks we produced well over 1 million orders per week.

Results of Operations

The following table presents our operating results for the periods indicated as a percentage of revenue:

	Three months ended September 30, 2015	2014
As a percentage of revenue:		
Revenue	100.0 %	100.0 %
Cost of revenue	41.9 %	39.0 %
Technology and development expense	13.6 %	13.1 %
Marketing and selling expense	32.5 %	33.5 %
General and administrative expense	8.8 %	9.3 %
Income from operations	3.2 %	5.1 %
Other income, net	2.5 %	3.6 %
Interest expense, net	(2.2)%	(1.0)%
Income before income taxes	3.5 %	7.7 %
Income tax provision	1.0 %	0.7 %
Net income	2.5 %	7.0 %
Add: Net loss attributable to noncontrolling interests	0.2 %	0.1 %
Net income attributable to Cimpress N.V.	2.7 %	7.1 %

In thousands

	Three Months Ended September 30, 2015	2014	2015 vs. 2014
Revenue	$ 375,748	$ 333,932	13%

Revenue

We generate revenue primarily from the sale and shipping of customized manufactured products, and by providing digital services, website design and hosting, and email marketing services, as well as a small percentage from order referral fees and other third-party offerings.

Total revenue by reportable segment for the three months ended September 30, 2015 and 2014 are shown in the following table. Revenue for the three months ended September 30, 2015 includes the impact of Tradeprint and Alcione from their respective acquisition dates in our Upload and Print Business Units segment:

In thousands	Three Months Ended September 30,			Currency Impact:	Constant-Currency	Impact of Acquisitions:	Constant- Currency Revenue Growth
	2015	2014	% Change	(Favorable)/Unfavorable	Revenue Growth (1)	(Favorable)/Unfavorable	Excluding Acquisitions (2)
Vistaprint Business Unit	$ 265,190	$ 260,057	2%	6%	8%	—%	8%
Upload and Print Business Units	76,538	38,729	98%	20%	118%	(87)%	31%
All Other Business Units	34,020	35,146	(3)%	13%	10%	(4)%	6%
Total revenue	$ 375,748	$ 333,932	13%	8%	21%	(10)%	11%

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(1) Constant-currency revenue growth, a non-GAAP financial measure, represents the change in total revenue between current and prior year periods at constant-currency exchange rates by translating all non-U.S. dollar denominated revenue generated in the current period using the prior year period's average exchange rate for each currency to the U.S. dollar.

(2) Constant-Currency Revenue Growth Excluding Acquisitions, a non-GAAP financial measure, excludes revenue results for businesses and brands in the period in which there is no comparable year over year revenue. For example, revenue from Easyflyer, Exagroup and druck.at, which we acquired in Q4 2015, is excluded from Q1 2016 revenue growth. Similarly, we acquired Tradeprint and Alcione in Q1 of fiscal 2016 and as such, revenue from these businesses is excluded from 2016 revenue growth,

We have provided these non-GAAP financial measures because we believe they provide meaningful information regarding our results on a consistent and comparable basis for the periods presented. Management uses these non-GAAP financial measures, in addition to GAAP financial measures, to evaluate our operating results. These non-GAAP financial measures should be considered supplemental to and not a substitute for our reported financial results prepared in accordance with GAAP.

Vistaprint Business Unit

Reported revenue for the three months ended September 30, 2015 increased 2% to $265.2 million as compared to the three months ended September 30, 2014. Our reported revenue growth was negatively affected by currency impacts of 6% during the quarter ended September 30, 2015 resulting in constant-currency revenue growth of 8%. The Vistaprint Business Unit constant-currency growth was primarily due to repeat customer bookings growth, with more modest growth in new customer bookings. Performance continues to be stronger in North American and Australian markets than most markets in Europe where we have more substantial customer value proposition changes to make in order to appeal more broadly to higher expectations customers. Despite this, we continue to see improvement in our customer Net Promoter Score™ (which polls our customers on their willingness to recommend us to friends and colleagues based on a score of 0 to 10) in markets around the world.

We continue our transformation efforts of our customer value proposition in our largest business, the Vistaprint brand. This multi-year transformation began in 2011 and is intended over time to improve customer loyalty and long-term returns through improvements to pricing consistency and transparency, site experience, customer communications, product selection, product quality, merchandising, marketing messaging and customer service. Although some of these efforts continue to create revenue headwinds in certain markets, we are realizing benefits from these investments in fiscal 2016 through improved customer retention rates and our increased Net Promoter Score.

Upload and Print Business Units

Reported revenue for the three months ended September 30, 2015 increased to $76.5 million from $38.7 million in the comparative period primarily due to the addition of aggregate revenues of $33.7 million from the brands we acquired in the fourth quarter of fiscal 2015 and the first quarter of fiscal 2016. Additionally, we continue to see strong constant-currency revenue growth rates from Pixartprinting and Printdeal, which were acquired more than a year ago.

All Other Business Units

Reported revenue for three months ended September 30, 2015 decreased to $34.0 million from $35.1 million in the prior comparable period, primarily due to negative impacts from currency of 13%*.*

The following table summarizes our comparative operating expenses for the period:

In thousands

	Three Months Ended September 30,		
	2015	2014	2015 vs. 2014
Cost of revenue	$ 157,283	$ 130,220	21%
% of revenue	*41.9%*	*39.0%*	
Technology and development expense	$ 51,086	$ 43,905	16%
% of revenue	*13.6%*	*13.1%*	
Marketing and selling expense	$ 122,135	$ 111,827	9%
% of revenue	*32.5%*	*33.5%*	
General and administrative expense	$ 33,159	$ 31,121	7%
% of revenue	*8.8%*	*9.3%*	

Cost of revenue

Cost of revenue includes materials used to manufacture our products, payroll and related expenses for production personnel, depreciation of assets used in the production process and in support of digital marketing service offerings, shipping, handling and processing costs, third-party production costs, costs of free products and other related costs of products sold by us. Cost of revenue as a percent of revenue increased during the year ended September 30, 2015, as the operations we acquired in fiscal 2014 and 2015 have a lower gross margin profile than our traditional business and are growing faster; however, these companies have lower marketing and selling costs.

The Vistaprint Business Unit cost of revenue increased to $90.2 million for the quarter ended September 30, 2015 from $86.9 million primarily due to increased costs associated with production volume and product mix of $8.2 million. In addition, we incurred $1.9 million of expense in excess of our insurance recoveries related to a fire in our Venlo manufacturing facility during the three months ended September 30, 2015. This increase was partially offset by currency related benefits, reductions in raw material pricing, shipping costs and other productivity and efficiency gains of $6.8 million.

The Upload and Print Business Units cost of revenue increased to $50.8 million for the three months ended September 30, 2015 from $28.4 million primarily due to incremental manufacturing costs of $23.4 million for the operations acquired in the fourth quarter of fiscal 2015 and first quarter of fiscal 2016.

The All Other Business Units cost of revenue increased to $16.3 million for the three months ended September 30, 2015 from $14.9 million, primarily due to increased costs associated with production volume.

Technology and development expense

Technology and development expense consists primarily of payroll and related expenses for our employees engaged in software and manufacturing engineering, information technology operations and content development; amortization of capitalized software, website development costs and certain acquired intangible assets, including developed technology, hosting of our websites, asset depreciation, patent amortization, legal settlements in connection with patent-related claims, and other technology infrastructure-related costs. Depreciation expense for information technology equipment that directly supports the delivery of our digital marketing services products is included in cost of revenue.

The growth in our technology and development expenses of $7.2 million for the three months ended September 30, 2015 as compared to the prior comparative period was primarily due to increased payroll, share-based compensation and facility-related costs of $4.8 million as a result of increased headcount in our technology development and information technology support organizations. The increase in headcount is partly due to hiring in this strategic investment area, and partly due to headcount from acquired businesses. Technology infrastructure-related costs increased by $1.5 million, primarily due to increased software maintenance and licensing costs, as well as increased IT cloud service costs. Depreciation and amortization expense increased by $0.6 million primarily due to expense related to our fourth quarter fiscal 2015 acquisitions. In addition, other technology and development expense increased $0.5 million primarily due to increased consulting fees. Also during the three months ended September 30, 2015, we had higher net capitalization of software costs of $0.2 million due to an increase in costs that qualified for capitalization during the fiscal 2015 as compared to fiscal 2014.

Marketing and selling expense

Marketing and selling expense consists primarily of advertising and promotional costs; payroll and related expenses for our employees engaged in marketing, sales, customer support and public relations activities; amortization of certain acquired intangible assets, including customer relationships and trade names; and third-party payment processing fees.

The increase in our marketing and selling expenses of $10.3 million during the three months ended September 30, 2015 , as compared to the three months ended September 30, 2014, was partially due to increased advertising costs of $6.4 million. Our advertising cost increase was primarily due to product-focused television ad investments in both the the U.S. and Canada for the Vistaprint Business Unit, as well as increased activity from our recently acquired brands. Our payroll and facility-related costs, inclusive of share-based compensation expense, increased by $1.4 million, as we expanded our marketing and customer service, sales and design support organization through our recent acquisitions and continued investment in the Vistaprint Business Unit customer service resources in order to provide higher value services to our customers. Amortization expense increased by $2.8 million for the three months ended September 30, 2015 as a result of the customer and trademark related intangible assets related to our 2015 and 2016 acquisitions. The increase in marketing and selling expense was partially offset by decreased depreciation costs, employee travel, training, and recruitment costs of $0.3 million.

General and administrative expense

General and administrative expense consists primarily of transaction costs, including third-party professional fees, insurance and payroll and related expenses of employees involved in executive management, finance, legal, and human resources.

During the three months ended September 30, 2015 our general and administrative expenses increased as compared to fiscal 2014 by $2.0 million due to increased payroll, share-based compensation expense and facility-related costs and third-party professional fees of $3.1 million and $1.3 million, respectively. In addition, other general and administrative expenses increased by $1.3 million primarily due to increased employee travel, training, and recruitment costs. The increase in general and administrative expense was partially offset by a decrease in expense of $3.7 million as compared to the prior period related to changes in the fair value of the contingent consideration liabilities for both Printdeal and Pixartprinting which did not recur during the three months ended September 30, 2015.

Other income, net

Other income, net generally consists of gains and losses from currency exchange rate fluctuations on transactions or balances denominated in currencies other than the functional currency of our subsidiaries, as well as the realized and unrealized gains and losses on our derivative instruments for which we do not apply hedge accounting. In evaluating our currency hedging program and ability to achieve hedge accounting in light of our legal entity cash flows, we considered the benefits of hedge accounting relative to the additional economic cost of trade execution and administrative burden. Based on this analysis, we decided to execute currency forward contracts that do not qualify for hedge accounting. The following table summarizes the components of other income, net:

	Three months ended September 30,	
	2015	2014
Gains on derivative instruments	$ 2,367	$ 3,451
Currency related gains, net	5,034	8,663
Other gains	1,841	21
Total other income, net	$ 9,242	$ 12,135

During the three months ended September 30, 2015, we recognized net gains of $9.2 million in other income as compared to net gains of $12.1 million during the three months ended September 30, 2014. The decrease in other income primarily relates to our intercompany transactional and financing activities, as we have significant non-functional currency intercompany relationships subject to currency exchange rate volatility that resulted in a gain of $5.0 million during the three months ended September 30, 2015, as compared to $8.7 million in gain in the prior comparative quarter.

