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

Form S-8
**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Cimpres N.V.

(Exact Name of Registrant as Specified in Its Charter)

The Netherlands
(State or Other Jurisdiction of Incorporation)

98-0417483
(IRS Employer Identification No.)

Hudsonweg 8
Venlo
The Netherlands
(Address of Principal Executive Offices)

5928 LW
(Zip Code)

2016 Performance Equity Plan
(Full Title of the Plan)

Lawrence A. Gold
Senior Vice President and Chief Legal Officer
Cimpres USA Incorporated
275 Wyman Street
Waltham, MA 02451 USA

(Name and Address of Agent For Service)

+1 (781) 652-6300

(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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary shares, €0.01 par value per share	8,000,000 shares	\$98.17(2)	\$785,320,000(2)	\$79,082

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's ordinary shares as reported on the Nasdaq Global Select Market on May 26, 2016.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

(a) The registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Exchange Act or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the registrant's latest fiscal year for which such statements have been filed.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above.

(c) The description of the securities contained in the registrant's registration statement on Form 8-A filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any 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.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Cimpress N.V.'s articles of association provide that the members of its supervisory board and management board will be indemnified against any and all liabilities, including all expenses (including attorneys' fees), judgments, fines, amounts paid in settlement and other financial losses, actually and reasonably incurred by him as a member of the supervisory board or the management board in respect of any threatened, pending or completed action, suit or proceeding, whether civil, criminal or administrative or any action, suit or proceeding in order to obtain information, other than an action, suit or proceeding instituted by or on behalf of Cimpress N.V., if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of Cimpress N.V.; provided that such member has not been adjudged in a final and non-appealable judgment by a court to be liable for gross negligence or willful misconduct, subject to various exceptions. The termination of any action, suit or proceeding by a judgment, order, settlement, conviction, or the failure to put up a defense or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably could believe to be in or not opposed to the best interests of Cimpress N.V.

The indemnification provided for in the articles of association is not exclusive of other rights to which a member of the supervisory board or the management board may be entitled, including any insurance purchased by Cimpress N.V. Cimpress N.V. also entered into indemnification agreements governed by Dutch law with each member of its management board and supervisory board that provide for indemnification and expense advancement and include related provisions meant to facilitate the indemnitee's receipt of such benefits. The agreements provide that Cimpress N.V. will indemnify each such supervisory or management board member, provided that he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of Cimpress N.V. and, with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The agreements permit expenses to be advanced to an indemnitee, subject to an undertaking by the indemnitee to repay amounts advanced if it is ultimately determined that he or she is not entitled to indemnification. The disinterested members of the supervisory board of Cimpress N.V., an independent counsel or the stockholders of Cimpress N.V. (the "Decision Makers") will determine whether indemnification payment should be made in any particular instance. In making such determination, the Decision Makers must presume that the indemnitee is entitled to such indemnification and Cimpress N.V. has the burden of proof in seeking to overcome such presumption. If the Decision Makers determine that the supervisory or management board member is not entitled to indemnification, the agreements provide that such person is entitled to settle disputes with respect to the right to indemnification under the agreement in a competent court in Amsterdam, the Netherlands.

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.

1. Item 512(a) of Regulation S-K. 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; and

(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 (i) and (ii) 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.

2. Item 512(b) of Regulation S-K. 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 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.

3. Item 512(h) of Regulation S-K. 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Waltham, Massachusetts, USA on June 1, 2016.

Cimpress N.V.

By: /s/ Robert S. Keane
Robert S. Keane
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Cimpress N.V., hereby severally constitute and appoint Robert S. Keane, Lawrence A. Gold and Kathryn L. Leach, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Cimpress N.V. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert S. Keane Robert S. Keane	President and Chief Executive Officer (Principal executive officer)	June 1, 2016
/s/ Sean E. Quinn Sean E. Quinn	Senior Vice President and Chief Financial Officer (Principal financial and accounting officer)	June 1, 2016
/s/ Paolo De Cesare Paolo De Cesare	Member, Supervisory Board	June 1, 2016
/s/ John J. Gavin Jr. John J. Gavin Jr.	Member, Supervisory Board	June 1, 2016
/s/ Eric C. Olsen Eric C. Olsen	Member, Supervisory Board	June 1, 2016
/s/ Richard T. Riley Richard T. Riley	Chairman, Supervisory Board	June 1, 2016
/s/ Nadia Shouraboura Nadia Shouraboura	Member, Supervisory Board	June 1, 2016

