# SEC Form 4

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## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 burder hours per response: 0.5

| 1. Name and Address of Reporting Person*<br>RILEY RICHARD T |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>CIMPRESS N.V.</u> [VPRT] |                     | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                |                   |  |  |  |
|---|----------|----------|---|---------------------|--|----------------|-------------------|--|--|--|
| RILEYR  | ICHARD I |          |   | X                   | Director   |                | 10% Owner         |  |  |  |
|   |          | —        |   | Officer (give title | х  | Other (specify |                   |  |  |  |
| (Last)  | (First)  | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)                                  |                     | below)   |                | below)            |  |  |  |
| C/O CIMPR   | RESS     |          | 11/12/2014  |                     | Chairman of Supervisory Board  |                |                   |  |  |  |
| 95 HAYDE  | N AVENUE |          |   |                     |  |                |                   |  |  |  |
| (Street)  |          |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          | 6. Indiv<br>Line)   | vidual or Joint/Group F  | iling (        | (Check Applicable |  |  |  |
| LEXINGTO  | ON MA    | 02421    |   | X                   | Form filed by One I  | Repor          | ting Person       |  |  |  |
| ,   |          | 02421    |   |                     | Form filed by More<br>Person   | than (         | One Reporting     |  |  |  |
| (City)  | (State)  | (Zip)    |   |                     |  |                |                   |  |  |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) | ction | 4. Securities A<br>Disposed Of (<br>5) |               |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|------------------------------|-------|--|---------------|--------|---|---|---|
|                                 |  |   | Code                         | v     | Amount                                 | (A) or<br>(D) | Price  | Transaction(s)<br>(Instr. 3 and 4)  |   | (1130.4)  |
| Ordinary Shares                 | 11/12/2014                                 |   | A                            |       | 1,608(1)                               | Α             | \$0.00 | 47,393  | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Num<br>of<br>Deriva<br>Securi<br>Acquir<br>(A) or<br>Dispos<br>of (D)<br>(Instr.<br>and 5) | tive<br>ties<br>red<br>sed<br>3, 4 | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|---|------------------------------------|--|--------------------|--|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)   | (D)                                | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares | 4   |  |  |  |
| Share<br>Option<br>(right to<br>buy)                | \$68.38   | 11/12/2014                                 |   | A                            |   | 1,451   |                                    | 02/12/2015 <sup>(2)</sup>                                      | 11/12/2024         | Ordinary<br>Shares   | 1,451                                  | \$0.00  | 1,451  | D  |  |

#### Explanation of Responses:

1. The reporting person does not directly own these shares at this time. These shares are restricted share units ("RSUs"); each RSU represents Cimpress' commitment to issue one ordinary share when the RSU vests. These RSUs vest at a rate of 12.5% of the original number of RSUs each successive three-month period following the grant date until the second anniversary of the grant date.

2. This option vests at a rate of 8.33% of the original number of ordinary shares subject to the option each successive three-month period following the grant date until the third anniversary of the grant date.

#### **Remarks:**

#### <u>/s/Kathryn L. Leach as</u> <u>Attorney in Fact for Richard T.</u> <u>11/14/2014</u> <u>Riley</u>

\*\* 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.