

**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*<br><u>Keane Robert S</u><br><br>(Last) (First) (Middle)<br><u>C/O VISTAPRINT USA, INCORPORATED</u><br><u>100 HAYDEN AVENUE</u><br><br>(Street)<br><u>LEXINGTON MA 02421</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>VISTAPRINT LTD [ VPRT ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>CEO Pres. &amp; Chair. of the BODs</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/29/2006</u>         |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><input type="checkbox"/> Form filed by More than One Reporting Person  |

**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   |   |  |   |
| Common Shares                   | 08/29/2006                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$24.43 | 231,085 <sup>(2)</sup>  | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 200   | D          | \$24.44 | 230,885   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.48 | 230,785   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.52 | 230,685   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.54 | 230,585   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 200   | D          | \$24.55 | 230,385   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.63 | 230,285   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.64 | 230,185   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.68 | 230,085   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.71 | 229,985   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.75 | 229,885   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.76 | 229,785   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.82 | 229,685   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.37 | 582,700   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.4  | 582,600   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.42 | 582,500   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.53 | 582,400   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.6  | 582,300   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.63 | 582,200   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.68 | 582,100   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.81 | 582,000   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.38 | 582,700   | I  | See footnote <sup>(5)</sup>                           |
| Common Shares                   | 08/28/2006                           |  | S                              |   | 300   | D          | \$24.4  | 582,400   | I  | See footnote <sup>(5)</sup>                           |

**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   |   |  |   |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.43 | 582,300   | I  | See footnote <sup>(5)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.54 | 582,200   | I  | See footnote <sup>(5)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.68 | 582,100   | I  | See footnote <sup>(5)</sup>                           |
| Common Shares                   | 08/29/2006                           |  | S                              |   | 100   | D          | \$24.75 | 582,000   | I  | See footnote <sup>(5)</sup>                           |
| Common Shares                   |                                      |  |                                |   |   |            |         | 1,636,075   | I  | See footnote <sup>(6)</sup>                           |
| Common Shares                   |                                      |  |                                |   |   |            |         | 54,900  | I  | See footnote <sup>(7)</sup>                           |
| Common Shares                   |                                      |  |                                |   |   |            |         | 1,000   | I  | See footnote <sup>(8)</sup>                           |

**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 |   |  |  |   |  |

**Explanation of Responses:**

- All of the sales of common shares reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the sellers on February 18, 2006.
- Separate sale transactions that were executed on the same transaction date at the same price have been reported on an aggregate basis on a single line in Table I. The order in which sale transactions are set forth in Table I is not necessarily reflective of the sequence in which the sale transactions occurred in fact.
- Shares held jointly by Mr. Keane and his spouse.
- Shares held by the Heather K.L. McEvoy Keane 2003 Irrevocable Trust. Ms. Keane is Mr. Keane's spouse. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Shares held by the Robert Keane 2003 Irrevocable Trust. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Shares held by the Robert & Heather Keane Nevis Trust. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Shares held by the Keane Family Irrevocable Trust, a trust for the benefit of Mr. Keane's minor daughter. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Shares held by the Heather and Robert Keane Family Foundation, Inc., a not for profit corporation of which Mr. Keane and his spouse are the directors and executive officers. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

**Remarks:**

This is the second Form 4 of two Form 4 filings made by the reporting person to report transactions that occurred on August 28 and 29, 2006.

Dean J. Breda as Attorney in  
Fact for Robert S. Keane      08/30/2006

\*\* 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.**