/s/ Mark T. Thomas

Mark T. Thomas

Member, Supervisory Board

June 1, 2016

/s/ Scott Vassalluzzo

Scott Vassalluzzo

Member, Supervisory Board

June 1, 2016

EXHIBIT INDEX

Exhibit	
No.	Description
4.1	Articles of Association of Cimpress N.V., as amended, is incorporated by reference to Cimpress' Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2014 (File No. 000-51539) filed with the SEC on January 30, 2015
5	Opinion of Stibbe N.V., counsel to the Registrant
23.1	Consent of Stibbe N.V. (included in Exhibit 5)
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of Ernst & Young LLP
24	Power of attorney (included on the signature pages of this registration statement)
99.1	2016 Performance Equity Plan is incorporated by reference to Cimpress' Current Report on Form 8-K dated May 27, 2016 (File No. 000-51539) filed with the SEC on June 1, 2016

Cimpress N.V.
Hudsonweg 8
5928 LW Venlo
The Netherlands

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Strawinskylaan 2001
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T +31 20 546 0 606
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www.stibbe.com

Date
1 June 2016

Cimpress N.V. – Registration Statement on Form S-8

Ladies and Gentlemen,

(1) We have acted as counsel with respect to matters of Netherlands law to Cimpress N.V. (the "**Company**") in connection with the filing by the Company under the Securities Act of 1933, as amended, of a Registration Statement on Form S-8 (the "**Registration Statement**") with the United States Securities and Exchange Commission. The Registration Statement relates to the registration of up to 8,000,000 ordinary shares in the capital of the Company, each with a nominal value of EUR 0.01 (the "**Shares**", and each a "**Share**") that may be issued under the 2016 Performance Equity Plan (the "**Plan**").

This opinion is furnished to the Company in order to be filed as Exhibit 5.1 to the Registration Statement.

(2) For the purpose of this opinion, we have examined and relied upon photocopies or copies received by fax or by electronic means, or originals if so expressly stated, of the following documents:

- (a) the Registration Statement;
- (b) the Plan;
- (c) the deed of incorporation of the Company dated 5 June 2009 and its articles of association (*statuten*) as amended on 14 January 2015 (the "**Articles**"), which according to the Extract referred to below are the articles of association of the Company as currently in force;
- (d) an extract from the Trade Register of the Chamber of Commerce (*Kamer van Koophandel, afdeling Handelsregister*) relating to the Company dated the date hereof (the "**Extract**");
- (e) an extract of the minutes of the annual general meeting of shareholders of the Company held on 17 November 2016, reflecting resolutions, to, *inter alia*, authorize the managing board of the Company (the "**Management Board**") acting with the approval of the supervisory board of the Company (the "**Supervisory Board**") to limit or exclude any pre-emptive rights with respect to ordinary shares and rights to subscribe for ordinary shares that the Management Board may issue or grant pursuant to any authorization of the general meeting of the Company (the "**Designation to limit or exclude pre-emptive rights**");
- (f) an extract of the minutes of the extraordinary general meeting of shareholders of the Company held on 27 May 2016, reflecting resolutions (i) approving the Plan and (ii) authorizing the Management Board acting with the approval of the Supervisory Board to

issue Shares and grant subscription rights for Shares under the Plan (the "**Designation to issue Shares**");

- (g) a written resolution of the Management Board adopted on 17 April 2016, adopting, *inter alia*, the Plan, subject to approval of the general meeting of shareholders;
- (h) a written resolution of the Management Board adopted on 24 May 2016, adopting, *inter alia*, certain changes to the Plan, subject to approval of the general meeting of shareholders;
- (i) a written resolution of the Supervisory Board adopted on 15 April 2016, approving, *inter alia*, the adoption of the Plan by the Management Board, subject to approval of the general meeting of shareholders;
- (j) an extract of the minutes of the meeting of the Supervisory Board held on 19 May 2016, approving, *inter alia*, certain changes to the Plan, subject to approval of the general meeting of shareholders; and
- (k) a Company certificate dated the date hereof.

