

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Mullen Fergal J</u> <hr/> (Last) (First) (Middle) <u>C/O HIGHLAND CAPITAL PARTNERS LLC</u> <u>92 HAYDEN AVENUE</u> <hr/> (Street) <u>LEXINGTON MA 02421</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VISTAPRINT LTD [VPRT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/05/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/05/2005		C		6,092,457	A	(1)	6,092,457	I	By Highland Capital Partners VI Limited Partnership ⁽²⁾
Common Stock	10/05/2005		C		3,338,200	A	(1)	3,338,200	I	By Highland Capital Partners VI-B Limited Partnership ⁽³⁾
Common Stock	10/05/2005		C		301,703	A	(1)	301,703	I	By Highland Entrepreneurs' Fund VI Limited Partnership ⁽⁴⁾
Common Stock	10/05/2005		S		913,869	D	(5)	5,178,588	I	By Highland Capital Partners VI Limited Partnership ⁽²⁾
Common Stock	10/05/2005		S		500,730	D	(5)	2,837,470	I	By Highland Capital Partners VI-B Limited Partnership ⁽³⁾
Common Stock	10/05/2005		S		45,255	D	(5)	256,448	I	By Highland Entrepreneurs' Fund VI Limited Partnership ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preference Shares	(6)	10/05/2005		C		6,092,457		(7)	(1)	Common Stock	6,092,457	(1)	0	I	By Highland Capital Partners VI Limited Partnership ⁽²⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preference Shares	(6)	10/05/2005		C			3,338,200	(7)	(1)	Common Stock	3,338,200	(1)	0	I	By Highland Capital Partners VI-B Limited Partnership ⁽³⁾
Series B Preference Shares	(6)	10/05/2005		C			301,703	(7)	(1)	Common Stock	301,703	(1)	0	I	By Highland Entrepreneurs' Fund VI Limited Partnership ⁽⁴⁾

Explanation of Responses:

1. Not applicable.
2. Represents shares held by Highland Capital Partners VI Limited Partnership, an affiliate of the Reporting Person. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interests therein.
3. Represents shares held by Highland Capital Partners VI-B Limited Partnership, an affiliate of the Reporting Person. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interests therein.
4. Represents shares held by Highland Entrepreneurs' Fund VI Limited Partnership, an affiliate of the Reporting Person. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interests therein.
5. \$12.00
6. Each share of Series B Preference Shares automatically converted into a Common Share upon the closing of the Issuer's initial public offering on a one-for-one basis.
7. Immediately.

Remarks:

/s/ Fergal Mullen

10/05/2005

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.