
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1 to Form S-8
Registration Statement No. 333-211743**

**Post-Effective Amendment No. 1 to Form S-8
Registration Statement No. 333-176421**

**Post-Effective Amendment No. 2 to Form S-8
Registration Statement No. 333-147753**

**Post-Effective Amendment No. 2 to Form S-8
Registration Statement No. 333-133797**

**Post-Effective Amendment No. 2 to Form S-8
Registration Statement No. 333-129912**

**UNDER
THE SECURITIES ACT OF 1933**

Cimpres plc

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

98-0417483
(I.R.S. Employer
Identification No.)

**2016 Performance Equity Plan
2011 Equity Incentive Plan
Amended and Restated 2005 Equity Incentive Plan
2005 Non-Employee Directors' Share Option Plan
(Full titles of the plans)**

**Matthew Walsh
Cimpres plc
Vice President, General Counsel and Company Secretary
Building D, Xerox Technology Park,
Dublin Road, Dundalk, Co. Louth
Ireland
+353 42 938 8500
(Name, address, including zip code, and telephone number, including area code, of agent for service)**

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment is being filed pursuant to Rule 414 of the Securities Act of 1933, as amended (the “[Securities Act](#)”), by Cimpress plc, an Irish public limited company, as the successor issuer to Cimpress N.V., a Dutch limited liability company, pursuant to a cross-border merger. On December 3, 2019, each previously outstanding ordinary share of Cimpress N.V., par value €0.01 per share, was exchanged for one ordinary share of Cimpress plc, par value €0.01 per share. We refer to the transactions effecting this exchange collectively as the Redomestication.

In connection with the Redomestication, Cimpress plc has assumed Cimpress N.V.’s existing obligations in connection with awards granted under Cimpress N.V.’s incentive plans and other similar employee awards and amended such plans and awards as necessary to provide for the issuance of shares of Cimpress plc ordinary shares rather than the ordinary shares of Cimpress N.V. upon the exercise of awards. This Post-Effective Amendment pertains to the adoption by Cimpress plc of the following registration statements on Form S-8 (collectively, the “[Registration Statements](#)”): (i) Registration No. 333-211743; (ii) Registration No. 333-176421; (iii) Registration No. 333-147753; (iv) Registration No. 333-133797 and (v) Registration No. 333-129912. Cimpress plc hereby expressly adopts each Registration Statement as its own registration statement for all purposes of the Securities Act and the Securities Exchange Act of 1934 (the “[Exchange Act](#)”). This Post-Effective Amendment constitutes Post-Effective Amendment No. 1 to Registration Statement Nos. 333-129912 and 333-147753 and Post-Effective Amendment No. 2 to Registration Statement Nos. 333-211743, 333-176421 and 333-133797.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Cimpress N.V. with the Securities and Exchange Commission (the “[Commission](#)”) pursuant to the Exchange Act are hereby incorporated by reference in this Registration Statement:

- Cimpress N.V.’s annual report on [Form 10-K](#) for the year ended June 30, 2019, including the information specifically incorporated by reference into the annual report on Form 10-K from Cimpress N.V.’s [definitive proxy statement](#) for the 2019 Annual General Meeting of Shareholders;
- Cimpress N.V.’s quarterly report on [Form 10-Q](#) for the quarterly period ended September 30, 2019;
- Cimpress N.V.’s current reports on Form 8-K filed on [July 31, 2019](#), [August 13, 2019](#), [September 19, 2019](#), [October 17, 2019](#), [October 30, 2019](#), [November 6, 2019](#), [November 18, 2019](#), and [November 25, 2019](#); and
- the description of the ordinary shares of Cimpress plc which is contained in Cimpress N.V.’s [DEFM14A](#) filed with the Commission on September 27, 2019 pursuant to Rule 12g-3(a) promulgated under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

Each document filed by Cimpress plc pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the date of filing of such document. Any statement contained in this Registration Statement (including any further amendment hereto) or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement (including any further amendment hereto) or in any document filed subsequent to the date of this Post-Effective Amendment that also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Subject to exceptions, Irish law does not permit a company to exempt a director or certain officers from, or indemnify a director against, liability in connection with any negligence, default, breach of duty or breach of trust by a director in relation to the company.