In addition, we recognized net gains of $2.4 million on our currency forward contracts during the three months ended September 30, 2015, as compared to net gains of $3.5 million that were recognized during the prior comparative quarter. We expect this volatility to continue in future periods as we do not currently apply hedge accounting for our currency forward contracts. The recognition of a $1.6 million gain related to insurance proceeds received for property damage resulting from a fire at our Venlo, Netherlands production facility partially offset the decreased currency gain activity for the three months ended September 30, 2015.

Interest expense, net

Interest expense, net was $8.1 million and $3.3 million for the three months ended September 30, 2015 and 2014, respectively. Interest expense, net primarily consists of interest paid on outstanding debt balances, amortization of debt issuance costs and interest related to capital lease obligations. The increase in interest expense, net is primarily a result of increased borrowing levels under our credit facility and the issuance of our senior unsecured notes in March 2015. We expect interest expense, net to increase in future periods relative to historical trends as a result of our senior unsecured notes, our Waltham lease arrangement, and increased capital lease obligations for machinery and equipment.

Income tax provision

	Three Months Ended September 30,	
	2015	2014
Income tax provision	$ 3,940	$ 2,232
Effective tax rate	29.8%	8.7%

Income tax expense was $3.9 million and $2.2 million for the three months ended September 30, 2015 and 2014, respectively. The increase in income tax expense is attributable to a higher consolidated annual effective tax rate forecasted for fiscal 2016 as compared to fiscal 2015. We are forecasting a higher annual effective tax rate in fiscal 2016 due to an expected decrease to and less favorable geographical mix of consolidated pre-tax earnings combined with an increase in losses in certain jurisdictions where we are unable to recognize a tax benefit in the current period. We also have losses in certain jurisdictions where we are able to recognize a tax benefit in the current period, but for which the cash benefit is expected to be realized in a future period. We expect our cash income taxes related to fiscal 2016 to be higher than our income tax expense primarily as a result of these deferred cash tax benefits.

We believe that our income tax reserves are adequately maintained taking into consideration both the technical merits of our tax return positions and ongoing developments in our income tax audits. However, the final determination of our tax return positions, if audited, is uncertain, and there is a possibility that final resolution of these matters could have a material impact on our results of operations or cash flows. See Note 10 in our accompanying consolidated financial statements for additional discussion.

Liquidity and Capital Resources

Consolidated Statements of Cash Flows Data:
In thousands

	Three Months Ended September 30,	
	2015	2014
Net cash provided by operating activities	$ 25,717	$ 52,620
Net cash used in investing activities	(50,400)	(46,215)
Net cash provided by (used in) financing activities	16,011	(4,620)

At September 30, 2015, we had $93.8 million of cash and cash equivalents and $663.9 million of outstanding debt, excluding debt issuance costs and debt discounts. Cash and cash equivalents decreased by $9.8 million during the three months ended September 30, 2015. We expect cash and cash equivalents to fluctuate over time depending on our working capital needs and acquisition activity. The cash flows during the three months ended September 30, 2015 related primarily to the following items:

Cash inflows:

- Net income of $9.3 million;
- Adjustments for non-cash items of $22.1 million primarily related to positive adjustments for depreciation and amortization of $30.3 million and share-based compensation costs of $6.2 million, offset by negative adjustments for unrealized currency-related gains of $7.8 million;
- Proceeds of debt of $141.7 million, net of payments;
- Proceeds from an initial insurance claim settlement of $6.2 million, of which $4.1 million is presented as cash from operations and $2.1 million is presented as cash from investing activities; and
- Capital contribution from a noncontrolling interest of $5.1 million.

Cash outflows:

- Purchases of our ordinary shares of $127.8 million;

- Capital expenditures of $24.4 million of which $11.9 million were related to the purchase of manufacturing and automation equipment for our production facilities, $9.3 million were related to the purchase of land, facilities and leasehold improvements, and $3.2 million were related to purchases of other capital assets, including facility improvements and office equipment;

- Payments for acquisitions, net of cash acquired, of $22.8 million;

- Internal costs for software and website development that we have capitalized of $4.9 million;

- Changes in working capital balances of $4.1 million primarily driven by an increase in accounts receivable;

- Payments of withholding taxes in connection with share awards of $2.7 million; and

- Payments for capital lease arrangements of $2.2 million.

Additional Liquidity and Capital Resources Information. During the year ended September 30, 2015, we financed our operations and strategic investments through internally generated cash flows from operations and debt financing. As of September 30, 2015, approximately $93.5 million of our cash and cash equivalents was held by our subsidiaries, and undistributed earnings of our subsidiaries that are considered to be indefinitely reinvested were $61.4 million. We do not intend to repatriate such funds as the cash and cash equivalent balances are generally used and available, without legal restrictions, to fund ordinary business operations and investments of the respective subsidiaries. If there is a change in the future, the repatriation of undistributed earnings from certain subsidiaries, in the form of dividends or otherwise, could have tax consequences that could result in material cash outflows.

Debt. On March 24, 2015, we completed a private placement of $275.0 million of 7.0% senior unsecured notes due 2022. The proceeds from the sales of the notes were used to repay existing outstanding indebtedness under our unsecured line of credit and senior secured credit facility and for general corporate purposes. As of September 30, 2015, we have aggregate loan commitments from our senior secured credit facility totaling $842.0 million. The loan commitments consist of revolving loans of $690.0 million and the remaining term loans of $152.0 million.

We have other financial obligations that constitute additional indebtedness based on the definitions within the credit facility. As of September 30, 2015, the amount available for borrowing under our senior secured credit facility was as follows:

In thousands

	September 30, 2015
Maximum aggregate available for borrowing	$ 842,000
Outstanding borrowings of senior secured credit facilities	(378,328)
Remaining amount	463,672
Limitations to borrowing due to debt covenants and other obligations (1)	(32,958)
Amount available for borrowing as of September 30, 2015 (2)	$ 430,714

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(1) Our borrowing ability under our senior secured credit facility can be limited by our debt covenants each quarter. These covenants may limit our borrowing capacity depending on our leverage, other indebtedness, such as notes, capital leases, letters of credit, and any other debt, as well as other factors that are outlined in the credit agreement.
(2) The use of available borrowings for share purchases, dividend payments, or corporate acquisitions is subject to more restrictive covenants that can lower available borrowings for such purposes relative to the general availability described in the above table.

Debt Covenants. Our credit agreement contains financial and other covenants, including but not limited to the following:

(1) The credit agreement contains financial covenants calculated on a trailing twelve month, or TTM, basis that:

- our total leverage ratio, which is the ratio of our consolidated total indebtedness (*) to our TTM consolidated EBITDA (*), will not exceed 4.50 to 1.00.

- our senior secured leverage ratio, which is the ratio of our consolidated senior secured indebtedness (*) to our TTM consolidated EBITDA (*), will not exceed 3.25 to 1.00.

- our interest coverage ratio, which is the ratio of our consolidated EBITDA to our consolidated interest expense, will be at least 3.00 to 1.00.

(2) Purchases of our ordinary shares, payments of dividends, and corporate acquisitions and dispositions are subject to more restrictive consolidated leverage ratio thresholds than those listed above when calculated on a proforma basis in certain scenarios. Also, regardless of our leverage ratio, the credit agreement limits the amount of purchases of our ordinary shares, payments of dividends, corporate acquisitions and dispositions, investments in joint ventures or minority interests, and consolidated capital expenditures that we may make. These limitations can include annual limits that vary from year-to-year and aggregate limits over the term of the credit facility. Therefore, our ability to make desired investments may be limited during the term of our senior secured credit facility.

(3) The credit agreement also places limitations on additional indebtedness and liens that we may incur, as well as on certain intercompany activities.

(*) The definitions of EBITDA, consolidated total indebtedness, and consolidated senior secured indebtedness are maintained in our credit agreement included as an exhibit to our Form 8-K filed on February 13, 2013, as amended by amendments no. 1 and no. 2 to the credit agreement included as exhibits to our Forms 8-K filed on January 22, 2014 and September 25, 2014.

The indenture under which our 7.0% senior unsecured notes due 2022 are issued contains various covenants, including covenants that, subject to certain exceptions, limit our and our restricted subsidiaries' ability to incur and/or guarantee additional debt; pay dividends, repurchase shares or make certain other restricted payments; enter into agreements limiting dividends and certain other restricted payments; prepay, redeem or repurchase subordinated debt; grant liens on assets; enter into sale and leaseback transactions; merge, consolidate or transfer or dispose of substantially all of our consolidated assets; sell, transfer or otherwise dispose of property and assets; and engage in transactions with affiliates.

Our credit agreement and senior unsecured notes indenture also contain customary representations, warranties and events of default. As of September 30, 2015, we were in compliance with all financial and other covenants under the credit agreement and senior unsecured notes indenture.

Other debt. Other debt consists of term loans primarily acquired as part of our fiscal 2015 acquisition of Exagroup SAS. As of September 30, 2015 we had $10.5 million outstanding for those obligations that are payable through September 2024.

Our expectations for fiscal year 2016. Our current liabilities continue to exceed our current assets; however, we believe that our available cash, cash flows generated from operations, and our availability under our committed debt financing will be sufficient to satisfy our liabilities and planned investments to support our long-term growth strategy for the foreseeable future. We endeavor to invest large amounts of capital that we believe will generate returns that are above our weighted average cost of capital. We consider any use of cash that we expect to require more than 12 months to return our invested capital to be an allocation of capital. For fiscal 2016 we expect to allocate capital to the following broad categories and consider our capital to be fungible across all of these categories:

- Large, discrete, internally developed projects that we believe can, over the longer term provide us with materially important competitive capabilities and/or positions in new markets, such as investments in our software, service operations and other supporting capabilities for our integrated platform, costs incurred for post-merger integration efforts and expansion into new geographic markets.
- Other organic investments intended to maintain or improve our competitive position or support growth, such as costs to develop new products and expand product attributes, production and IT capacity expansion, Vistaprint Business Unit related advertising costs and the continued investment in our employees.
- Purchase of ordinary shares
- Corporate acquisitions and similar Investments
- Reduction of debt

Contractual Obligations

Contractual obligations at September 30, 2015 are as follows:

In thousands	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases, net of subleases	$ 39,212	$ 6,835	$ 10,868	$ 8,707	$ 12,802
Build-to-suit lease	131,247	12,569	25,139	25,139	68,400
Purchase commitments	26,466	26,466	—	—	—
Senior unsecured notes and interest payments	400,125	19,250	38,500	38,500	303,875
Other debt and interest payments	407,463	25,315	53,289	327,153	1,706
Capital leases	33,050	11,127	15,640	5,641	642
Other	25,820	11,160	9,916	4,744	—
Total (1)	$ 1,063,383	$ 112,722	$ 153,352	$ 409,884	$ 387,425

(1) We may be required to make cash outlays related to our uncertain tax positions. However, due to the uncertainty of the timing of future cash flows associated with our uncertain tax positions, we are unable to make reasonably reliable estimates of the period of cash settlement, if any, with the respective taxing authorities. Accordingly, uncertain tax positions of $5.2 million as of September 30, 2015 have been excluded from the contractual obligations table above. For further information on uncertain tax positions, see Note 10 to the accompanying consolidated financial statements.

Operating Leases. We rent office space under operating leases expiring on various dates through 2024. Future minimum rental payments required under our leases are an aggregate of approximately $39.2 million. The terms of certain lease agreements require security deposits in the form of bank guarantees and a letter of credit in the amount of $2.0 million and $1.6 million, respectively.

