

**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
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1. Name and Address of Reporting Person* <u>Keane Robert S</u>  (Last) (First) (Middle) VISTAPRINT, 95 HAYDEN AVENUE  (Street) LEXINGTON MA 02421  (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) <input checked="" type="checkbox"/> Other (specify below) CEO, President / Chairman of Management Board
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2014	
	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			
Ordinary Shares	01/01/2014		M <sup>(1)(2)</sup>		75,000	A	\$4.11	330,365 <sup>(3)</sup>	I	By The Eastern Irrevocable Trust
Ordinary Shares	01/01/2014		F		35,469 <sup>(4)</sup>	D	\$56.85	294,896 <sup>(3)</sup>	I	By The Eastern Irrevocable Trust
Ordinary Shares	01/01/2014		M <sup>(1)(2)</sup>		75,000	A	\$4.11	330,364 <sup>(3)</sup>	I	By The Western Irrevocable Trust
Ordinary Shares	01/01/2014		F		35,469 <sup>(4)</sup>	D	\$56.85	294,895 <sup>(3)</sup>	I	By The Western Irrevocable Trust
Ordinary Shares								225,375	I	By RHS Holdings Incorporated
Ordinary Shares								51,900	I	By Delaware 2001 Investment Trust
Ordinary Shares								472,200	I	By First Delaware 2003 Investment Trust
Ordinary Shares								472,200	I	By Second Delaware 2003 Investment Trust
Ordinary Shares								185,000	I	By Third Delaware 2011 Investment Trust

**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			
Ordinary Shares								107,181	I	By The Keane Family Foundation

**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	Amount or Number of Shares				
Option (right to buy)	\$4.11	01/01/2014		M <sup>(1)(2)</sup>			75,000	01/28/2005	01/01/2014	Ordinary Shares	75,000	\$0.00	0	I	By The Eastern Irrevocable Trust
Option (right to buy)	\$4.11	01/01/2014		M <sup>(1)(2)</sup>			75,000	01/28/2005	01/01/2014	Ordinary Shares	75,000	\$0.00	0	I	By The Western Irrevocable Trust

**Explanation of Responses:**

- The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on September 6, 2013.
- Option exercised in full due to expiration on January 1, 2014.
- Includes 225,375 shares held by RHS Holdings Incorporated, of which The Eastern Irrevocable Trust and The Western Irrevocable Trust are the sole shareholders.
- Of the 35,469 shares forfeited, 5,422 shares were forfeited as payment of the exercise price and 30,047 shares were forfeited as payment of the withholding taxes.

**Remarks:**

/s/Kathryn L. Leach, as  
attorney-in-fact for Robert S. Keane      01/03/2014

\*\* 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.