EDGAR pro
by EDGAR Online

VERA BRADLEY, INC.

Reported by

RAY MICHAEL C.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/15/17 for the Period Ending 03/13/17

Address	12420 STONEBRIDGE ROAD ROANOKE, IN 46783
Telephone	260-482-4673
CIK	0001495320
Symbol	VRA
SIC Code	3100 - Leather & Leather Products
Industry	Apparel & Accessories
Sector	Consumer Cyclicals
Fiscal Year	01/31

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2017, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Ray Michael C. (Last) (First) (Middle)	**Vera Bradley, Inc. [VRA]**	____ Director __ X __ 10% Owner ____ Officer (give title below) ____ Other (specify below)
C/O VERA BRADLEY, INC., 12420 STONEBRIDGE ROAD (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **3/13/2017**	
ROANOKE, IN 46783 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**3/13/2017**		**S**		**4500**	**D**	**$9.12** (1)	**243362**	**D**	
Common Stock	**3/14/2017**		**S**		**4500**	**D**	**$9.16** (1)	**238862**	**D**	
Common Stock	**3/13/2017**		**S**		**10500**	**D**	**$9.12** (2)	**822296** (3)	**I**	**By Michael Ray 2009 Grantor Retained Annuity Trust**
Common Stock	**3/14/2017**		**S**		**10500**	**D**	**$9.16** (2)	**811796** (3)	**I**	**By Michael Ray 2009 Grantor Retained Annuity Trust**
Common Stock								**6610469** (3)	**I**	**By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust**
Common Stock								**173519** (3)	**I**	**By Anne-Marie Ray 2015 Grantor Retained Annuity Trust**
Common Stock								**200000** (3)	**I**	**By Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1**

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) The prices reported in column 4 are weighted average prices. The shares sold on March 13, 2017 were sold in multiple transactions at prices ranging from $9.00 to $9.36, inclusive, and the shares sold on March 14, 2017 were sold in multiple transactions at prices ranging from $9.08 to $9.23, 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.

(2) The prices reported in column 4 are weighted average prices. The shares sold on March 13, 2017 were sold in multiple transactions at prices ranging from $9.00 to $9.36, inclusive, and the shares sold on March 14, 2017 were sold in multiple transactions at prices ranging from $$9.08 to $9.23, 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.

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 — **3/15/2017**

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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.