

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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1. Name and Address of Reporting Person* <u>Nelson Donald R</u> (Last) (First) (Middle) C/O VISTAPRINT 95 HAYDEN AVENUE (Street) LEXINGTON MA 02421 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VISTAPRINT N.V. [VPRT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Exec VP, Capabilities & CIO / Member of Management Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Ordinary Shares	05/04/2014		M		1,243 ⁽¹⁾	A	\$0.00 ⁽¹⁾	34,621	D	
Ordinary Shares	05/04/2014		F		405	D	\$39.22	34,216	D	
Ordinary Shares	05/05/2014		M		833 ⁽¹⁾	A	\$0.00 ⁽¹⁾	35,049	D	
Ordinary Shares	05/05/2014		F		272	D	\$39.22	34,777	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 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
Restricted Share Units (right to acquire)	\$0.00 ⁽¹⁾	05/04/2014		M			1,243	05/04/2013 ⁽²⁾	05/04/2016	Ordinary Shares	1,243	\$0.00	9,947	D	
Restricted Share Units (right to acquire)	\$0.00 ⁽¹⁾	05/05/2014		M			833	05/05/2012 ⁽²⁾	05/05/2015	Ordinary Shares	833	\$0.00	3,332	D	

Explanation of Responses:

- The shares acquired represent the number of shares that automatically vested pursuant to Restricted Share Units held by the reporting person. Each Restricted Share Unit represents Vistaprint's commitment to issue one ordinary share.
- These restricted share units vest over a four-year period: 25% of the original number of shares vest on the Exercisable Date shown in Table II, and 6.25% vest per quarter thereafter.

Remarks:

/s/Kathryn L. Leach, as attorney-in-fact for Donald Nelson 05/06/2014

** 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.