

Ray Michael C.  
Form 4  
January 25, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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.

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)  
01/23/2019

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Member of a 10% owner group

(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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price \$  |  |   |
| Common Stock                    | 01/23/2019                           |  | S                              |   | 2,429<br>(1)<br>9.37<br>(2)   | D  |   |
| Common Stock                    | 01/24/2019                           |  | S                              |   | 2,429<br>(1)<br>9.24<br>(2)   | D  |   |
| Common Stock                    | 01/23/2019                           |  | S                              |   | 10,913<br>(1)<br>9.38<br>(3)  | D  |   |

By Michael Ray 2009 Grantor Retained Annuity Trust

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|              |            |   |                      |   |                          |                      |   |   |
|--------------|------------|---|----------------------|---|--------------------------|----------------------|---|---|
| Common Stock | 01/24/2019 | S | 10,913<br><u>(1)</u> | D | \$<br>9.25<br><u>(3)</u> | 152,809              | I | By Michael Ray 2009 Grantor Retained Annuity Trust          |
| Common Stock | 01/23/2019 | S | 3,276<br><u>(1)</u>  | D | \$<br>9.37<br><u>(4)</u> | 172,908              | I | By Anne-Marie Ray Revocable Trust                           |
| Common Stock | 01/24/2019 | S | 3,276<br><u>(1)</u>  | D | \$<br>9.24<br><u>(4)</u> | 169,632              | I | By Anne-Marie Ray Revocable Trust                           |
| Common Stock |            |   |                      |   |                          | 2,810,469 <u>(5)</u> | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock |            |   |                      |   |                          | 411,003              | I | By Anne-Marie Ray 2017 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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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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                             |
|---|---------------|-----------|---------|-----------------------------|
|   | Director      | 10% Owner | Officer | Other                       |
| Ray Michael C.<br>C/O VERA BRADLEY, INC.<br>12420 STONEBRIDGE ROAD<br>ROANOKE, IN 46783 |               |           |         | Member of a 10% owner group |

## Signatures

/s/ Michael C.  
Ray 01/24/2019

\*\*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 sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted on April 6, 2018.  
The prices reported are weighted average prices. The shares sold on January 23, 2019 were sold in multiple transactions at prices ranging from \$9.29 to \$9.49, inclusive, and the shares sold on January 24, 2019 were sold in multiple transactions at prices ranging from \$9.16 to \$9.31, 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 are weighted average prices. The shares sold on January 23, 2019 were sold in multiple transactions at prices ranging from \$9.29 to \$9.52, inclusive, and the shares sold on January 24, 2019 were sold in multiple transactions at prices ranging from \$9.16 to \$9.35, 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) \$9.35, 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 are weighted average prices. The shares sold on January 23, 2019 were sold in multiple transactions at prices ranging from \$9.29 to \$9.49, inclusive, and the shares sold on January 24, 2019 were sold in multiple transactions at prices ranging from \$9.16 to \$9.31, 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.
  - (4) \$9.31, 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.
  - (5) The reporting person disclaims beneficial ownership of these shares.

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