The resolutions listed in paragraphs (2)(e) – (j) (inclusive) are hereinafter collectively also referred to as the "**Resolutions**" and the resolution referred to in paragraph (2)(f) above is hereinafter also referred to as the "**Shareholders Resolution**". The Designation to limit or exclude pre-emptive rights and the Designation to issue Shares is hereinafter collectively referred to as the "**Designation**".

(3) In rendering this opinion we have assumed:

- (a) the legal capacity of natural persons, the genuineness of all signatures on, and the authenticity and completeness of all documents submitted to us as copies of drafts, originals or execution copies and the exact conformity to the originals of all documents submitted to us as photocopies or copies transmitted by facsimile or by electronic means and that all documents were at their date, and have through the date hereof remained, accurate and in full force and effect without modification;
- (b) that the information set forth in the Extract is complete and accurate on the date hereof and consistent with the information contained in the files kept by the Trade Register with respect to the Company;
- (c) that any Shares will be issued, offered, delivered, duly accepted by the subscribers pursuant to the exercise of the right of the subscriber, to persons legally entitled to acquire Shares, (a) as contemplated and in accordance with the Plan and the Registration Statement, (b) in accordance with any applicable law (including, without limitation, the laws of The Netherlands), (c) in accordance with the Articles as in force at the date of issuance of such Shares and (d) with such terms so as not to violate any applicable law (including, for the avoidance of doubt, any law applicable at the time of such issue, offer, delivery and acceptance) and upon issue of each Share at least a consideration will be charged from the distributable reserves of the Company, with a value equal to the nominal amount thereof and any premium agreed upon (*bedongen agio*);
- (d) that each time a Share is issued, the authorised share capital (*maatschappelijk kapitaal*) of the Company is such that such Share can be validly issued;
- (e) that the Resolutions have not been annulled, revoked or rescinded and are in full force and effect as at the date hereof; and

(2)

(f) that any issuance of Shares will not require the Company to publish a prospectus or equivalent document under the provisions of chapter 5.1 of the Financial Supervision Act (*Wet op het financieel toezicht*), as amended.

(4) We have not investigated the laws of any jurisdiction other than the Netherlands. This opinion is limited to matters of the laws of the Netherlands as they presently stand and as they are interpreted in case law of the courts of the Netherlands and in administrative rulings, in each case published in printed form as at the date of this opinion. We do not express any opinion with respect to any public international law or the rules of or promulgated under any treaty or by any treaty organisation, other than any EC law provisions having direct effect. We express no opinion about matters of taxation.

(5) Based upon and subject to the foregoing and to the further limitations and exceptions set forth herein, and subject to the absence of duress (*bedreiging*), fraud (*bedrog*), abuse of circumstances (*misbruik van omstandigheden*) or error (*dwaling*) in connection with the issue of any Share, we are as at the date hereof of the following opinion:

the Shares, when issued pursuant to and in accordance with the terms of the Plan and the Shareholders Resolution, will be validly issued, fully paid and non-assessable.

(6) The term "non-assessable" as used in this opinion means that a holder of a Share will not by reason of merely being such a holder, be subject to assessment or calls by the Company or its creditors for further payment on such Share.

(7) In this opinion, Netherlands legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to the concepts described by the same English terms as they exist under the laws of other jurisdictions.

(8) As to matters of fact, we have relied upon oral and written representations and certificates or comparable documents of the Board and/or responsible officers and representatives of the Company.

(9) This opinion and any issues arising under this opinion will be governed by the laws of the Netherlands.

(10) This opinion may only be relied upon in connection with the transactions to which the Registration Statement relates.

(11) We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving such consent we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the United States Securities and Exchange Commission promulgated thereunder.

Yours faithfully,

Stibbe N.V.

/s/ Manon Cremers /s/Fons Leijten

Manon Cremers

Fons Leijten

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 14, 2015 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, 2015.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Boston, MA

June 1, 2016

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Performance Equity Plan of Cimpress N.V of our report dated August 15, 2014 (except for Notes 9 and 17, as to which the date is August 14, 2015), with respect to the consolidated financial statements of Cimpress N.V. (formerly known as Vistaprint N.V.), included in its Annual Report (Form 10-K) of Cimpress N.V. for the year ended June 30, 2015 filed with the Securities Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
June 1, 2016