

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-K/A

Amendment No. 2

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended June 30, 2008

or

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

VistaPrint Limited

(Exact Name of Registrant as Specified in Its Charter)

Bermuda
(State or Other Jurisdiction of
Incorporation or Organization)

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

Canon's Court
22 Victoria Street
Hamilton, HM 12
Bermuda
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (441) 295-2244
Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class
Common Shares, \$.001 par value

Name of Exchange on Which Registered
Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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).

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes No

The aggregate market value of the common shares held by non-affiliates of the registrant was approximately \$1.8 billion based on the last reported sale price of the registrant's common shares on the NASDAQ Global Select Market on December 31, 2007.

As of August 22, 2008, there were outstanding 44,405,794 of the registrant's common shares, par value \$0.001 per share.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant has filed a definitive proxy statement pursuant to Regulation 14A within 120 days of the end of the fiscal year ended June 30, 2008. Portions of such proxy statement are incorporated by reference into Items 10, 11, 12, 13, 14 of Part III of the Annual Report on Form 10-K, as amended.

EXPLANATORY NOTE

This Amendment No. 2 to the VistaPrint Limited Annual Report on Form 10-K (“Amendment No. 2”) is being filed to further amend the Annual Report on Form 10-K as filed with the U.S. Securities and Exchange Commission on August 29, 2008, as amended by Amendment No. 1 filed on October 8, 2008 (the “Amended Form 10-K”) solely to include revised Chief Executive Officer and Chief Financial Officer certifications in accordance with Item 601(b)(31) of Regulation S-K. All other information in the Amended Form 10-K remains unchanged. Our Amended Form 10-K, as further amended by this amendment, continues to speak as of August 29, 2008 (the filing date of the previously filed Annual Report on Form 10-K), and we have not updated the disclosure contained in the report to reflect any events that occurred following such date.

PART IV

Item 15. *Exhibits, Financial Statement Schedules*

(a) The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this Annual Report on Form 10-K/A.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

June 12, 2009

VISTAPRINT LIMITED

By: /s/ Robert S. Keane

Robert S. Keane
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert S. Keane</u> Robert S. Keane	Chairman of the Board, President and Chief Executive Officer (Principal executive officer)	June 12, 2009
<u>/s/ Michael Giannetto</u> Michael Giannetto	Chief Financial Officer (Principal financial and accounting officer)	June 12, 2009
<u>/s/ John J. Gavin, Jr.</u> John J. Gavin, Jr.	Director	June 12, 2009
<u>/s/ Peter Gyenes</u> Peter Gyenes	Director	June 12, 2009
<u>/s/ George M. Overholser</u> George M. Overholser	Director	June 12, 2009
<u>/s/ Louis Page</u> Louis Page	Director	June 12, 2009
<u>Richard Riley</u> Richard Riley	Director	