Build-to-suit lease. Represents the cash payments for our facility in Waltham, Massachusetts, USA. Please refer to Note 6 in the accompanying consolidated financial statements for additional details.

Purchase Commitments. At September 30, 2015, we had unrecorded commitments under contract of $26.5 million, which were composed of inventory purchase commitments of approximately $2.1 million, production and computer equipment purchases of approximately $14.0 million, and other unrecorded purchase commitments of $10.4 million.

Senior unsecured notes and interest payments. Our 7.0% senior unsecured notes due 2022 bear interest at a rate of 7.0% per annum and mature on April 1, 2022. Interest on the notes will be payable semi-annually on April 1 and October 1 of each year, commencing on October 1, 2015 and has been included in the table above.

Other debt and interest payments. The term loans of $152.0 million outstanding under our credit agreement have repayments due on various dates through September 23, 2019, with the revolving loans outstanding of $226.3 million due on September 23, 2019. Interest payable included in this table is based on the interest rate as of September 30, 2015 and assumes all revolving loan amounts outstanding will not be paid until maturity, but that the term loan amortization payments will be made according to our defined schedule. Interest payable includes the estimated impact of our interest rate swap agreements. In addition, we assumed term loan debt as part of certain of our fiscal 2015 acquisitions and as of September 30, 2015 we had $10.5 million outstanding for those obligations that have repayments due on various dates through September 2024.

Capital leases. We lease certain machinery and plant equipment under capital lease agreements that expire at various dates through 2020. The aggregate carrying value of the leased equipment under capital leases included in property, plant and equipment, net in our consolidated balance sheet at September 30, 2015, is $36.1 million, net of accumulated depreciation of $19.8 million. The present value of lease installments not yet due included in other current liabilities and other liabilities in our consolidated balance sheet at September 30, 2015 amounts to $32.8 million.

Other Obligations. Other obligations include an installment obligation of $12.5 million related to the fiscal 2012 intra-entity transfer of the intellectual property of our subsidiary Webs, Inc., which resulted in tax being paid over a 7.5 year term and has been classified as a deferred tax liability in our consolidated balance sheet as of September 30, 2015. Other obligations also include the contingent consideration payment related to our fiscal 2014 acquisition of Printdeal of $7.9 million and deferred payments related to our acquisitions of druck.at and Litotipografia Alcione S.r.l. of $3.2 million and $2.2 million, respectively. Please refer to Note 3 in the accompanying consolidated financial statements for details related to the Printdeal obligation and Note 7 for details related to the Litotipografia Alcione S.r.l. acquisition.

Non-GAAP Financial Measure

Adjusted net operating profit after tax (NOPAT) presented below is a supplemental measure of our performance that is not required by, or presented in, accordance with GAAP. This metric is the primary metric by which we measure our consolidated financial performance and is intended to supplement investors' understanding of our operating results. Adjusted NOPAT is defined as GAAP operating income excluding certain items such as acquisition-related amortization and depreciation, expense recognized for the change in fair value of contingent consideration and compensation expense related to cash-based earn-out mechanisms dependent upon continued employment, share-based compensation related to investment consideration and restructuring charges. The interest expense associated with our Waltham lease, as well as realized gains (losses) on currency forward contracts that do not qualify for hedge accounting, are included in adjusted NOPAT. We do not, nor do we suggest that investors should, consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

The table below sets forth operating income and adjusted net operating profit after tax for each of the three months ended September 30, 2015 and 2014:

	Three Months Ended September 30,	
	2015	2014
GAAP Operating Income	$ 12,085	$ 16,859
Less: Cash taxes attributable to current period (see below)	(6,833)	(5,313)
Exclude expense (benefit) impact of:		
Acquisition-related amortization and depreciation	9,782	6,908
Change in fair value of contingent consideration (earn-out related charges) (1)	289	3,677
Share-based compensation related to investment consideration	802	497
Restructuring Costs	271	—
Less: Interest expense associated with Waltham lease	(350)	—
Include: Realized gain (loss) on currency forward contracts not included in operating income	316	(17)
Adjusted NOPAT (2)	$ 16,362	$ 22,611
Cash taxes paid in the current period	$ 4,709	$ 5,296
Less: cash taxes related to prior periods	359	(2,860)
Plus: cash taxes attributable to the current period but not yet paid	921	936
Plus: cash impact of excess tax benefit on equity awards attributable to current period	1,709	2,796
Less: installment payment related to the transfer of intellectual property in a prior year	(865)	(855)
Cash taxes attributable to current period	$ 6,833	$ 5,313

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(1) Includes expense recognized for the change in fair value of contingent consideration and compensation expense related to cash-based earn-out mechanisms dependent upon continued employment.
(2) Adjusted NOPAT will include the impact of impairments of goodwill and other long-lived assets as defined by ASC 350 - "Intangibles - Goodwill and Other" and discontinued operations as defined by ASC 205-20 in periods in which they occur.

Item 3. ***Quantitative and Qualitative Disclosures About Market Risk***

Interest Rate Risk. Our exposure to interest rate risk relates primarily to our cash, cash equivalents and debt.

As of September 30, 2015, our cash and cash equivalents consisted of standard depository accounts which are held for working capital purposes. We do not believe we have a material exposure to interest rate fluctuations related to our cash and cash equivalents.

As of September 30, 2015, we had $378.3 million of variable rate debt and $12.5 million of variable rate installment obligation related to the fiscal 2012 intra-entity transfer of Webs' intellectual property. As a result, we have exposure to market risk for changes in interest rates related to these obligations. In order to mitigate our exposure to interest rate changes related to our variable rate debt, we execute interest rate swap contracts to fix the interest rate on a portion of our outstanding long-term debt with varying maturities. As of September 30, 2015, a hypothetical 100 basis point increase in rates, inclusive of our outstanding interest rate swaps, would result in an increase of interest expense of approximately $2.4 million over the next 12 months.

Currency Exchange Rate Risk. We conduct business in multiple currencies through our worldwide operations but report our financial results in U.S. dollars. We manage these risks through normal operating activities and, when deemed appropriate, through the use of derivative financial instruments. We have policies governing the use of derivative instruments and do not enter into financial instruments for trading or speculative purposes. The use of derivatives is intended to reduce, but do not entirely eliminate, the impact of adverse currency exchange rate movements. A summary of our currency risk is as follows:

- *Translation of our non-U.S. dollar revenues and expenses:* Revenue and related expenses generated in currencies other than the U.S. dollar could result in higher or lower net income when, upon consolidation, those transactions are translated to U.S. dollars. When the value or timing of revenue and expenses in a given currency are materially different, we may be exposed to significant impacts on our net income and non-GAAP financial metrics, such as EBITDA.

  Our most significant net currency exposures by volume are in the British Pound, Canadian Dollar, Euro and Swiss Franc, although our exposures to these and other currencies fluctuate, particularly in our fiscal second quarter. Beginning in the fourth quarter of fiscal 2015, our currency hedging objectives are targeted at reducing volatility in our forecasted U.S. dollar-equivalent EBITDA in order to protect our debt covenants. Since EBITDA excludes non-cash items such as depreciation and amortization that are included in net income, we may experience increased, not decreased, volatility in our GAAP results due to our hedging approach.

  In addition, we elect to execute currency forward contracts that do not qualify for hedge accounting. As a result, we may experience volatility in our consolidated statements of operations due to (i) the impact of unrealized gains and losses reported in other income, net on the mark-to-market of outstanding contracts and (ii) realized gains and losses recognized in other income, net, whereas the offsetting economic gains and losses are reported in the line item of the underlying cash flow, for example, revenue.

- *Translation of our non-U.S. dollar assets and liabilities*: Each of our subsidiaries translates its assets and liabilities to U.S. dollars at current rates of exchange in effect at the balance sheet date. The resulting gains and losses from translation are included as a component of accumulated other comprehensive (loss) income on the consolidated balance sheet. Fluctuations in exchange rates can materially impact the carrying value of our assets and liabilities.

  We have currency exposure arising from our net investments in foreign operations. We enter into cross-currency swap contracts to mitigate the impact of currency rate changes on certain net investments.

- *Remeasurement of monetary assets and liabilities:* Transaction gains and losses generated from remeasurement of monetary assets and liabilities denominated in currencies other than the functional currency of a subsidiary are included in other income, net on the consolidated statements of operations. Certain of our subsidiaries hold intercompany loans with another group company, which may be different from the functional currency of one of the subsidiary loan parties. Due to the significance of these balances, the revaluation of intercompany loans can have a material impact on other income, net. We expect these impacts may be volatile in the future, although they do not have a U.S. dollar cash impact for the consolidated group and therefore have currently elected not to hedge this exposure. A hypothetical 10% change in currency exchange rates was applied to total net monetary assets denominated in currencies other than the functional currencies at the balance sheet dates to compute the impact these changes would have had on our income before taxes in the near term. A hypothetical decrease in exchange rates of 10% against the functional currency of our subsidiaries would have resulted in an increase of $21.3 million and $13.5 million on our income before taxes for the three months ended September 30, 2015 and 2014, respectively.

Item 4. *Controls and Procedures*

Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2015. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2015, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There were no significant changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended September 30, 2015 that materially affect, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. *Risk Factors*

Our future results may vary materially from those contained in forward-looking statements that we make in this Report and other filings with the SEC, press releases, communications with investors, and oral statements due to the following important factors, among others. Our forward-looking statements in this Report and in any other public statements we make may turn out to be wrong. These statements can be affected by, among other things, inaccurate assumptions we might make or by known or unknown risks and uncertainties or risks we currently deem immaterial. Consequently, no forward-looking statement can be guaranteed. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Risks Related to Our Business

If our long-term growth strategy is not successful or if our financial projections relating to the effects of our strategy turn out to be incorrect, our business and financial results could be harmed.

We may not achieve the objectives of our long-term investment and financial strategy, our financial projections relating to the growth and development of our business may turn out to be incorrect, and our investments in our business may fail to impact our results and growth as anticipated. Some of the factors that could cause our business strategy to fail to achieve our objectives include, among others:

- our failure to adequately execute our operational strategy or anticipate and overcome obstacles to achieving our strategic goals;
- our failure to develop our mass customization platform or the failure of the platform to drive the efficiencies and competitive advantage we expect;
- our failure to manage the growth, complexity, and pace of change of our business and expand our operations;
- our failure to acquire businesses that enhance the growth and development of our business or to effectively integrate the businesses we do acquire into our business;

- our inability to purchase or develop technologies and other key assets to increase our efficiency, enhance our competitive advantage, and scale our operations;
- the failure of our current supply chain to provide the resources we need at the standards we require and our inability to develop new or enhanced supply chains;
- our failure to acquire new customers and enter new markets, retain our current customers, and sell more products to current and new customers;
- our failure to identify and address the causes of our revenue weakness in some markets;
- our failure to sustain growth in relatively mature markets;
- our failure to promote, strengthen, and protect our brands;
- our failure to effectively manage competition and overlap within our brand portfolio;
- the failure of our current and new marketing channels to attract customers;
- our failure to realize expected returns on our capital allocation decisions;
- unanticipated changes in our business, current and anticipated markets, industry, or competitive landscape;
- our failure to attract and retain skilled talent needed to execute our strategy and sustain our growth; and
- general economic conditions.

In addition, projections are inherently uncertain and are based on assumptions and judgments by management that may be flawed or based on information about our business and markets that may change in the future in ways that may be beyond our control. Our actual results may differ materially from our projections due to various factors, including the factors listed immediately above and in the risk factor below entitled "We manage our business for long-term results," which are also applicable to longer-term results.

