

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>Hansen Hauke</u>  (Last) (First) (Middle) <u>VISTAPRINT, 95 HAYDEN AVENUE</u>  (Street) <u>LEXINGTON MA 02421</u>  (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) Other (specify below) <u>Chief Manufacturing Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2012</u>	
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			

**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
Share Option (right to buy)	\$50 <sup>(1)</sup>	08/15/2012		A		30,146 <sup>(2)</sup>		08/15/2013 <sup>(3)</sup>	08/15/2020	Ordinary Shares	30,146	\$0.00	30,146	D	
Restricted Share Units (right to acquire)	\$0.00 <sup>(4)</sup>	08/15/2012		A		9,457		08/15/2013 <sup>(5)</sup>	08/15/2016	Ordinary Shares	9,457	\$0.00 <sup>(4)</sup>	9,457	D	

**Explanation of Responses:**

- The option exercise price per share is \$50.00, which is approximately 26% higher than the closing price of Vistaprint's ordinary shares on the NASDAQ Global Select Market on the date of grant (\$39.65).
- The value of this share option is intended to equal approximately the total value of all traditional share options that Vistaprint would have granted to the reporting person over a four-year period in the absence of this share option grant. As a result, Vistaprint's Supervisory Board has adopted a resolution stating that Vistaprint shall not grant any additional share options to the reporting person until 2016.
- The share option vests over a seven-year period from the date of grant, as follows: 6.25% of the original number of ordinary shares subject to the share option vests on the first anniversary of the date of grant. The remaining ordinary shares vest on a quarterly basis over the subsequent six years in tranches ranging from 1.56% to 10.94% of the original number of ordinary shares subject to the option.
- Each restricted share unit represents Vistaprint's commitment to issue one ordinary share.
- These restricted share units vest over a four year period: 25% of the original number of shares vest one year after the date of grant and 6.25% vest per quarter thereafter.

**Remarks:**

/s/Kathryn L. Leach, as attorney-in-fact for Hauke Hansen      08/17/2012

\*\* 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.

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.