The exceptions allow a company to: (a) purchase and maintain directors and officers insurance against any liability attaching in connection with any negligence, default, breach of duty or breach of trust owed to the company; and (b) indemnify a director or such other officer against any liability incurred in defending proceedings, whether civil or criminal: (i) in which judgment is given in his or her favor or in which he or she is acquitted; or (ii) in respect of which an Irish court grants him or her relief from any such liability on the grounds that he or she acted honestly and reasonably and that, having regard to all the circumstances of the case, he or she ought fairly to be excused for the wrong concerned.

The articles of association of Cimpress plc (and together with the memorandum, "Cimpress plc's Constitution") includes a provision which entitles every director to be indemnified by Cimpress plc to the fullest extent permitted by law (including by funding any expenditure incurred or to be incurred by him or her) against any loss or liability incurred in his or her capacity as a director. Cimpress plc's Constitution provides that where a person is so indemnified, such indemnity may extend to all costs, losses, expenses and liabilities incurred by him or her. Any funds provided to a director to meet any expenditure incurred by him or her in connection with defending himself or herself in an investigation of any negligence, default, breach of duty or breach of trust by him or her or otherwise, must be repaid if he or she is convicted, or judgment is given against him or her.

Cimpress plc's Constitution also provides the board of directors of Cimpress plc (the "Cimpress plc Board") with authority to purchase and maintain insurance at the expense of Cimpress plc for the benefit of any person who is, or was at any time, a director or other officer or employee of the company or any associated company.

In addition to the provisions of Cimpress plc's Constitution, it is common for a public limited company to enter into separate a deed of indemnity with a director or officer which essentially indemnifies the director or officer against claims brought by third parties to the fullest extent permitted under Irish law. Cimpress plc intends to enter into such deeds of indemnity with each of its directors and officers.

Limitation on Director Liability

Subject to exceptions, as described above, Irish law does not permit a company to exempt any director or certain officers from any liability arising from negligence, default, breach of duty or breach of trust against the company. One of the exceptions is that an Irish company is permitted to purchase and maintain insurance for a director or executive officer of the company against any such liability.

Cimpress plc's Constitution provides the Cimpress plc Board with authority to purchase and maintain insurance at the expense of Cimpress plc for the benefit of any person who is or was at any time a director or other officer or employee of the company or any associated company.

Separately, in proceedings where negligence, default, breach of duty or breach of trust against a director has or may be established (or in anticipation of any such proceedings), an Irish court has the power to grant a director or other officer relief from liability on the grounds that he or she acted honestly and reasonably and that, having regard to all the circumstances of the case, he or she ought fairly to be excused for the wrong concerned.

We have purchased directors and officers liability insurance which would indemnify our directors and officers against damages arising out of certain kinds of claims which might be made against them based on their negligent acts or omissions while acting in their capacity as such.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - i. To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
 - iii. To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided however, that:

Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
5.1	Opinion of Matheson
23.1	Consent of Matheson (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24	Powers of Attorney (see signature pages hereto)

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Cimpress plc
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 Dublin Road
 Dundalk
 County Louth
 Ireland