If our strategy is not successful, or if there is a market perception that our strategy is not successful, then our revenue, earnings, and value may not grow as anticipated or may decline, we may not be profitable, our reputation and brands may be damaged, and the price of our shares may decline. In addition, we may change our strategy from time to time, which can cause fluctuations in our financial results and volatility in our share price.

If we are unable to attract visitors to our websites and convert those visitors to customers, our business and results of operations could be harmed.

Our success depends on our ability to attract new and repeat customers in a cost-effective manner. We rely on a variety of methods to draw visitors to our websites and promote our products and services, such as purchased search results from online search engines such as Google and Yahoo!, email, direct mail, advertising banners and other online links, broadcast media, and word-of-mouth customer referrals. If the search engines on which we rely modify their algorithms, terminate their relationships with us, or increase the prices at which we may purchase listings, our costs could increase, and fewer customers may click through to our websites. If we are not effective at reaching new and repeat customers, if fewer customers click through to our websites, or if the costs of attracting customers using our current methods significantly increase, then traffic to our websites would be reduced, our revenue and net income could decline, and our business and results of operations would be harmed.

Purchasers of customized micro business marketing products and services, including graphic design and customized printing, may not choose to shop online, which would prevent us from acquiring new customers that are necessary to the success of our business.

The online market for micro business marketing products and services is less developed than the online market for other business and home and family products, and our success depends in part on our ability to attract customers who have historically purchased products and services we offer through offline channels. Specific factors that could prevent prospective customers from purchasing from us as an online retailer include:

- concerns about buying graphic design services and marketing products without face-to-face interaction with sales personnel;
- the inability to physically handle and examine product samples;
- delivery time associated with Internet orders;
- concerns about the security of online transactions and the privacy of personal information;
- delayed shipments or shipments of incorrect or damaged products;
- limited access to the Internet; and
- the inconvenience associated with returning or exchanging purchased items.

In addition, our internal research shows that an increasing number of current and potential customers access our websites using smart phones or tablet computing devices and that our website visits using traditional desktop computers may be declining. Designing and purchasing custom designed products on a smart phone, tablet, or other mobile device is more difficult than doing so with a traditional computer due to limited screen sizes and bandwidth constraints. If our customers and potential customers have difficulty accessing and using our websites and technologies, then our revenue could decline.

We may not succeed in promoting and strengthening our brands, which could prevent us from acquiring new customers and increasing revenues.

A primary component of our business strategy is to promote and strengthen our brands to attract new and repeat customers to our websites, and we face significant competition from other companies in our markets who also seek to establish strong brands. To promote and strengthen our brands, we must incur substantial marketing expenses and establish a relationship of trust with our customers by providing a high-quality customer experience. Providing a high-quality customer experience requires us to invest substantial amounts of resources in our website development, design and technology, graphic design operations, production operations, and customer service operations. Our ability to provide a high-quality customer experience is also dependent on external factors over which we may have little or no control, including the reliability and performance of our suppliers, third-party carriers, and communication infrastructure providers. If we are unable to promote our brands or provide customers with a high-quality customer experience, we may fail to attract new customers, maintain customer relationships, and sustain or increase our revenues.

We manage our business for long-term results, and our quarterly and annual financial results will often fluctuate, which may lead to volatility in our share price.

Our revenues and operating results often vary significantly from period to period due to a number of factors, and as a result comparing our financial results on a period-to-period basis may not be meaningful. Many of the factors that lead to period-to-period fluctuations are outside of our control; however, some factors are inherent in our business strategies. Additionally, we prioritize longer-term results over shorter-term results and generally do not manage our business to maximize current period financial results, including our GAAP net income and operating cash flow and other results we report. Some of the specific factors that could cause our operating results to fluctuate include among others:

- investments in our business in the current period intended to generate longer-term returns, where the shorter-term costs of, for example, developing technology, building infrastructure, or developing new customer offerings will not be offset by revenue or cost savings until future periods;
- seasonality-driven or other variations in the demand for our products and services, in particular during our second fiscal quarter;
- currency and interest rate fluctuations, which affect our revenues, costs, and fair value of our assets;

- our hedging activity;
- our ability to attract visitors to our websites and convert those visitors into customers;
- our ability to retain customers and generate repeat purchases;
- shifts in product mix toward less profitable products;
- the commencement or termination of agreements with our strategic partners, suppliers, and others;
- our ability to manage our production, fulfillment, and support operations;
- costs to produce and deliver our products and provide our services, including the effects of inflation;
- our pricing and marketing strategies and those of our competitors;
- expenses and charges related to our compensation agreements with our executives and employees;
- costs and charges resulting from litigation;
- significant increases in credits, beyond our estimated allowances, for customers who are not satisfied with our products;
- changes in our income tax rate;
- costs to acquire businesses or integrate our acquired businesses;
- impairments of our tangible and intangible assets including goodwill; and
- the results of our minority investments and joint ventures.

Some of our expenses, such as office leases, depreciation related to previously acquired property and equipment, and personnel costs, are relatively fixed, and we may be unable to, or may not choose to, adjust operating expenses to offset any revenue shortfall. Accordingly, any shortfall in revenue may cause significant variation in operating results in any period. Our operating results may sometimes be below the expectations of public market analysts and investors, in which case the price of our ordinary shares will likely decline.

Our global operations and expansion place a significant strain on our management, employees, facilities, and other resources and subject us to additional risks.

We are a global company with production facilities, offices, and localized websites in multiple countries across six continents. We expect to establish operations, acquire or invest in businesses, and sell our products and services in additional geographic regions, including emerging markets, where we may have limited or no experience. We may not be successful in all regions in which we invest or where we establish operations, which may be costly to us. We are subject to a number of risks and challenges that relate to our global operations and expansion, including, among others:

- difficulty managing operations in, and communications among, multiple locations and time zones;
- difficulty complying with multiple tax laws, treaties, and regulations and limiting our exposure to onerous or unanticipated taxes, duties, and other costs;
- local regulations that may restrict or impair our ability to conduct our business as planned;
- protectionist laws and business practices that favor local producers and service providers;
- our inexperience in marketing and selling our products and services within unfamiliar countries and cultures;

- challenges of working with local business partners in some regions, such as Japan and Brazil;
- our failure to properly understand and develop graphic design content and product formats appropriate for local tastes;
- disruptions caused by political and social instability that may occur in some countries;
- corrupt business practices, such as bribery or the willful infringement of intellectual property rights, that may be common in some countries;
- difficulty expatriating cash from some countries;
- difficulty importing and exporting our products across country borders and difficulty complying with customs regulations in the many countries where we sell products;
- disruptions or cessation of important components of our international supply chain;
- the challenge of complying with disparate laws in multiple countries;
- restrictions imposed by local labor practices and laws on our business and operations; and
- failure of local laws to provide a sufficient degree of protection against infringement of our intellectual property.

To manage our operations and anticipated growth, we must continue to expand and refine our operational, financial, and management controls, human resource policies, reporting systems, and procedures in the many locations and across the many cultures in which we operate. If we are unable to operate and improve these systems and controls or if we discover deficiencies in our existing systems and controls, then our ability to manage our business, comply with our legal obligations, and provide a high-quality customer experience could be harmed, which would damage our reputation and brands and substantially harm our business and financial results.

In addition, we are exposed to fluctuations in currency exchange rates that may impact items such as the translation of our revenues and expenses, remeasurement of our intercompany balances, and the value of our cash and cash equivalents and other assets and liabilities denominated in currencies other than the U.S. dollar, our reporting currency. While we engage in hedging activities to mitigate some of the net impact of currency exchange rate fluctuations, our financial results may differ materially from expectations as a result of such fluctuations.

Acquisitions and strategic investments may be disruptive to our business and may fail to achieve our goals.

An important component of our strategy is to selectively pursue acquisitions of businesses, technologies, and services and invest in businesses and joint ventures. The time and expense associated with finding suitable businesses, technologies, or services to acquire or invest in can be disruptive to our ongoing business and divert our management's attention. In addition, we have needed in the past, and may need in the future, to seek financing for acquisitions and investments, which may not be available on terms that are favorable to us, or at all, and can cause dilution to our shareholders, cause us to incur additional debt, or subject us to covenants restricting the activities we may undertake.

Integrating newly acquired businesses, technologies, and services into our business and systems and monitoring and managing our investments and joint ventures are complex, expensive, time consuming, and subject to many risks, including the following:

- We may not be able to retain customers and key employees of the acquired businesses, and we and the businesses we acquire or invest in may not be able to cross sell products and services to each other's customers.
- An acquisition or investment may fail to achieve our goals and expectations for a number of reasons including the following: We may fail to integrate acquired businesses, technologies, services, or internal

systems effectively, or the integration may be more expensive or take more time than we anticipated. The management of our investments may be more expensive or may take more resources than we expected. We may encounter unexpected cultural or language challenges in integrating an acquired business or managing our investment in a business. The business we acquired or invested in may not perform as well as we expected. We may not realize the anticipated benefits of integrating acquired businesses into our mass customization platform.

- In some cases, our acquisitions and investments are dilutive for a period of time, leading to reduced earnings.
- Acquisitions and investments can result in increased expenses including impairments of goodwill and intangible assets if financial goals are not achieved, assumptions of contingent or unanticipated liabilities, or increased tax costs.
- We generally assume the liabilities of businesses we acquire, which could include liability for an acquired business' violation of law that occurred before we acquired it. In addition, we have historically acquired smaller, privately held companies that may not have as strong a culture of legal compliance as a larger, publicly traded company like Cimpress, and if we fail to implement adequate training, controls, and monitoring of the acquired companies, we could also be liable for post-acquisition legal violations.

The accounting for our acquisitions requires us to make significant estimates, judgments, and assumptions that can change from period to period, based in part on factors outside of our control, and can create volatility in our financial results. For example, we often pay a portion of the purchase price for our acquisitions in the form of an earn-out based on performance targets for the acquired companies, which can be difficult to forecast. We accrue liabilities for estimated future contingent earn-out payments based on an evaluation of the likelihood of achievement of the contractual conditions underlying the earn-out and weighted probability assumptions of the required outcomes. If in the future our assumptions change and we determine that higher levels of achievement are likely under our earn-outs, we will need to pay and record additional amounts to reflect the increased purchase price. These additional amounts could be significant and could adversely impact our results of operations. In addition, earn-out provisions can lead to disputes with the sellers about the achievement of the earn-out performance targets, and earn-out performance targets can sometimes create inadvertent incentives for the acquired company's management to take actions designed to maximize the earn-out instead of benefiting the business.

We may not be successful in developing our mass customization platform or in realizing the anticipated benefits of a mass customization platform, once it has been developed.

A key component of our strategy is the development of a mass customization platform that combines the strengths of the production technologies and processes from all of our subsidiaries into a shared platform we can leverage across all of our brands. The process of developing new technology is complex, costly, and uncertain, and the development effort could be disruptive to our business and existing systems. We must make long-term investments, develop or obtain appropriate intellectual property, and commit significant resources before knowing whether our mass customization platform will be successful and make us more effective and competitive. As a result, there can be no assurance that we will successfully develop the platform nor that we will realize expected returns on the capital expended to develop the platform.

Seasonal fluctuations in our business place a strain on our operations and resources.

