

Byrne Thomas Farrell II  
 Form 4  
 October 26, 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 \*  
 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)  
 09/26/2017

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

(Street)  
 ROANOKE, IN 46783

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

**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                    | 09/26/2017                           |  | G                              | V 50,000 D \$ 0   | 44,897 <u>(1)</u> <u>(2)</u>  | D  | By Thomas F. Byrne, II 2016                           |
| Common Stock                    |                                      |  |                                |   | 41,122 <u>(1)</u>   | I  | Grantor Retained Annuity Trust #1                     |
| Common Stock                    |                                      |  |                                |   | 500,000   | I  | By Thomas F. Byrne, II 2017                           |

|                 |                            |  |
|-----------------|----------------------------|--|
| Common<br>Stock | 4,610,469 <sup>(3)</sup> I | Grantor<br>Retained<br>Annuity<br>Trust #1<br><br>By Barbara<br>B.<br>Baekgaard<br>2009<br>Grantor<br>Retained<br>Annuity<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(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 |
| Byrne Thomas Farrell II<br>C/O VERA BRADLEY, INC.<br>12420 STONEBRIDGE ROAD<br>ROANOKE, IN 46783 | X                                      |

## Signatures

/s/ Thomas F.  
Byrne, II

10/24/2017

  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).

- (1) On September 26, 2017, the Thomas F. Byrne, II 2016 Grantor Retained Annuity Trust #1 (the "2016 GRAT") made an annuity payment of 94,090 shares of Issuer common stock to the reporting person. On October 18, 2017, following a revised computation of the annuity payment, the annuity payment was increased to equal 94,897 shares of issuer common stock in the aggregate. The reporting person is the sole trustee and annuitant of the 2016 GRAT.
- (2) Following receipt of the annuity payment described in Note (1) above, the 2016 GRAT contributed 50,000 shares of Issuer common stock to the Barbara Bradley Baekgaard Family Foundation; the contribution is the transaction reported in this Form 4.
- (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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