Our Ref
 FBO/667098.2

Your Ref

3 December 2019

Dear Sirs

Registration Statements on Form S-8 of Cimpress plc

We are acting as Irish counsel to Cimpress plc, a public limited company incorporated under the laws of Ireland (company number 607465) (the “**Company**”), in connection with the filing by the Company, on the date hereof, of post-effective amendments to the Company’s registration statements on Form S-8 pursuant to the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) (the “**Registration Statements**”), to which this Opinion is an exhibit, with the U.S. Securities and Exchange Commission (the “**Commission**”), pursuant to which the Company will register, under the Securities Act, ordinary shares in the capital of the Company (“**Ordinary Shares**”) that may become issuable pursuant to the Cimpress plc 2016 Performance Equity Plan, the Cimpress plc 2011 Equity Incentive Plan, the Cimpress plc 2005 Amended and Restated Equity Incentive Plan and the Cimpress plc 2005 Non-Employee Directors’ Share Option Plan (as assumed, amended and restated effective December 3, 2019) (the “**Plans**”).

In connection with this Opinion, we have reviewed:

1. the Plans;
2. copies of such corporate records of the Company as we have deemed necessary as a basis for the opinions expressed below; and
3. searches carried out by independent law researchers on our behalf against the Company on December 2, 2019 in (i) the Index of Petitions and Winding-up Notices maintained at the Central Office of the High Court of Ireland, (ii) the Judgments’ Office of the Central Office of the High Court of Ireland and (iii) the Companies Registration Office.

Managing Partner: Michael Jackson - Chairman: Tim Scanlon - Partners: Brian Buggy, Helen Kelly, Sharon Daly, Ruth Hunter, Tony O’Grady, Paraic Madigan, Tara Doyle, Anne-Marie Bohan, Patrick Spicer, Turlough Galvin, Patrick Molloy, George Brady, Robert O’Shea, Joseph Beashe, Deirdre-Ann Barr, Dualta Counihan, Deirdre Dunne, Fergus Bolster, Christian Donagh, Bryan Dunne, Shane Hogan, Peter O’Brien, Thomas Hayes, Nicola Dunleavy, Julie Murphy-O’Connor, Mark O’Sullivan, Brian Doran, John Gill, Joe Duffy, Pat English, Shay Lydon, Aidan Fahy, Niamh Counihan, Gerry Thornton, Liam Collins, Darren Maher, Michael Byrne, Philip Lovegrove, Rebecca Ryan, Catherine O’Meara, Elizabeth Grace, Deirdre Cummins, Alan Keating, Peter McKeever, Alma Campion, Brendan Colgan, Garret Farrelly, Michael Finn, Rhona Henry, April McClements, Gráinne Dever, Oisín McClenaghan, Rory McPhillips, Niall Pelly, Michelle Ridge, Sally-Anne Stone, Matthew Broadstock, Emma Doherty, Leonie Dunne, Stuart Kennedy, Brian McCloskey, Madeline McDonnell, Claire McLoughlin, Barry O’Connor, Donal O’Donovan, Karen Reynolds, Kevin Smith, Claran Healy, Chris Bolland, Deirdre Kilroy, Michael Hastings, Maria Kennedy, Barry McGettrick, Kate McKenna, Donal O’Byrne, David O’Mahony, Russell Rochford, Gráinne Callanan, Geraldine Carr, Brian Dochán, Richard Kelly, Niamh Maher, Yvonne McWeeney, Mairéad Ni Ghabháin, Padraic Roche, Vahan Tchraikian, Kieran Trant.
 - Tax Principals: Greg Lockhart, John Kelly, Catherine Galvin. - Tax Department Chair: John Ryan. - Of Counsel: Chris Quinn, Liam Quirke.

Dublin Cork London New York Palo Alto San Francisco

www.matheson.com

Based on the foregoing, and subject to the further assumptions, qualifications and limitations set out in this Opinion, we are of the opinion that the Ordinary Shares, when issued pursuant to the terms of the Plans (including any applicable and duly authorised award agreement under the Plans), subject to receipt by the Company of the full consideration payable therefor, will be validly issued, fully paid and non-assessable (“**non-assessable**” is a phrase which has no defined meaning under Irish law, but, for the purposes of this Opinion, shall mean the registered holders of such Ordinary Shares are not subject to calls for additional payments on such shares).