Our profitability has historically been highly seasonal. Our second fiscal quarter includes the majority of the holiday shopping season and accounts for a disproportionately high portion of our earnings for the year, primarily due to higher sales of home and family products such as holiday cards, calendars, photo books, and personalized gifts. Our operating income during the second fiscal quarter represented 62%, 61%, and 72% of annual operating income in the years ended June 30, 2015, 2014, and 2013, respectively. In anticipation of increased sales activity during our second fiscal quarter holiday season, we typically incur significant additional capacity related expenses each year to meet our seasonal needs, including facility expansions, equipment purchases and leases, and increases in the number of temporary and permanent employees. Lower than expected sales during the second quarter would likely have a disproportionately large impact on our operating results and financial condition for the full fiscal year. In addition, if our manufacturing and other operations are unable to keep up with the high volume of orders during our second fiscal quarter, we and our customers can experience delays in order fulfillment and delivery and other disruptions. If we are unable to accurately forecast and respond to seasonality in our business, our business and results of operations may be materially harmed.

Our hedging activity could negatively impact our results of operations and cash flows.

We have entered into derivatives to manage our exposure to interest rate and currency movements. If we do not accurately forecast our results of operations, execute contracts that do not effectively mitigate our economic exposure to interest rates and currency rates, elect to not apply hedge accounting, or fail to comply with the complex accounting requirements for hedging, our results of operations and cash flows could be volatile, as well as negatively impacted. Also, our hedging objectives may be targeted at non-GAAP financial metrics, which could result in increased volatility in our GAAP results.

We face risks related to interruption of our operations and lack of redundancy.

Our production facilities, websites, infrastructure, supply chain, customer service centers, and operations may be vulnerable to interruptions, and we do not have redundancies or alternatives in all cases to carry on these operations in the event of an interruption. In addition, because we are dependent in part on third parties for the implementation and maintenance of certain aspects of our communications and production systems, we may not be able to remedy interruptions to these systems in a timely manner or at all due to factors outside of our control. Some of the events that could cause interruptions in our operations or systems are, among others:

- fire, natural disasters, or extreme weather - for example, the computer hardware for our websites is located in Bermuda, and our largest customer service center is located in Jamaica, both of which locations are subject to the risk of hurricanes
- labor strike, work stoppage, or other issues with our workforce
- political instability or acts of terrorism or war
- power loss or telecommunication failure
- attacks on our external websites or internal network by hackers or other malicious parties
- undetected errors or design faults in our technology, infrastructure, and processes that may cause our websites to fail
- inadequate capacity in our systems and infrastructure to cope with periods of high volume and demand
- human error, including poor managerial judgment or oversight

Any interruptions to our systems or operations could result in lost revenue, increased costs, negative publicity, damage to our reputation and brands, and an adverse effect on our business and results of operations. Building redundancies into our infrastructure, systems and supply chain to mitigate these risks may require us to commit substantial financial, operational, and technical resources, in some cases before the volume of our business increases with no assurance that our revenues will increase.

We face intense competition, and we expect our competition to continue to increase.

The markets for small business marketing products and services and home and family custom products, including the printing and graphic design market, are intensely competitive, highly fragmented, and geographically dispersed. The competitive landscape for e-commerce companies continues to change as new e-commerce businesses are introduced and traditional “bricks and mortar” businesses establish an online presence. Competition may result in price pressure, reduced profit margins and loss of market share and brand recognition, any of which could substantially harm our business and financial results. Current and potential competitors include (in no particular order):

- traditional offline printers and graphic design providers;

- online printing and graphic design companies, many of which provide printed products and services similar to ours;
- office superstores, drug store chains, food retailers and other major retailers targeting small business and consumer markets;
- wholesale printers;
- self-service desktop design and publishing using personal computer software;
- email marketing services companies;
- website design and hosting companies;
- suppliers of customized apparel, promotional products and gifts;
- online photo product companies;
- Internet firms and retailers;
- online providers of custom printing services that outsource production to third party printers; and
- providers of other digital marketing such as social media, local search directories and other providers.

Many of our current and potential competitors have advantages over us, including longer operating histories, greater brand recognition or loyalty, more focus on a given subset of our business, or significantly greater financial, marketing, and other resources. Many of our competitors currently work together, and additional competitors may do so in the future through strategic business agreements or acquisitions. Competitors may also develop new or enhanced products, technologies or capabilities that could render many of the products, services and content we offer obsolete or less competitive, which could harm our business and financial results.

In addition, we have in the past and may in the future choose to collaborate with some of our existing and potential competitors in strategic partnerships that we believe will improve our competitive position and financial results, such as through a retail in-store or web-based collaborative offering. It is possible, however, that such ventures will be unsuccessful and that our competitive position and financial results will be adversely affected as a result of such collaboration.

Failure to meet our customers' price expectations would adversely affect our business and results of operations.

Demand for our products and services, in particular in the Price Primary Market Segment where we have historically generated most of our business, is sensitive to price, and changes in our pricing strategies have a significant impact on our revenues and results of operations. Many factors can significantly impact our pricing and marketing strategies, including the costs of running our business, our competitors' pricing and marketing strategies, and the effects of inflation. For example, changes to our pricing and marketing strategies in our Vistaprint brand have at times adversely affected our revenue growth and the numbers of customers and orders in some regions. If we fail to meet our customers' price expectations, our business and results of operations will suffer.

Failure to protect our networks and the confidential information of our customers, employees, and business partners against security breaches could damage our reputation and brands and substantially harm our business and results of operations.

Businesses like ours are increasingly becoming targets for cyber attacks and other thefts of data. We may need to expend significant resources to protect against security breaches or to address problems caused by breaches. Any compromise or breach of our network, websites, or retail locations, our employee personal data, or our customer transaction data, including credit and debit card information, could, among other things:

- damage our reputation and brands;

- expose us to losses, litigation, and possible liability;
- result in a failure to comply with legal and industry privacy regulations and standards;
- lead to the misappropriation of our and our customers' proprietary or personal information; or
- cause interruptions in our operations.

In addition, some of our vendors collect and maintain personal data about our employees, and some of our partners collect information from transactions with our customers. We may be liable or our reputation may be harmed if our vendors or partners fail to protect this information or use it in a manner that is inconsistent with legal and industry privacy regulations or our practices.

If we fail to address risks associated with payment fraud, our reputation and brands could be damaged, and our business and results of operations could be harmed.

We may be liable for fraudulent transactions conducted on our websites, such as through the use of stolen credit card numbers. To date, quarterly losses from payment fraud have not exceeded 1% of total revenues in any quarter, but we continue to face the risk of significant losses from this type of fraud.

We rely heavily on email to market to and communicate with customers, and email communications are subject to regulatory and reputation risks.

Various private entities attempt to regulate the use of commercial email solicitation by blacklisting companies that the entities believe do not meet their standards, which results in those companies' emails being blocked from some Internet domains and addresses. Although we believe that our commercial email solicitations comply with all applicable laws, from time to time some of our Internet protocol addresses appear on some of these blacklists, which can interfere with our ability to market our products and services, communicate with our customers, and operate and manage our websites and corporate email accounts. In addition, as a result of being blacklisted, we have had disputes with, or concerns raised by, various service providers who perform services for us, including co-location and hosting services, Internet service providers and electronic mail distribution services.

Further, we have contractual relationships with partners that market our products and services on our behalf, and some of our marketing partners engage third-party email marketers with which we do not have any contractual or other relationship. Although we believe we comply with all applicable laws relating to email solicitations and our contracts with our partners require that they do the same, we do not always have control over the third-party email marketers that our partners engage. If such a third party were to send emails marketing our products and services in violation of applicable anti-spam or other laws, then our reputation could be harmed and we could potentially be liable for their actions.

We are subject to safety, health, and environmental laws and regulations, which could result in liabilities, cost increases or restrictions on our operations.

We are subject to a variety of safety, health and environmental, or SHE, laws and regulations in each of the jurisdictions in which we operate. These laws and regulations govern, among other things, air emissions, wastewater discharges, the storage, handling and disposal of hazardous and other regulated substances and wastes, soil and groundwater contamination and employee health and safety. We use regulated substances such as inks and solvents, and generate air emissions and other discharges at our manufacturing facilities, and some of our facilities are required to hold environmental permits. If we fail to comply with existing SHE requirements, or new, more stringent SHE requirements applicable to us are imposed, we may be subject to monetary fines, civil or criminal sanctions, third-party claims, or the limitation or suspension of our operations. In addition, if we are found to be responsible for hazardous substances at any location (including, for example, offsite waste disposal facilities or facilities at which we formerly operated), we may be responsible for the cost of cleaning up contamination, regardless of fault, as well as to claims for harm to health or property or for natural resource damages arising out of contamination or exposure to hazardous substances.

The loss of key personnel or an inability to attract and retain additional personnel could affect our ability to successfully grow our business.

We are highly dependent upon the continued service and performance of our senior management team and key technical, marketing, and production personnel, any of whom may cease their employment with us at any time with minimal advance notice. We face intense competition for qualified individuals from many other companies in diverse industries. The loss of one or more of our key employees may significantly delay or prevent the achievement of our business objectives, and our failure to attract and retain suitably qualified individuals or to adequately plan for succession could have an adverse effect on our ability to implement our business plan.

Our credit facility and the indenture that governs our senior notes restrict our current and future operations, particularly our ability to respond to changes or to take certain actions.

Our senior secured credit facility, which we refer to as our credit facility, and the indenture that governs our 7.0% senior unsecured notes due 2022, which we refer to as our senior notes, contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our best interest, including restrictions on our ability to:

- incur additional indebtedness, guarantee indebtedness, and incur liens;
- pay dividends or make other distributions or repurchase or redeem capital stock;
- prepay, redeem, or repurchase certain subordinated debt;
- issue certain preferred stock or similar redeemable equity securities;
- make loans and investments;
- sell assets;
- enter into transactions with affiliates;
- alter the businesses we conduct;
- enter into agreements restricting our subsidiaries' ability to pay dividends; and
- consolidate, merge, or sell all or substantially all of our assets.

As a result of these restrictions, we may be limited in how we conduct our business, grow in accordance with our strategy, compete effectively, or take advantage of new business opportunities. In addition, the restrictive covenants in the credit facility require us to maintain specified financial ratios and satisfy other financial condition tests. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and we may be unable to meet them.

A default under our indenture or credit facility would have a material, adverse effect on our business.

Our failure to make scheduled payments on our debt or our breach of the covenants or restrictions under the indenture that governs our senior notes or under our credit facility could result in an event of default under the applicable indebtedness. Such a default would have a material, adverse effect on our business and financial condition, including the following, among others:

- Our lenders could declare all outstanding principal and interest to be due and payable, and we and our subsidiaries may not have sufficient assets to repay that indebtedness.
- Our secured lenders could foreclose against the assets securing their borrowings.

- Our lenders under the credit facility could terminate all commitments to extend further credit under that facility.

- We could be forced into bankruptcy or liquidation.

Our material indebtedness and interest expense could adversely affect our financial condition.

As of September 30, 2015, our total debt was $663.9 million, made up of $275 million of senior unsecured notes, $378.3 million of loan obligations under our credit facility and $10.5 million of other debt. We had unused commitments of $462.0 million under our credit facility (after giving effect to letter of credit obligations).

Subject to the limits contained in the credit facility, the indenture that governs our senior unsecured notes, and our other debt instruments, we may be able to incur substantial additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our level of debt could intensify. Specifically, our level of debt could have important consequences, including the following:

- making it more difficult for us to satisfy our obligations with respect to our debt;

- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions, or other general corporate requirements;

- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions, and other general corporate purposes;

- increasing our vulnerability to general adverse economic and industry conditions;

- exposing us to the risk of increased interest rates as some of our borrowings, including borrowings under our credit facility, are at variable rates of interest;

- limiting our flexibility in planning for and reacting to changes in the industry in which we compete;

- placing us at a disadvantage compared to other, less leveraged competitors; and

- increasing our cost of borrowing.

