

Byrne Thomas Farrell II  
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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Byrne Thomas Farrell II

2. Issuer Name **and** Ticker or Trading  
Symbol  
Vera Bradley, Inc. [VRA]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O VERA BRADLEY, INC., 12420  
STONEBRIDGE ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/19/2018

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

ROANOKE, IN 46783

(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)	Price	
Common Stock	06/19/2018		G	V	11,500	D	\$ 0	77,497 <sup>(1)</sup> D
Common Stock	06/25/2018		S		400,000	D	\$ 14.43	3,010,469 <sup>(2)</sup> I
Common Stock	06/26/2018		S <sup>(3)</sup>		200,000	D	\$ 14.43	2,810,469 <sup>(2)</sup> I

By Barbara  
B.  
Baekgaard  
2009  
Grantor  
Retained  
Annuity  
Trust

By Barbara  
B.

Common Stock	41,122	I	Baekgaard 2009 Grantor Retained Annuity Trust
			By Thomas F. Byrne, II 2016 Grantor Retained Annuity Trust #1
Common Stock	411,003 <sup>(1)</sup>	I	By Thomas F. Byrne, II 2017 Grantor Retained Annuity Trust #1

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

**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 control number.**

SEC 1474  
(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 of (D) (Instr. 3, 4, and 5)	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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: Byrne Thomas Farrell II - Form 4

Director   10% Owner   Officer   Other

Byrne Thomas Farrell II  
C/O VERA BRADLEY, INC.  
12420 STONEBRIDGE ROAD  
ROANOKE, IN 46783

X

## Signatures

/s/ Thomas F.

06/27/2018

Byrne, II

\_\_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).  
On June 19, 2018, the Thomas F. Byrne, II 2017 Grantor Retained Annuity Trust #1 (the "2017 GRAT") made an annuity payment of  
(1) 88,997 shares of Issuer common stock to the reporting person. The reporting person is the settlor, sole trustee and sole annuitant of the 2017 GRAT.  
(2) The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.  
(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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