

Ray Michael C.
Form 4
June 27, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ray Michael C.

(Last) (First) (Middle)

C/O VERA BRADLEY, INC., 12420
STONEBRIDGE ROAD

(Street)

ROANOKE, IN 46783

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Vera Bradley, Inc. [VRA]

3. Date of Earliest Transaction
(Month/Day/Year)

06/19/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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
Stock

06/19/2018

G V 11,500 D \$ 0 221,660 ⁽¹⁾ I

By
Anne-Marie
Ray
Revocable
Trust

Common
Stock

06/25/2018

S 400,000 D \$ 14.43 3,010,469 ⁽²⁾ I

By Barbara
B.
Baekgaard
2009
Grantor
Retained
Annuity

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Common Stock	06/26/2018	S ⁽³⁾	200,000	D	\$ 14.43	2,810,469 ⁽²⁾	I	Trust By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock						106,888	D	
Common Stock						480,199	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock						46,252	I	By Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1
Common Stock						411,003 ⁽¹⁾	I	By Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans
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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ray Michael C. C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783		X		

Signatures

/s/ Michael C.
Ray 06/27/2018

 **Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) On June 19, 2018, the Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1 (the "2017 GRAT") made an annuity payment of 88,997 shares of Issuer common stock to the reporting person's spouse, who, in turn, assigned the shares to the Anne-Marie Ray Revocable Trust (the "Revocable Trust"). The reporting person's spouse is the settlor, sole trustee and sole annuitant of the 2017 GRAT and the settlor and sole trustee of the Revocable Trust.

(2) The reporting person disclaims beneficial ownership of these shares.

(3) This transaction constitutes a sale of shares to the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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