We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or refinance our debt obligations depends on our financial condition and operating performance, which are subject to economic and competitive conditions and to various financial, business, legislative, regulatory, and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital, or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all, and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit facility and the indenture that governs our senior notes restrict our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

In addition, we conduct a substantial portion of our operations through our subsidiaries, which may not be able to make distributions to enable us to make payments in respect of our indebtedness because of legal restrictions in some cases. If we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness.

If we cannot make scheduled payments on our debt, we will be in default. Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under our credit facility are at variable rates of interest and expose us to interest rate risk. If interest rates were to increase, our debt service obligations on the variable rate indebtedness would increase even if the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. As of September 30, 2015, a hypothetical 100 basis point increase in rates, inclusive of our outstanding interest rate swaps, would result in an increase of interest expense of approximately $2.4 million over the next 12 months. Although we generally enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility, we might not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk.

Border controls and duties and restrictions on cross-border commerce may impede our shipments across country borders.

Many governments impose restrictions on shipping goods into their countries, as well as protectionist measures such as customs duties and tariffs that may apply directly to product categories comprising a material portion of our revenues. The customs laws, rules and regulations that we are required to comply with are complex and subject to unpredictable enforcement and modification. As a result of these restrictions, we have from time to time experienced delays in shipping our manufactured products into certain countries. For example, we produce substantially all physical products for our United States customers at our facility in Ontario, Canada and have occasionally experienced delays shipping from Canada into the United States, where we have historically derived more than half of our annual revenue. If we experience difficulty or delays shipping products into the United States or other key markets, or are prevented from doing so, or if our costs and expenses materially increased, our business and results of operations could be harmed.

If we are unable to protect our intellectual property rights, our reputation and brands could be damaged, and others may be able to use our technology, which could substantially harm our business and financial results.

We rely on a combination of patents, trademarks, trade secrets and copyrights and contractual restrictions to protect our intellectual property, but these protective measures afford only limited protection. Despite our efforts to protect our proprietary rights, unauthorized parties may be able to copy or use technology or information that we consider proprietary. There can be no guarantee that any of our pending patent applications or continuation patent applications will be granted, and from time to time we face infringement, invalidity, intellectual property ownership, or similar claims brought by third parties with respect to our patents. In addition, despite our trademark registrations throughout the world, our competitors or other entities may adopt names, marks, or domain names similar to ours, thereby impeding our ability to build brand identity and possibly leading to customer confusion. For example, some of our competitors purchase the term “Vistaprint” and other terms incorporating our proprietary trademarks from Google and other search engines as part of their search listing advertising, and courts do not always side with the trademark owners in cases involving search engines. Enforcing our intellectual property rights can be extremely costly, and a failure to protect or enforce these rights could damage our reputation and brands and substantially harm our business and financial results.

Intellectual property disputes and litigation are costly and could cause us to lose our exclusive rights, subject us to liability, or require us to stop some of our business activities.

From time to time, we receive claims from third parties that we infringe their intellectual property rights, that we are required to enter into patent licenses covering aspects of the technology we use in our business, or that we improperly obtained or used their confidential or proprietary information. Any litigation, settlement, license, or other proceeding relating to intellectual property rights, even if we settle it or it is resolved in our favor, could be costly, divert our management's efforts from managing and growing our business, and create uncertainties that may make it more difficult to run our operations. If any parties successfully claim that we infringe their intellectual property rights, we might be forced to pay significant damages and attorney's fees, and we could be restricted from using certain technologies important to the operation of our business.

Our business is dependent on the Internet, and unfavorable changes in government regulation of the Internet, e-commerce, and email marketing could substantially harm our business and financial results.

Due to our dependence on the Internet for our sales, laws specifically governing the Internet, e-commerce and email marketing may have a greater impact on our operations than other more traditional businesses. Existing and future laws, such as laws covering pricing, customs, privacy, consumer protection, or commercial email, may impede the growth of e-commerce and our ability to compete with traditional “bricks and mortar” retailers. It is not always clear how existing laws governing these and other issues apply to the Internet and e-commerce, as the vast majority of applicable laws were adopted before the advent of the Internet and do not contemplate or address the unique issues raised by the Internet or e-commerce. Those laws that do reference the Internet, such as the Bermuda Electronic Transactions Act 1999, the U.S. Digital Millennium Copyright Act, and the U.S. CAN SPAM Act of 2003, are only beginning to be interpreted by the courts, and their applicability and reach are therefore uncertain. Those current and future laws and regulations or unfavorable resolution of these issues may substantially harm our business and financial results.

Our suppliers' failure to use legal and ethical business practices could negatively impact our business.

We source the raw materials for the products we sell from an expanding number of suppliers in an increasing number of jurisdictions worldwide, and we require our suppliers to operate in compliance with all applicable laws, including those regarding corruption, working conditions, employment practices, safety and health, and environmental compliance. However, we cannot control our suppliers' business practices, and we may not be able to adequately vet, monitor, and audit our many suppliers throughout the world. If any of our suppliers violates labor, environmental, or other laws or implements business practices that are regarded as unethical, our reputation could be severely damaged, and our supply chain could be interrupted, which could harm our sales and results of operations.

If we were required to review the content that our customers incorporate into our products and interdict the shipment of products that violate copyright protections or other laws, our costs would significantly increase, which would harm our results of operations.

Because of our focus on automation and high volumes, the vast majority of our sales do not involve any human-based review of content. Although our websites' terms of use specifically require customers to make representations about the legality and ownership of the content they upload for production, there is a risk that a customer may supply an image or other content for an order we produce that is the property of another party used without permission, that infringes the copyright or trademark of another party, or that would be considered to be defamatory, hateful, obscene, or otherwise objectionable or illegal under the laws of the jurisdiction(s) where that customer lives or where we operate. If we were to become legally obligated to perform manual screening of customer orders, our costs would increase significantly, and we could be required to pay substantial penalties or monetary damages for any failure in our screening process.

We are subject to customer payment-related risks.

We accept payments for our products and services on our websites by a variety of methods, including credit or debit card, PayPal, check, wire transfer or other methods. In some geographic regions, we rely on one or two third party companies to provide payment processing services. If any of the payment processing or other companies with which we have contractual arrangements became unwilling or unable to provide these services to us or they or we are unable to comply with our contractual requirements under such arrangements, then we would need to find and engage replacement providers, which we may not be able to do on terms that are acceptable to us or at all, or to process the payments ourselves. Any of these scenarios could be disruptive to our business as they could be costly and time consuming and may unfavorably impact our customers.

As we offer new payment options to our customers, we may be subject to additional regulations, compliance requirements and fraud risk. For some payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs and lower our profit margins or require that we charge our customers more for our products. We are also subject to payment card association and similar operating rules and requirements, which could change or be reinterpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules and requirements, we may be subject to fines and higher transaction fees and lose our ability to accept credit and debit card payments from our customers or facilitate other types of online payments, and our business and operating results could be materially adversely affected.

We may be subject to product liability claims if people or property are harmed by the products we sell.

Some of the products we sell may expose us to product liability claims relating to personal injury, death, or property damage, and may require product recalls or other actions. Any claims, litigation, or recalls relating to product liability could be costly to us and damage our brands and reputation.

Our inability to acquire or maintain domain names in each country or region where we currently or intend to do business could negatively impact our brands and our ability to sell our products and services in that country or region.

From time to time we have difficulty obtaining a domain name using Cimpress, Vistaprint, or our other trademarks in a particular country or region, and we may not be able to prevent third parties from acquiring domain names that infringe or otherwise decrease the value of our trademarks and other proprietary rights. If we are unable to use a domain name in a particular country, then we could be forced to purchase the domain name from an entity that owns or controls it, which we may not be able to do on commercially acceptable terms or at all; we may incur significant additional expenses to develop a new brand to market our products within that country; or we may elect not to sell products in that country.

We do not collect indirect taxes in all jurisdictions, which could expose us to tax liabilities.

In some of the jurisdictions where we sell products and services, we do not collect or have imposed upon us sales, value added or other consumption taxes, which we refer to as indirect taxes. The application of indirect taxes to e-commerce businesses such as Cimpress is a complex and evolving issue, and in many cases, it is not clear how existing tax statutes apply to the Internet or e-commerce. For example, some state governments in the United States have imposed or are seeking to impose indirect taxes on Internet sales. A successful assertion by one or more governments in jurisdictions where we are not currently collecting sales or value added taxes that we should be, or should have been, collecting indirect taxes on the sale of our products could result in substantial tax liabilities for past sales.

If we are unable to retain security authentication certificates, which are supplied by a limited number of third party providers over which we exercise little or no control, our business could be harmed.

We are dependent on a limited number of third party providers of website security authentication certificates that are necessary for conducting secure transactions over the Internet. Despite any contractual protections we may have, these third party providers can disable or revoke, and in the past have disabled or revoked, our security certificates without our consent, which would render our websites inaccessible to some of our customers and could discourage other customers from accessing our sites. Any interruption in our customers' ability or willingness to access our websites if we do not have adequate security certificates could result in a material loss of revenue and profits and damage to our brands.

Risks Related to Our Corporate Structure

Challenges by various tax authorities to our international structure could, if successful, increase our effective tax rate and adversely affect our earnings.

We are a Dutch limited liability company that operates through various subsidiaries in a number of countries throughout the world. Consequently, we are subject to tax laws, treaties and regulations in the countries in which we operate, and these laws and treaties are subject to interpretation. From time to time, we are subject to tax audits, and the tax authorities in these countries could claim that a greater portion of the income of the Cimpress N.V. group should be subject to income or other tax in their respective jurisdictions, which could result in an increase to our effective tax rate and adversely affect our results of operations. For more information about audits to which we are currently subject refer to Note 10 “Income Taxes” in the accompanying notes to the consolidated financial statements included in Item 1 of Part I of this Report.

Changes in tax laws, regulations and treaties could affect our tax rate and our results of operations.

A change in tax laws, treaties or regulations, or their interpretation, of any country in which we operate could result in a higher tax rate on our earnings, which could result in a significant negative impact on our earnings and cash flow from operations. We continue to assess the impact of various international tax reform proposals and modifications to existing tax treaties in all jurisdictions where we have operations that could result in a material impact on our income taxes. We cannot predict whether any specific legislation will be enacted or the terms of any such legislation. However, if such proposals were enacted, or if modifications were to be made to certain existing treaties, the consequences could have a materially adverse impact on us, including increasing our tax burden, increasing costs of our tax compliance or otherwise adversely affecting our financial condition, results of operations and cash flows.

Our intercompany arrangements may be challenged, which could result in higher taxes or penalties and an adverse effect on our earnings.

