

Vera Bradley, Inc.
Form 4
March 17, 2017

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 *
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)
03/15/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/15/2017 | | S | | 4,500 | D | \$ 9.17 (1) |
| Common Stock | 03/16/2017 | | S | | 6,000 | D | \$ 9.31 (1) |
| Common Stock | 03/15/2017 | | S | | 10,500 | D | \$ 9.17 (2) |

By Michael Ray 2009 Grantor Retained Annuity Trust

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| | | | | | | | | |
|--------------|------------|---|--------|---|--------------------------|------------------------|---|---|
| Common Stock | 03/16/2017 | S | 14,000 | D | \$ 9.32 <u>(2)</u> | 787,296 | I | By Michael Ray 2009 Grantor Retained Annuity Trust |
| Common Stock | | | | | | 6,610,469 | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock | | | | | | 173,519 ⁽³⁾ | I | By Anne-Marie Ray 2015 Grantor Retained Annuity Trust |
| Common Stock | | | | | | 200,000 ⁽³⁾ | I | By Anne-Marie Ray 2016 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 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 Following Transaction (Instr. 3) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|-------|---------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

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 03/17/2017

**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).

The prices reported in column 4 are weighted average prices. The shares sold on March 15, 2017 were sold in multiple transactions at prices ranging from \$9.07 to \$9.31, inclusive, and the shares sold on March 16, 2017 were sold in multiple transactions at prices ranging

(1) from \$9.22 to \$9.41, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.

The prices reported in column 4 are weighted average prices. The shares sold on March 15, 2017 were sold in multiple transactions at prices ranging from \$9.07 to \$9.32, inclusive, and the shares sold on March 16, 2017 were sold in multiple transactions at prices ranging

(2) from \$9.18 to \$9.41, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.

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

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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