

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-03**

SEC Accession No. **0001209191-11-054706**

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

RILEY RICHARD T

CIK: **1094172** | State of Incorporation: **DE** | Fiscal Year End: **0627**
Type: **4** | Act: **34** | File No.: **000-51539** | Film No.: **111184587**
SIC: **2761** Manifold business forms

Mailing Address
C/O NEW ENGLAND
BUSINESS SERVICE INC
500 MAIN ST
GROTON MA 01471

ISSUER

VISTAPRINT N.V.

CIK: **1262976** | IRS No.: **980417483** | State of Incorporation: **P7** | Fiscal Year End: **0630**
SIC: **2750** Commercial printing

Mailing Address
C/O VISTAPRINT USA,
INCORPORATED
95 HAYDEN AVE.
LEXINGTON MA 02421

Business Address
HUDSONWEG 8
VENLO P7 5928 LW
781-652-6300

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person RILEY RICHARD T			2. Issuer Name and Ticker or Trading Symbol VISTAPRINT N.V. [VPRT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chairman of Supervisory Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2011			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O VISTAPRINT,, 95 HAYDEN AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) LEXINGTON, MA 02421								
(City)			(State)			(Zip)		

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)			
Ordinary Shares	11/03/2011		A		3,075 ⁽¹⁾	A	\$ 0	14,704	D

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Share Option (right to buy)	\$435.77	11/03/2011		A		2,690		02/03/2012 ⁽²⁾	11/03/2021	Ordinary Shares	2,690	\$ 0	2,690	D

Explanation of Responses:

- The reporting person does not directly own these shares at this time. These shares are restricted share units ("RSUs"); each RSU represents Vistaprint's commitment to issue one ordinary share when the RSU vests. These RSUs vest at a rate of 8.33% of the original number of RSUs each successive three-month period following the grant date until the third anniversary of the grant date.
- The options vest at a rate of 8.33% of the original number of ordinary shares each successive three-month period following the grant date until the third anniversary of the grant date.

Signatures

/s/Kathryn L. Leach as Attorney in Fact for John Gavin

** Signature of Reporting Person

11/07/2011

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.