We operate pursuant to written intercompany service and related agreements, which we also refer to as transfer pricing agreements, among Cimpress N.V. and its subsidiaries. These agreements establish transfer prices for production, marketing, management, technology development and other services performed by these subsidiaries for other group companies. Transfer prices are prices that one company in a group of related companies charges to another member of the group for goods, services or the use of property. If two or more affiliated companies are located in different countries, the tax laws or regulations of each country generally will require that transfer prices be consistent with those between unrelated companies dealing at arm's length. With the exception of certain jurisdictions where we have obtained rulings or advance pricing agreements, our transfer pricing arrangements are not binding on applicable tax authorities, and no official authority in any other country has made a determination as to whether or not we are operating in compliance with its transfer pricing laws. If tax authorities in any country were successful in challenging our transfer prices as not reflecting arm's length transactions, they could require us to adjust our transfer prices and thereby reallocate our income to reflect these revised transfer prices. A reallocation of taxable income from a lower tax jurisdiction to a higher tax jurisdiction would result in a higher tax liability to us. In addition, if the country from which the income is reallocated does not agree with the reallocation, both countries could tax the same income, resulting in double taxation.

Our Articles of Association, Dutch law and the independent foundation, *Stichting Continuïteit Cimpress*, may make it difficult to replace or remove management, may inhibit or delay a change of control or may dilute your voting power.

Our Articles of Association, or Articles, as governed by Dutch law, limit our shareholders' ability to suspend or dismiss the members of our management board and supervisory board or to overrule our supervisory board's nominees to our management board and supervisory board by requiring a supermajority vote to do so under most circumstances. As a result, there may be circumstances in which shareholders may not be able to remove members of our management board or supervisory board even if holders of a majority of our ordinary shares favor doing so.

In addition, an independent foundation, *Stichting Continuïteit Cimpress*, or the Foundation, exists to safeguard the interests of Cimpress N.V. and its stakeholders, which include but are not limited to our shareholders, and to assist in maintaining Cimpress' continuity and independence. To this end, we have granted the Foundation a call option pursuant to which the Foundation may acquire a number of preferred shares equal to the same number of ordinary shares then outstanding, which is designed to provide a protective measure against unsolicited take-over bids for Cimpress and other hostile threats. If the Foundation were to exercise the call option, it may prevent a change of control or delay or prevent a takeover attempt, including a takeover attempt that might result in a premium over the market price for our ordinary shares. Exercise of the preferred share option would also effectively dilute the voting power of our outstanding ordinary shares by one half.

We have limited flexibility with respect to certain aspects of capital management and certain corporate transactions.

Dutch law requires shareholder approval for the issuance of shares and grants preemptive rights to existing shareholders to subscribe for new issuances of shares. In November 2011, our shareholders granted our supervisory board and management board the authority to issue ordinary shares as the boards determine appropriate, without obtaining specific shareholder approval for each issuance, and to limit or exclude shareholders' preemptive rights. However, this authorization expires in November 2016. Although we plan to seek re-approval from our shareholders from time to time in the future, we may not succeed in obtaining future re-approvals. In addition, subject to specified exceptions, Dutch law requires shareholder approval for many corporate actions, such as the approval of dividends, authorization to purchase outstanding shares, and corporate acquisitions of a certain size. Situations may arise where the flexibility to issue shares, pay dividends, purchase shares, acquire other companies, or take other corporate actions without a shareholder vote would be beneficial to us, but is not available under Dutch law.

Because of our corporate structure, our shareholders may find it difficult to pursue legal remedies against the members of our supervisory board or management board.

Our Articles and our internal corporate affairs are governed by Dutch law, and the rights of our shareholders and the responsibilities of our supervisory board and management board are different from those established under United States laws. For example, under Dutch law derivative lawsuits are generally not available, and our supervisory board and management board are responsible for acting in the best interests of the company, its business and all of its stakeholders generally (including employees, customers and creditors), not just shareholders. As a result, our shareholders may find it more difficult to protect their interests against actions by members of our supervisory board or management board than they would if we were a U.S. corporation.

Because of our corporate structure, our shareholders may find it difficult to enforce claims based on United States federal or state laws, including securities liabilities, against us or our management team.

We are incorporated under the laws of the Netherlands, and the vast majority of our assets are located outside of the United States. In addition, some of our officers and management board members reside outside of the United States. In most cases, a final judgment for the payment of money rendered by a U.S. federal or state court would not be directly enforceable in the Netherlands. Although there is a process under Dutch law for petitioning a Dutch court to enforce a judgment rendered in the United States, there can be no assurance that a Dutch court would impose civil liability on us or our management team in any lawsuit predicated solely upon U.S. securities or other laws. In addition, because most of our assets are located outside of the United States, it could be difficult for investors to place a lien on our assets in connection with a claim of liability under U.S. laws. As a result, it may be difficult for investors to enforce U.S. court judgments or rights predicated upon U.S. laws against us or our management team outside of the United States.

We may not be able to make distributions or purchase shares without subjecting our shareholders to Dutch withholding tax.

A Dutch withholding tax may be levied on dividends and similar distributions made by Cimpress N.V. to its shareholders at the statutory rate of 15% if we cannot structure such distributions as being made to shareholders in relation to a reduction of par value, which would be non-taxable for Dutch withholding tax purposes. We have purchased our shares and may seek to purchase additional shares in the future. Under our Dutch Advanced Tax Ruling, a purchase of shares should not result in any Dutch withholding tax if we hold the purchased shares in treasury for the purpose of issuing shares pursuant to employee share awards or for the funding of acquisitions. However, if the shares cannot be used for these purposes, or the Dutch tax authorities successfully challenge the use of the shares for these purposes, such a purchase of shares may be treated as a partial liquidation subject to the 15% Dutch withholding tax to be levied on the difference between our average paid in capital per share for Dutch tax purposes and the redemption price per share, if higher.

We may be treated as a passive foreign investment company for United States tax purposes, which may subject United States shareholders to adverse tax consequences.

If our passive income, or our assets that produce passive income, exceed levels provided by law for any taxable year, we may be characterized as a passive foreign investment company, or a PFIC, for United States federal income tax purposes. If we are treated as a PFIC, U.S. holders of our ordinary shares would be subject to a disadvantageous United States federal income tax regime with respect to the distributions they receive and the gain, if any, they derive from the sale or other disposition of their ordinary shares.

We believe that we were not a PFIC for the tax year ended June 30, 2015 and we expect that we will not become a PFIC in the foreseeable future. However, whether we are treated as a PFIC depends on questions of fact as to our assets and revenues that can only be determined at the end of each tax year. Accordingly, we cannot be certain that we will not be treated as a PFIC for our current tax year or for any subsequent year.

If a United States shareholder acquires 10% or more of our ordinary shares, it may be subject to increased United States taxation under the “controlled foreign corporation” rules. Additionally, this may negatively impact the demand for our ordinary shares.

If a United States shareholder owns 10% or more of our ordinary shares, it may be subject to increased United States federal income taxation (and possibly state income taxation) under the “controlled foreign corporation” rules. In general, if a U.S. person owns (or is deemed to own) at least 10% of the voting power of a non-U.S. corporation, or “10% U.S. Shareholder,” and if such non-U.S. corporation is a “controlled foreign corporation”, or “CFC,” for an uninterrupted period of 30 days or more during a taxable year, then such 10% U.S. Shareholder who owns (or is deemed to own) shares in the CFC on the last day of the CFC's taxable year, must include in its gross income for United States federal income tax (and possibly state income tax) purposes its pro rata share of the CFC's “subpart F income”, even if the "subpart F income" is not distributed. In general, a non-U.S. corporation is considered a CFC if one or more 10% U.S. Shareholders together own more than 50% of the voting power or value of the corporation on any day during the taxable year of the corporation. “Subpart F income” consists of, among other things, certain types of dividends, interest, rents, royalties, gains, and certain types of income from services and personal property sales.

The rules for determining ownership for purposes of determining 10% U.S. Shareholder and CFC status are complicated, depend on the particular facts relating to each investor, and are not necessarily the same as the rules for determining beneficial ownership for SEC reporting purposes. For taxable years in which we are a CFC for an uninterrupted period of 30 days or more, each of our 10% U.S. Shareholders will be required to include in its gross income for United States federal income tax purposes its pro rata share of our "subpart F income", even if the subpart F income is not distributed by us. We currently do not believe we are a CFC. However, whether we are treated as a CFC can be affected by, among other things, facts as to our share ownership that may change. Accordingly, we cannot be certain that we will not be treated as a CFC for our current tax year or any subsequent tax year.

The risk of being subject to increased taxation as a CFC may deter our current shareholders from acquiring additional ordinary shares or new shareholders from establishing a position in our ordinary shares. Either of these scenarios could impact the demand for, and value of, our ordinary shares.

We will pay taxes even if we are not profitable on a consolidated basis, which could harm our results of operations.

The intercompany service and related agreements among Cimpress N.V. and its direct and indirect subsidiaries ensure that many of the subsidiaries realize profits based on their operating expenses. As a result, if the Cimpress group is less profitable, or even not profitable on a consolidated basis, many of our subsidiaries will be profitable and incur income taxes in their respective jurisdictions.

Item 2. ***Unregistered Sales of Equity Securities and Use of Proceeds***

On December 11, 2014, our Supervisory Board authorized the repurchase of up to 6,400,000 of our issued and outstanding ordinary shares on the open market (including block trades that satisfy the safe harbor provisions of Rule 10b-18 pursuant to the U.S. Securities Exchange Act of 1934), through privately negotiated transactions, or in one or more self-tender offers. This share repurchase program expires on May 12, 2016, and we may suspend or discontinue the repurchase program at any time. Our Supervisory Board approved this repurchase program pursuant to the authorization we received from our shareholders in November 2014. The following table outlines the purchases of our ordinary shares during the three months ended September 30, 2015:

	Total Number of Shares Purchased	Average Price Paid Per Share (1)	Total Number of Shares Purchased as Part of a Publicly Announced Program	Approximate Number of Shares that May Yet be Purchased Under the Program
July 1, 2015 through July 31, 2015	—	$ —	—	6,400,000
August 1, 2015 through August 31, 2015	1,028,690	$ 67.88	1,028,690	5,371,310
September 1, 2015 through September 30, 2015	947,560	$ 74.28	947,560	4,423,750
Total	1,976,250	$ 70.95	1,976,250	4,423,750

(1) Average price paid per share includes commissions paid.

Item 6. Exhibits

We are filing the exhibits listed on the Exhibit Index following the signature page to this Report.

SIGNATURES

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, thereunto duly authorized.

October 30, 2015 Cimpress N.V.

By: /s/ Sean E. Quinn

Sean E. Quinn

Chief Financial Officer

(Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit No.	Description
10.1	Form of Annual Award Agreement for fiscal year 2016 under our Amended and Restated Performance Incentive Plan for Covered Employees
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Rule 13a-14(a)/15d-14(a), by Chief Executive Officer
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Rule 13a-14(a)/15d-14(a), by Chief Financial Officer
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Chief Executive Officer and Chief Financial Officer
101	The following materials from this Annual Report on Form 10-Q, formatted in Extensible Business Reporting Language (XBRL): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations, (iii) Condensed Consolidated Statements of Cash Flows, and (iv) Notes to Condensed Consolidated Financial Statements.

[Form of]
Cimpress N.V.

Award Agreement For Fiscal Year 2016
under the
Cimpress N.V. Amended and Restated Performance Incentive Plan For Covered Employees

Participant: ________________

Base Amount for the Performance Period: $______________

FY 2016 Constant Currency Revenue Target: $______________

FY 2016 Constant Currency Adjusted NOPAT Target: $______________ (Adjusted NOPAT in the range of $______________ - $______________ is considered 100%)

Cimpress N.V. (the "Company") hereby awards to the participant named above (the "Participant") the opportunity to earn a cash amount on the Vesting Date (as defined below) determined pursuant to the formula set forth below (the "Cash Payment Amount").