EXHIBIT INDEX

Exhibit No.	Description
3.1(1)	Memorandum of Association of the Registrant
3.2(1)	Amended and Restated Bye-Laws of the Registrant
4.1(1)	Specimen certificate evidencing common shares
10.1(1)*	Amended and Restated 2000-2002 Share Incentive Plan, as amended
10.2(1)*	Form of Nonqualified Share Option Agreement under 2000-2002 Share Incentive Plan
10.3(1)*	Form of Incentive Share Option Agreement under 2000-2002 Share Incentive Plan
10.4(1)*	2005 Non-Employee Directors' Share Option Plan
10.5(2)*	Amendment to 2005 Non-Employee Directors' Share Option Plan
10.6(3)*	Form of Nonqualified Share Option Agreement under 2005 Non-Employee Directors' Share Option Plan, as amended
10.7(4)*	Amended and Restated 2005 Equity Incentive Plan
10.8(3)*	Form of Nonqualified Share Option Agreement under Amended and Restated 2005 Equity Incentive Plan
10.9(1)*	Form of Incentive Share Option Agreement under Amended and Restated 2005 Equity Incentive Plan
10.10(3)*	Form of Restricted Share Unit Agreement under Amended and Restated 2005 Equity Incentive Plan
10.11(5)*	Executive Officer FY 2009 Bonus Plan
10.12(2)*	Executive Officer FY 2008 Bonus Plan
10.13(1)*	Form of Executive Officer Indemnification Agreement
10.14(1)*	Executive Retention Agreement among VistaPrint USA, Incorporated, the Registrant and Robert S. Keane dated as of December 1, 2004
10.15(6)*	Amendment No. 1 to Executive Retention Agreement by and among VistaPrint USA, Incorporated, the Registrant and Robert S. Keane dated as of March 31, 2008
10.16(1)*	Form of Executive Retention Agreement among VistaPrint USA, Incorporated, the Registrant and Janet F. Holian, dated as of December 1, 2004
10.17(6)*	Amendment No. 1 to Executive Retention Agreement by and among VistaPrint USA, Incorporated, the Registrant and Janet F. Holian dated as of March 31, 2008
10.18(7)*	Executive Retention Agreement among VistaPrint USA, Incorporated, the Registrant and Wendy Cebula dated as of January 3, 2007
10.19(6)*	Amendment No. 1 to Executive Retention Agreement by and among VistaPrint USA, Incorporated, the Registrant and Wendy Cebula dated as of March 31, 2008
10.20(8)*	Transition Agreement among VistaPrint USA, Incorporated, the Registrant and Anne S. Drapeau dated April 3, 2008
10.21(9)*	Transition Agreement among VistaPrint USA, Incorporated, the Registrant and Harpreet Grewal dated May 13, 2008
10.22(1)*	Form of Invention and Non-Disclosure Agreement between VistaPrint USA, Incorporated and each of Robert S. Keane, Janet F. Holian, Anne S. Drapeau, Harpreet Grewal, and Wendy Cebula
10.23(1)*	Form of Confidential Information and Non-Competition Agreement between VistaPrint USA, Incorporated and each of Robert S. Keane, Janet F. Holian, and Wendy Cebula
10.24(2)*	Non-Competition and Non-Solicitation Agreement between VistaPrint USA, Incorporated and Harpreet Grewal
10.25(1)*	Non-Competition and Non-Solicitation Agreement between VistaPrint USA, Incorporated and Anne S. Drapeau
10.26(10)	First Amendment to Loan and Security Agreement between Comerica Bank and VistaPrint North American Services Corp. dated as of December 15, 2005
10.27(12)*	Summary of Compensatory Arrangements with Executive Officers
10.28(12)*	Summary of Compensatory Arrangements with Non-Employee Directors

Exhibit No.	Description
10.29(1)	Third Amended and Restated Registration Rights Agreement dated as of August 30, 2004 by and among the Registrant and the other signatories thereto, as amended
10.30(1)	Loan and Security Agreement between Comerica Bank and VistaPrint North American Services Corp. dated as of November 1, 2004
10.31(11)	Lease dated October 4, 2006 between VistaPrint USA, Incorporated and Ledgemont Research Park Associates II L.P.
10.32(11)	Unconditional Guaranty dated October 4, 2006 by VistaPrint Limited.
10.33(1)	Credit Agreement between VistaPrint B.V. and ABN AMRO Bank N.V., as amended
21.1(12)	Subsidiaries of the Registrant
23.1(12)	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
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)/15(d)-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

* Management contract or compensatory plan or arrangement

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-125470) and incorporated herein by reference.
- (2) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2007 filed on August 28, 2007 and incorporated herein by reference.
- (3) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2007 filed on January 31, 2008 and incorporated herein by reference.
- (4) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K filed on May 21, 2007 and incorporated herein by reference.
- (5) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K filed on July 7, 2008 and incorporated herein by reference.
- (6) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2008 filed on April 30, 2008 and incorporated herein by reference.
- (7) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2006 filed on January 31, 2007 and incorporated herein by reference.
- (8) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K filed on April 7, 2008 and incorporated herein by reference.
- (9) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K filed on May 15, 2008 and incorporated herein by reference.
- (10) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K filed on December 15, 2005 and incorporated herein by reference.
- (11) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K filed on October 10, 2006 and incorporated herein by reference.
- (12) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 10-K filed on August 29, 2008 and incorporated herein by reference.

CERTIFICATION

I, Robert S. Keane, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of VistaPrint Limited; and
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.

Date: June 12, 2009

/s/ Robert S. Keane

Robert S. Keane
Chief Executive Officer

CERTIFICATION

I, Michael Giannetto, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of VistaPrint Limited; and
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.

Date: June 12, 2009

/s/ Michael Giannetto

Michael Giannetto
Chief Financial Officer

**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 Annual Report on Form 10-K/A of VistaPrint Limited (the "Company") for the fiscal year ended June 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Robert S. Keane, Chief Executive Officer, and Michael Giannetto, 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: June 12, 2009

/s/ Robert S. Keane

Robert S. Keane
Chief Executive Officer

/s/ Michael Giannetto

Michael Giannetto
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to VistaPrint Limited and will be retained by VistaPrint Limited and furnished to the Securities and Exchange Commission or its staff upon request.