

Miller P. Michael
Form 4
March 06, 2012

FORM 4

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

OMB APPROVAL

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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 *
Miller P. Michael

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)
2208 PRODUCTION ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2012

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

FORT WAYNE, IN 46808

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

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

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|------------------|
| | | | Code | V | Amount (A) or (D) Price | | | | | |
| Common Stock | 03/02/2012 | | S | | 74,460 (1) | D | \$ 38.699 (2) | 7,130,521 | I | See footnote (3) |
| Common Stock | 03/02/2012 | | S | | 30,205 (1) | D | \$ 38.293 (4) | 7,100,316 | I | See footnote (5) |
| Common Stock | 03/02/2012 | | S | | 29,300 (1) | D | \$ 38.834 (6) | 7,071,016 | I | See footnote (7) |
| Common Stock | 03/02/2012 | | S | | 12,900 (1) | D | \$ 38.272 (8) | 7,058,116 | I | See footnote (9) |

Common Stock 49,489 D

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. Number of Derivative Securities Beneficially Owned (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller P. Michael 2208 PRODUCTION ROAD FORT WAYNE, IN 46808 | X | X | | |

Signatures

/s/ Anastacia S. Knapper, by power of attorney for P. Michael Miller 03/06/2012

__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) The shares in column 4 were sold pursuant to Rule 10b5-1 plans entered into on December 29, 2011.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.47 to \$39.46, inclusive. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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(3) Shares reported in column 4 represent 74,460 shares sold by the Patricia R. Miller 2009 Annuity Trust. Shares reported in column 5 represent shares beneficially held by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,787,445 shares held by the Patricia R. Miller 2009 Annuity Trust and 3,743,237 shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.46, inclusive. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) Shares reported in column 4 represent 30,205 shares sold by the Patricia R. Miller 2009 Annuity Trust. Shares reported in column 5 represent shares beneficially held by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,757,240 shares held by the Patricia R. Miller 2009 Annuity Trust and 3,743,237 shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.

(6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.45 to \$39.44, inclusive. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) Shares reported in column 4 represent 29,300 shares sold by Patricia R. Miller. Shares reported in column 5 represent shares beneficially held by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,757,240 shares held by the Patricia R. Miller 2009 Annuity Trust and 3,713,937 shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.

(8) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.44, inclusive. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) Shares reported in column 4 represent 12,900 shares sold by Patricia R. Miller. Shares reported in column 5 represent shares beneficially held by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,757,240 shares held by the Patricia R. Miller 2009 Annuity Trust and 3,701,037 shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. lang=EN-US style="font-size:9.5pt;text-decoration:none;">

Item 5 - Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

Explanation of Responses:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 02/11/2019

By /s/ Christine M. Buchanan

Name: Christine M. Buchanan

Title: Principal

Explanation of Responses:

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 31,576 shares or .08% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 87,778 shares or .22% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

; FONT-WEIGHT: bold; TEXT-ALIGN: left; MARGIN-LEFT: 9pt; LINE-HEIGHT: 11.4pt">7

SOLE DISPOSITIVE POWER

0

8

SHARED DISPOSITIVE POWER

3,390,472*

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,390,472*

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.2%*

12

TYPE OF REPORTING PERSON

PN

*Reflects beneficial ownership as of December 31, 2015. See item 4.

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CUSIP No. 45378A106 13G

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON |
| | Monarch GP LLC |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 2 | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| | SOLE VOTING POWER |
| 5 | 0 |
| 6 | SHARED VOTING POWER |
| 7 | 3,390,472* |
| 8 | SOLE DISPOSITIVE POWER |
| 9 | 0 |
| | SHARED DISPOSITIVE POWER |
| 10 | 3,390,472* |
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 11 | 3,390,472* |
| | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 12 | N/A |
| | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 |
| | 7.2%* |
| | TYPE OF REPORTING PERSON |
| | OO |

Explanation of Responses:

*Reflects beneficial ownership as of December 31, 2015. See item 4.

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Item 1(a): Name of Issuer:

The name of the issuer is Independence Realty Trust, Inc. (the "Issuer").

Item 1(b): Address of Issuer's Principal Executive Offices:

Cira Centre
2929 Arch St., 17th Floor
Philadelphia, PA
19104

Item 2(a): Name of Person Filing:

This Schedule 13G is filed by:

(i) Monarch Alternative Capital LP ("MAC"), which serves as advisor to a variety of funds (such funds collectively, the "Funds"), with respect to shares of Common Stock of the Issuer directly owned by the Funds;

(ii) MDRA GP LP ("MDRA GP"), which is the general partner of MAC, with respect to shares of Common Stock indirectly beneficially owned by virtue of such position; and

(v) Monarch GP LLC ("Monarch GP"), which is the general partner of MDRA GP, with respect to shares of Common Stock indirectly beneficially owned by virtue of such position.

MAC, MDRA GP and Monarch GP are sometimes collectively referred to herein as the "Reporting Persons."

Item 2(b): Address of Principal Business Office or, if None, Residence:

The address of the principal business office of the Reporting Persons is as follows:

c/o Monarch Alternative Capital LP
535 Madison Avenue
New York, New York 10022

Item 2(c): Citizenship:

MAC is a Delaware limited partnership. MDRA GP is a Delaware limited partnership. Monarch GP is a Delaware limited liability company.

Item 2(d): Title of Class of Securities:

Common Stock, par value \$0.01 ("Common Stock")

Item 2(e): CUSIP Number

45378A106

Item 3: If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

A. Broker or dealer registered under Section 15 of the Act,

Explanation of Responses:

- B. Bank as defined in Section 3(a)(6) of the Act,
- C. Insurance Company as defined in Section 3(a)(19) of the Act,
- D. Investment Company registered under Section 8 of the Investment Company Act of 1940,
- E. Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),

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- F. Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
- G. γ Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
- H. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- I. Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- J. A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J)
- K. Group, in accordance with Rule 13d-1(b)(1)(ii)(K)

Item 4: Ownership:

The beneficial ownership of each of the Reporting Persons as of December 31, 2013 is as follows:

A. MAC

- (a) Amount beneficially owned: 3,390,472
- (b) Percent of Class: 7.2%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 3,390,472
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 3,390,472

B. MDRA GP

- (a) Amount beneficially owned: 3,390,472
- (b) Percent of Class: 7.2%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 3,390,472
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 3,390,472

C. Monarch GP

Explanation of Responses:

(a) Amount beneficially owned: 3,390,472

(b) Percent of Class: 7.2%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

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(ii) Shared power to vote or direct the vote: 3,390,472

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 3,390,472

Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

Item 8: Identification and Classification of Members of the Group:

N/A

Item 9: Notice of Dissolution of Group:

N/A

Item 10: Certification:

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MONARCH ALTERNATIVE CAPITAL LP

By: MDRA GP LP, its General Partner

By: Monarch GP LLC, its General Partner

Dated: February 11, 2016

By: /s/ Michael Weinstock

Name: Michael Weinstock

Title: Member

MDRA GP LP

By: Monarch GP LLC, its General Partner

Dated: February 11, 2016 By: /s/ Michael Weinstock

Name: Michael Weinstock

Title: Member

MONARCH GP LLC

Dated: February 11, 2016 By: /s/ Michael Weinstock

Name: Michael Weinstock

Title: Member

[Signature Page to Schedule 13G with respect to WCI Communities, Inc.]

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