

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 \*  
Byrne James Bradley

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/19/2017		G <sup>(1)</sup>	V	2,000,000	D	\$ 0 4,610,469 <sup>(2)</sup>
Common Stock	06/19/2017		G <sup>(1)</sup>	V	500,000	A	\$ 0 500,000
Common Stock	06/19/2017		G <sup>(3)</sup>	V	500,000	D	\$ 0 0

By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust

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Common Stock	06/19/2017	G <sup>(3)</sup>	V	500,000	A	\$ 0	500,000	I	By James B. Byrne 2017 Grantor Retained Annuity Trust #1
Common Stock							200,000	I	By James B. Byrne 2016 Grantor Retained Annuity Trust #1
Common Stock							173,519	I	By James B. Byrne 2015 Grantor Retained Annuity Trust

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 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 Reported Transaction (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

## Reporting Owners

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

## Signatures

/s/ James B. Byrne  
06/27/2017

\*\*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, 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 receipt of the 500,000 share distribution from the Baekgaard Trust, the reporting person immediately
  - (3) transferred the shares to the James B. Byrne 2017 Grantor Retained Annuity Trust #1, of which the reporting person 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. 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.