

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Keane Robert S</u>  (Last) (First) (Middle) 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) CEO, President / Chairman of Management Board
	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2012	
	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	02/06/2012		M		1,219 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	537,724 <sup>(3)</sup>	I	By The Eastern Irrevocable Trust <sup>(4)</sup>
Ordinary Shares	02/06/2012		F		384	D	\$39.83	537,340 <sup>(3)</sup>	I	By The Eastern Irrevocable Trust <sup>(4)</sup>
Ordinary Shares	02/06/2012		M		1,219 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	537,723 <sup>(3)</sup>	I	By The Western Irrevocable Trust <sup>(4)</sup>
Ordinary Shares	02/06/2012		F		384	D	\$39.83	537,339 <sup>(3)</sup>	I	By The Western Irrevocable Trust <sup>(4)</sup>
Ordinary Shares	02/07/2012		M		547 <sup>(5)</sup>	A	\$0.00 <sup>(2)</sup>	537,887 <sup>(3)</sup>	I	By The Eastern Irrevocable Trust <sup>(4)</sup>
Ordinary Shares	02/07/2012		F		151	D	\$39.39	537,736 <sup>(3)</sup>	I	By The Eastern Irrevocable Trust <sup>(4)</sup>
Ordinary Shares	02/07/2012		M		548 <sup>(6)</sup>	A	\$0.00 <sup>(2)</sup>	537,887 <sup>(3)</sup>	I	By The Western Irrevocable Trust <sup>(4)</sup>
Ordinary Shares	02/07/2012		F		152	D	\$39.39	537,735 <sup>(3)</sup>	I	By The Western Irrevocable Trust <sup>(4)</sup>
Ordinary Shares								81,381	I	By Keane Family Foundation
Ordinary Shares								524,375	I	By RHS Holdings

**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								51,900	I	By Delaware 2001 Investment Trust
Ordinary Shares								472,200	I	By First Delaware 2003 Investment Trust
Ordinary Shares								472,200	I	By Second Delaware 2003 Investment Trust
Ordinary Shares								185,000	I	By Third Delaware 2011 Investment Trust

**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 <sup>(2)</sup>	02/06/2012		M		1,219		05/06/2011 <sup>(1)</sup>	05/06/2014	Ordinary Shares	1,219	\$0.00	10,976	I	By The Eastern Irrevocable Trust
Restricted Share Units (right to acquire)	\$0.00 <sup>(2)</sup>	02/06/2012		M		1,219		05/06/2011 <sup>(1)</sup>	05/06/2014	Ordinary Shares	1,219	\$0.00	10,976	I	By The Western Irrevocable Trust
Restricted Share Units (right to acquire)	\$0.00 <sup>(2)</sup>	02/07/2012		M		547		05/07/2010 <sup>(5)</sup>	05/07/2013	Ordinary Shares	547	\$0.00	2,739	I	By The Eastern Irrevocable Trust
Restricted Share Units (right to acquire)	\$0.00 <sup>(2)</sup>	02/07/2012		M		548		05/07/2010 <sup>(6)</sup>	05/07/2013	Ordinary Shares	548	\$0.00	2,738	I	By The Western Irrevocable Trust

**Explanation of Responses:**

- The shares acquired represent the number of shares that automatically vested pursuant to a grant of Restricted Share Units on May 6, 2010. The original grant of 19,511 shares vests over a four year period: 25% on May 6, 2011 and 6.25% per quarter thereafter.
- Each restricted share unit represents the Company's commitment to issue one ordinary share.
- Includes 524,375 shares held by RHS Holdings Incorporated, of which The Eastern Irrevocable Trust and The Western Irrevocable Trust are the sole shareholders.
- The reporting person and/or his spouse are beneficiaries of this trust.
- The shares acquired represent the number of shares that automatically vested pursuant to a grant of Restricted Share Units on May 7, 2009. The original grant of 8,762 shares vests over a four year period: 25% on May 7, 2010 and 6.25% per quarter thereafter.
- The shares acquired represent the number of shares that automatically vested pursuant to a grant of Restricted Share Units on May 7, 2009. The original grant of 8,761 shares vests over a four year period: 25% on May 7, 2010 and 6.25% per quarter thereafter.

**Remarks:**

/s/Kathryn L. Leach, as  
attorney-in-fact for Robert S. Keane      02/08/2012

\*\* 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.