1. Award. If all the conditions set forth in this Agreement are satisfied, the Company will pay the Cash Payment Amount under the Company's Amended and Restated Performance Incentive Plan for Covered Employees, as amended from time to time (the "Plan"), to the Participant named above as promptly as practicable after the Committee makes its determination and certification described in Section 4(b) below, but no later than the next succeeding fiscal quarter after the end of the Performance Period (the "Payment Date"). The Cash Payment Amount is awarded under and governed by the terms and conditions of the Plan. Except as provided in Sections 5 and 6 below or Articles VI and XI of the Plan, the Company shall make no Cash Payment Amount until the Payment Date, and the Participant has no rights to any Cash Payment Amount until the Vesting Date.

2. Definitions.

(a) Except where the context otherwise requires, the term "the Company" includes any Related Company, as defined in the Plan.

(b) "Adjusted NOPAT" means, in constant currency, GAAP operating income less cash taxes attributable to the applicable period and excluding amounts for the following to the extent included in GAAP operating income:

- the impact of contingent consideration and option arrangements from acquisitions
- transition and integration costs from acquisitions including compensation expense from earn-outs or other deal consideration
- amortization of acquired intangible assets
- the results of acquired businesses if such acquisition was not included in arriving at the FY16 Constant Currency Adjusted NOPAT Target
- non-recurring or unusual items such as discontinued operations, restructurings meeting the GAAP definition restructuring costs, and certain asset impairments
- any variance between actual and target for major organic long-term investments (Columbus, Most of World, platform development, and Post-Merger Integration) and realized gains or losses on currency hedging contracts

(c) The "Committee" means the Compensation Committee of the Company's Supervisory Board.

(d) The "Performance Period" is one fiscal year of the Company ending on the Vesting Date.

(e) The "Vesting Date" is June 30, 2016.

(f) Capitalized terms used but not defined herein have the meaning ascribed to them in the the Plan.

3. <u>Calculation of the Cash Payment Amount</u>.

(a) The Cash Payment Amount for the Performance Period equals the Base Amount set forth above multiplied by the Payout Percentage determined as follows:

Payout percentage = the greater of:

(x) -4.4545 + (2.7273 X Revenue%) + (2.7273 X Adjusted NOPAT%); or
(y) -7.0000 + (4.0000 X Revenue%) + (4.0000 X Adjusted NOPAT%)

If the Revenue% is less than 92.5 or if the Adjusted NOPAT% is less than 80, then the Payout Percentage is zero even if the other goal is achieved. The Payout Percentage is capped at a maximum of 200%.

(b) "Revenue%" means the Company's actual constant currency revenue for the Performance Period divided by the FY 2016 Constant Currency Revenue Target set forth above. The Company's actual constant currency revenue is calculated by adjusting the Company's revenue for the Performance Period determined in accordance with United States generally accepted accounting principles ("GAAP") to exclude gains and losses in revenue generated from hedges of currency fluctuations, if any, and to use the currency exchange rates set forth in the Company's budget for the Performance Period, so long as the Company's Supervisory Board approves such budget before the 90th day of the Performance Period. If the Supervisory Board fails to approve the budget for the Performance Period before the 90th day, then the Company shall use the currency exchange rates set forth in the Company's budget for the fiscal year immediately preceding the Performance Period. In each case, the Committee must certify the adjusted revenue so calculated.

(c) "Adjusted NOPAT%" equals:

(x) Cimpress' actual FY 2016 Adjusted NOPAT, adjusted as set forth in Section 3(d) below; divided by
(y) the FY 2016 Constant Currency Adjusted NOPAT Target set forth above

For the avoidance of doubt, Adjusted NOPAT calculations are inclusive (net of) the expense associated with all employee compensation or bonus plans, including those made pursuant to the Plan.

(d) In determining the extent, if any, to which the performance criteria in Section 3(c) have been achieved, the Committee shall adjust the performance criteria proportionately to take into account the following:

(1) Reductions in Adjusted NOPAT for the Performance Period, as compared to the FY 2016 Constant Currency Adjusted NOPAT Target, that the Committee reasonably determines have resulted directly from the Company's changing the basis of its financial statements filed with the US Securities and Exchange Commission (the "SEC") resulting from either (i) a change from US GAAP to International Financial Reporting Standards or another accounting standard permitted by the SEC for use by registered companies or (ii) a change to existing US GAAP required to be made in the Performance Period.

(2) Reductions in Adjusted NOPAT for the Performance Period, as compared to the FY 2016 Constant Currency Adjusted NOPAT Target, that the Committee reasonably determines have resulted directly from amounts that are accrued, paid or payable by the Consolidated Company during the applicable Performance Period (i) under any agreement that the Consolidated Company enters into in settlement of a Lawsuit, or (ii) in damages or penalties awarded by a court or other governmental agency in judgment of a Lawsuit, in each case where the expense for such settlement or award occurred during the Eligible Period. A "Lawsuit" is a lawsuit, administrative proceeding (including but not limited to tax proceedings), or

similar process for presenting claims for adjudication by any state, federal, national, or local court or governmental or regulatory agency in which the Consolidated Company is a party.

(3) Reductions in Adjusted NOPAT for the Performance Period, as compared to the FY 2016 Constant Currency Adjusted NOPAT Target, the Committee reasonably determines have resulted from non-cash charges attributable to the impairment, writedown, or change in the estimated useful lives of the Company's assets including tangible and intangible assets or goodwill.

(4) Reductions in Adjusted NOPAT for the Performance Period, as compared to the FY 2016 Constant Currency Adjusted NOPAT Target, the Committee reasonably determines have resulted from charges incurred during the Eligible Period as part of a modification of performance-based Restricted Share Units in relation to the India operations.

4. Conditions for Payment. Except as provided in Sections 5 or 6 below or Articles VI or XI of the Plan, the Company shall not pay any Cash Payment Amount unless all of the following conditions are satisfied:

(a) The Participant is, and has continuously been, an employee of the Company beginning with the date of this Agreement and continuing through the Vesting Date.

(b) The performance criteria set forth in Section 3 above are satisfied during the Performance Period. The Committee must determine and certify in writing after the end of the Performance Period the extent, if any, to which the performance criteria have been achieved.

(c) Notwithstanding the foregoing, the Committee may reduce the Cash Payment Amount, including to $0, if the Committee believes, in its sole discretion, that such a reduction is necessary or appropriate.

5. Employment Events Affecting Payment of Award.

(a) If the Participant dies or becomes disabled (within the meaning of Section 22(e)(3) of the Code) before the end of the Performance Period, then the Participant or his estate is nevertheless eligible to receive on the Payment Date the pro rata share of the Cash Payment Amount based on the number of months of participation during any portion of the Performance Period in which the death or disability occurs.

(b) If the Participant is terminated other than by reason of death or disability, then except to the extent specifically provided to the contrary in any other agreement between the Participant and the Company, the Company shall pay no Cash Payment Amount, and this Agreement is of no further force or effect unless the performance criteria set forth in the accompanying Award Agreement are satisfied and the Committee determines, in its sole discretion, that the Cash Payment Amount is merited.

(c) If, at any time after the Vesting Date but before the Payment Date, (i) the Participant's relationship with the Company is terminated by the Company for Cause (as defined below) or (ii) the Participant's conduct after termination of the employment relationship violates the terms of any non-competition, non-solicitation or confidentiality provision contained in any employment, consulting, advisory, proprietary information, non-competition, non-solicitation or other similar agreement between the Participant and the Company, then, without limiting any other remedy available to the Company, all right, title and interest in and to the Cash Payment Amount are forfeited and revert to the Company as of the date of such determination and the Company is entitled to recover from the Participant the Cash Payment Amount.

(d) "Cause," as determined by the Company (which determination is conclusive), means:

(1) the Participant's willful and continued failure to substantially perform his or her reasonable assigned duties (other than any such failure resulting from incapacity due to physical or mental illness or, if applicable, any failure after the Participant gives notice of termination for Good Reason, as defined in an

agreement between the Participant and the Company), which failure is not cured within 30 days after a written demand for substantial performance is received by the Participant from the Supervisory Board which specifically identifies the manner in which the Board believes the Participant has not substantially performed the Participant's duties; or

(2) the Participant's willful engagement in illegal conduct or gross misconduct that is materially and demonstrably injurious to the Company.

For purposes of this Section 5(d), no act or failure to act by the Participant is considered "willful" unless it is done, or omitted to be done, in bad faith and without reasonable belief that the Participant's action or omission was in the best interests of the Company.

6. Change in Control. Upon a Change in Control (as defined in the Plan), except to the extent specifically provided to the contrary in any other agreement between the Participant and the Company, the performance criteria set forth in Section 3 above are deemed satisfied for the Performance Period in which the Change in Control occurs, and in lieu of the amounts to be determined pursuant to the formula set forth in Section 3 above, the Participant is entitled to receive instead a Cash Payment Amount equal to 100% of the Base Amount, pro-rated through the date of the Change in Control, for the Performance Period in which the Change in Control occurs, which amount is payable as soon as practicable following the Change in Control, but no later than 2.5 months following the Change in Control.

7. No Special Employment or Similar Rights. Nothing contained in the Plan or this Agreement shall be construed or deemed by any person under any circumstances to bind the Company to continue the employment or other relationship of the Participant with the Company. The Company expressly reserves the right at any time to dismiss or otherwise terminate its relationship with the Participant free from any liability or claim under the Plan or this Agreement.

8. Withholding Taxes. The Company's obligation to pay the Cash Payment Amount is subject to the Participant's satisfaction of all applicable income, employment, social charge and other tax withholding requirements under all applicable rules and regulations.

9. Transferability. The Participant shall not sell, assign, transfer, pledge, hypothecate or otherwise dispose of this Agreement (whether by operation of law or otherwise) (collectively, a "transfer"), except that this Agreement may be transferred (i) by the laws of descent and distribution, (ii) pursuant to a qualified domestic relations order, or (iii) with the prior consent of the Committee, to or for the benefit of any immediate family member, family trust, family partnership or family limited liability company established solely for the benefit of the Participant and/or an immediate family member of the Participant.

10. Miscellaneous.

(a) Except as provided herein, this Agreement may not be modified unless evidenced in writing and signed by the Company and the Participant, unless the Committee determines that the modification, taking into account any related action, would not materially and adversely affect the Participant.

(b) All notices under this Agreement must be mailed or delivered by hand to the Company at its main office, Attn: Secretary, and to the Participant at his or her last known address on the employment records of the Company or at such other address as may be designated in writing by either of the parties to one another.

(c) This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts, USA.

Accepted and Agreed:

____
[Participant]

Cimpress N.V.

By: ______________________________
Name: ______________________________
Title ______________________________

Exhibit 31.1

CERTIFICATION

I, Robert S. Keane, certify that:

1. I have reviewed this Annual Report on Form 10-Q of Cimpress N.V.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrants fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Robert S. Keane

Robert S. Keane
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Sean E. Quinn, certify that:

1. I have reviewed this Annual Report on Form 10-Q of Cimpress N.V.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrants fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Sean E. Quinn

Sean E. Quinn
Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Cimpress N.V. (the “Company”) for the fiscal quarter ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Robert S. Keane, Chief Executive Officer, and Sean E. Quinn, Chief Financial Officer, of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, that, to his knowledge on the date hereof:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2015

/s/ Robert S. Keane

Robert S. Keane
Chief Executive Officer

Date: October 30, 2015

/s/ Sean E. Quinn

Sean E. Quinn
Chief Financial Officer