

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HIGHLAND MANAGEMENT PARTNERS VI L P</u>  (Last) (First) (Middle) <u>92 HAYDEN AVENUE</u>  (Street) <u>LEXINGTON MA 02421</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/29/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>VISTAPRINT LTD [ VPRT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preference Shares	(1)	(2)	Common Stock	6,092,457	(2)	I	By Highland Capital Partners VI Limited Partnership <sup>(3)</sup>
Series B Preference Shares	(1)	(2)	Common Stock	3,338,200	(2)	I	By Highland Capital Partners VI-B Limited Partnership <sup>(4)</sup>

**Explanation of Responses:**

- Immediately.
- The Series B Preference Shares are convertible at the option of the holder and will automatically convert into Common Shares on a one-for-one basis upon the closing of the Issuer's initial public offering. The Series B Preference Shares have no expiration date.
- Represents shares held by Highland Capital Partners VI Limited Partnership. Highland Management Partners VI Limited Partnership, the sole general partner of Highland Capital Partners VI Limited Partnership, disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- Represents shares held by Highland Capital Partners VI-B Limited Partnership. Highland Management Partners VI Limited Partnership, the sole general partner of Highland Capital Partners VI-B Limited Partnership, disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

**Remarks:**

Highland Management Partners VI Limited Partnership, By: Highland Management Partners VI, Inc., 09/29/2005 its General Partner, By: /s/ Fergal Mullen, Managing Director

\*\* 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 5 (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.