

Vera Bradley, Inc.  
Form 4  
June 28, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(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)  
06/19/2017

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)       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 06/19/2017                           |  | G <sup>(1)</sup>               | V 2,000,000 D \$ 0  | 4,610,469 <sup>(2)</sup>  | I  | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock                    | 06/19/2017                           |  | G <sup>(1)</sup>               | V 500,000 A \$ 0  | 500,000   | I  | By Anne-Marie Ray   |
|                                 | 06/19/2017                           |  | G <sup>(3)</sup>               | V 500,000 D \$ 0  | 0   | I  |   |

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|              |            |  |                    |         |   |      |         |   |  |
|--------------|------------|--|--------------------|---------|---|------|---------|---|--|
| Common Stock |            |  |                    |         |   |      |         |   | By Anne-Marie Ray  |
| Common Stock | 06/19/2017 |  | G <sup>(3)</sup> V | 500,000 | A | \$ 0 | 500,000 | I | By Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1 |
| Common Stock |            |  |                    |         |   |      | 200,000 | I | By Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1 |
| Common Stock |            |  |                    |         |   |      | 173,519 | I | By Anne-Marie Ray 2015 Grantor Retained Annuity Trust    |
| Common Stock |            |  |                    |         |   |      | 698,286 | I | By Michael Ray 2009 Grantor Retained Annuity Trust       |
| Common Stock |            |  |                    |         |   |      | 191,962 | D |  |

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

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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 | 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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## 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 06/26/2017

\*\*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).

Represents a distribution by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust") of 500,000 shares of  
(1) the Issuer's common stock to each of the four beneficiaries of the Baekgaard Trust, including the reporting person's spouse, in accordance with the terms of the documents governing the Baekgaard Trust.

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

Following the reporting person's spouse's receipt of the 500,000 share distribution from the Baekgaard Trust, the reporting person's  
(3) spouse immediately transferred the shares to the Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1, of which the reporting person's spouse is the sole trustee and annuitant.

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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