

**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
Estimated average burden hours per response:	0.5

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) 02/05/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year) 02/06/2014		

**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	02/05/2014		M		1,319 <sup>(1)</sup>	A	\$0.00 <sup>(1)</sup>	296,215 <sup>(2)</sup>	I	By The Eastern Irrevocable Trust <sup>(3)</sup>
Ordinary Shares	02/05/2014		F		563	D	\$47.78	295,652 <sup>(2)</sup>	I	By The Eastern Irrevocable Trust <sup>(3)</sup>
Ordinary Shares	02/05/2014		M		1,319 <sup>(1)</sup>	A	\$0.00 <sup>(1)</sup>	296,214 <sup>(2)</sup>	I	By The Western Irrevocable Trust <sup>(3)</sup>
Ordinary Shares	02/05/2014		F		563	D	\$47.78	295,651 <sup>(2)</sup>	I	By The Western Irrevocable Trust <sup>(3)</sup>
Ordinary Shares	02/06/2014		M		1,219 <sup>(1)</sup>	A	\$0.00 <sup>(1)</sup>	296,871 <sup>(2)</sup>	I	By The Eastern Irrevocable Trust <sup>(3)</sup>
Ordinary Shares	02/06/2014		F		521	D	\$47.1	296,350 <sup>(2)</sup>	I	By The Eastern Irrevocable Trust <sup>(3)</sup>
Ordinary Shares	02/06/2014		M		1,219 <sup>(1)</sup>	A	\$0.00 <sup>(1)</sup>	296,870 <sup>(2)</sup>	I	By The Western Irrevocable Trust <sup>(3)</sup>
Ordinary Shares	02/06/2014		F		521	D	\$47.1	296,349 <sup>(2)</sup>	I	By The Western Irrevocable Trust <sup>(3)</sup>
Ordinary Shares								107,181	I	By Keane Family Foundation
Ordinary Shares								225,375	I	By RHS Holdings Incorporated

**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	Amount or Number of Shares				
Restricted Share Units (right to acquire)	\$0.00 <sup>(1)</sup>	02/05/2014		M		1,319		05/05/2012 <sup>(4)</sup>	05/05/2015	Ordinary Shares	1,319	\$0.00	6,595	I	By The Eastern Irrevocable Trust <sup>(3)</sup>
Restricted Share Units (right to acquire)	\$0.00 <sup>(1)</sup>	02/05/2014		M		1,319		05/05/2012 <sup>(4)</sup>	05/05/2015	Ordinary Shares	1,319	\$0.00	6,595	I	By The Western Irrevocable Trust <sup>(3)</sup>
Restricted Share Units (right to acquire)	\$0.00 <sup>(1)</sup>	02/06/2014		M		1,219 <sup>(5)</sup>		05/06/2011 <sup>(4)</sup>	05/06/2014	Ordinary Shares	1,219 <sup>(5)</sup>	\$0.00	1,220	I	By The Eastern Irrevocable Trust <sup>(3)</sup>
Restricted Share Units (right to acquire)	\$0.00 <sup>(1)</sup>	02/06/2014		M		1,219 <sup>(5)</sup>		05/06/2011 <sup>(4)</sup>	05/06/2014	Ordinary Shares	1,219 <sup>(5)</sup>	\$0.00	1,220	I	By The Western Irrevocable Trust <sup>(3)</sup>

**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.
- Includes 225,375 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.
- These RSUs 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.
- This amendment is being filed to update Table II to reflect the correct number of RSUs that vested.

**Remarks:**

/s/Kathryn L. Leach, as  
attorney-in-fact for Robert S. Keane      02/12/2014

\*\* 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.