For the purposes of this Opinion, we have assumed: (i) the truth and accuracy of the contents of all documents and searches reviewed as to factual matters, but have made no independent investigation regarding such factual matters; (ii) all signatures, initials, seals and stamps contained in, or on, all documents submitted to us are genuine; (iii) all documents submitted to us as originals are authentic and complete and that all documents submitted to us as copies (including without limitation any document submitted to us as a pdf (or any other format) attachment to an email) are complete and conform to the originals of such documents, and the originals of such documents are authentic and complete; (iv) at the time of the allotment and issue of any Ordinary Shares pursuant to the terms of the Plans, the Company will have a sufficient number of authorised but unissued Ordinary Shares in its share capital (being at least equal to the number of Ordinary Shares to be allotted and issued); (v) at the time of the allotment and issue of any Ordinary Shares (or the grant of any right to subscribe for, or convert any security into, Ordinary Shares (a “**convertible right**”)) pursuant to the terms of the Plans, to the extent required, (A) the directors of the Company will, in accordance with section 1021 of the Companies Act 2014 of Ireland (the “**Companies Act**”), have been generally and unconditionally authorised by the shareholders of the Company to allot a sufficient number of “relevant securities” (within the meaning of that section) (being at least equal to the number of Ordinary Shares the subject of such allotment and issuance or grant of a convertible right) and (B) the directors of the Company will, in accordance with section 1023 of the Companies Act, have been empowered by the shareholders of the Company to allot and issue such Ordinary Shares or grant convertible rights as if section 1022(1) did not apply to such allotment and issuance or grant; (vi) where treasury shares are being re-issued, the maximum and minimum prices of re-issue shall have been determined in advance at a general meeting of the Company (or by written resolution passed in lieu thereof) in accordance with the requirements of section 1078 of the Companies Act; (vii) the full consideration for all Ordinary Shares to be allotted and issued pursuant to the Plans will have been received by the Company prior to the issuance of such Ordinary Shares; (viii) no Ordinary Shares will be allotted and issued pursuant to the Plans for less than their nominal value; (ix) no Ordinary Shares will be allotted and issued pursuant to the Plans for consideration other than cash; (x) no Ordinary Shares will be allotted and issued other than pursuant to a resolution of the board of directors of the Company or a duly authorised committee thereof; and (xi) the Company shall not give any financial assistance, as contemplated by sections 82 and 1043 of the Companies Act for the purpose of any acquisition of any Ordinary Shares pursuant to the Plans, save as permitted by, or pursuant to an exemption to, the said sections 82 and 1043.

This Opinion is based upon, and limited to, the laws of Ireland as is in effect on the date hereof and is based on legislation published and cases fully reported before that date and our knowledge of the facts relevant to the opinions contained herein. We have assumed without enquiry that there is nothing in the laws of any jurisdiction other than Ireland which would, or might, affect our opinion as stated herein. We have made no investigations of, and we express no opinion on, the laws of any jurisdiction other than Ireland or the effect thereof. This Opinion is expressed as of the date hereof and we assume no obligation to update this Opinion.

This Opinion is furnished to you and the persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act strictly for use in connection with the Registration Statements and may not be relied upon by any other person without our prior written consent. This Opinion is confined strictly to the matters expressly stated herein and is not be read as extending by implication or otherwise to any other matter.

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Registration Statements and to the reference to Matheson therein. In giving such consent, we do not admit that we are included in the category of persons whose consent is required under section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder.

This Opinion and the opinions given in it are governed by, and construed in accordance with, the laws of Ireland.

Yours faithfully

/s/ **Matheson**

MATHESON

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Cimpress plc of our report dated August 9, 2019 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Cimpress N.V.'s Annual Report on Form 10-K for the year ended June 30, 2019

/s/ PricewaterhouseCoopers LLP
Boston, MA

December 3, 2019