

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**SCHEDULE 14A
(RULE 14a-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

VISTAPRINT N.V.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Vistaprint N.V. intends to send the following email message and PowerPoint presentation to some of its shareholders in connection with discussions it plans to have with shareholders to solicit support for proposals outlined in the definitive proxy statement for Vistaprint's annual general meeting of shareholders on November 12, 2014, which was filed with the Securities and Exchange Commission on October 22, 2014.

Dear [Shareholder]:

On October 22, 2014, Vistaprint publicly filed with the Securities and Exchange Commission our definitive proxy statement for our upcoming annual general meeting of shareholders on November 12, 2014. We would like to set up a time to talk with you about some of the proposals included in this year's proxy statement, specifically those in the attached file, although we are happy to discuss any of the other proposals as well. Though each proposal is important, and we are seeking your support for them all, we would like to highlight two specific proposals, which are included in the attached discussion outline:

1. Authorization to Repurchase Shares (Proposal 7): Shareholder approval of this proposal will give us flexibility to repurchase up to 20% of our outstanding shares at times when we believe it makes sense for Vistaprint and our shareholders.
2. Name change to Cimpress N.V. (Proposal 8): We have proposed amending our articles of association to change our company name to Cimpress N.V. to distinguish the parent company from the Vistaprint brand and to reflect and help articulate our strategy and ambition to build the world's leading mass customization platform that we market via multiple, differentiated brands.

Please let me know when you are available for a discussion. We value the opportunity to engage with you on these proposals and any other questions you may have about the upcoming shareholder vote.

Best,
[Vistaprint representative]



Vistaprint N.V. Proxy Proposal Highlights

Annual General Meeting of
Shareholders on November 12,
2014



Vistaprint's Definitive Proxy Statement filed on October 22, 2014

This presentation is intended to highlight certain sections of Vistaprint's definitive proxy statement that was filed on October 22, 2014. The proxy statement contains more detailed information about Vistaprint and the proposals; please refer to the full text of the proxy statement as you consider your vote.



Proposal 7: Authorization to Repurchase Shares

- Authorize us to repurchase up to 6.4M shares until May 12, 2016 (18 months)
 - We believe that share repurchases can be an attractive investment for Vistaprint and our shareholders
 - Because as a Dutch company we must obtain shareholder approval to repurchase shares (unlike a U.S. based company), this authorization would provide us with flexibility to decide to purchase shares over the 18 month period
- The 6.4M shares represent approximately 20% of outstanding shares
 - Although some proxy advisory firms recommend against repurchases over 10% of outstanding shares, we believe the ability to repurchase up to 20% gives us more flexibility to make additional repurchases, should we decide that such an allocation of our capital would be beneficial to the company
 - If our shareholders do not approve this proposal, we will rely on the previous share repurchase authorization that our shareholders approved in 2013, which expires in May 2015



Proposal 7 (cont.): Authorization to Repurchase Shares

- Shareholder approval of this proposal 7 does not necessarily mean we will repurchase 20% of our outstanding shares
 - We may repurchase fewer than 20% of our shares, including 0 shares
 - Our Supervisory and Management Boards look at multiple factors when determining whether to repurchase shares, including:
 - » Share price relative to anticipated future cash flows
 - » Ability to use operating cash flow and/or debt to repurchase shares while staying within our debt covenants
 - » The amount of cash and/or debt capacity we have for other uses
 - » Market trading and regulatory considerations

Proposal 8: Amend articles of association to change name

cimpress



pixartprinting



PEOPLE&PRINT
GROUP

webs

Proposal to change the name of the corporate parent to Cimpress N.V.

- Align the entire company around the vision of becoming the undisputed mass customization leader with a shared CIM platform
- Distinguish the parent company from the Vistaprint brand
- Preserve the differentiation and independence of acquired company brands, as well as the Vistaprint brand

Impact of the name change

- If shareholders approve this proposal, expect the change to take effect shortly after the Annual General Meeting of Shareholders
- Corresponding change to ticker symbol to CMPR
- All customer-facing brands will retain their own brand names and unique value proposition

