

VERA BRADLEY, INC.

Reported by
FULLER SUE ELLEN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/09/17 for the Period Ending 01/06/17

| | |
|-------------|---|
| 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 Cyclical |
| Fiscal Year | 01/31 |

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person * Fuller Sue Ellen (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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) ___ Other (specify below) EVP, Chf Merchandising Ofcr |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/6/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 Shares | 1/6/2017 | | F | | 3078 | D | \$11.98 | 71578 | D | |

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 | | | | |

Explanation of Responses:

Remarks:

Exhibit List: Exhibit 24.1 -- Substitute Power of Attorney

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fuller Sue Ellen C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783 | | | EVP, Chf Merchandising Ofcr | |

Signatures

/s/ Stephen J. Hackman, attorney-in-fact for Sue Ellen Fuller

1/9/2017

**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.

SUBSTITUTE POWER OF ATTORNEY

Under the terms of powers of attorney (each, a "Power of Attorney") previously filed with the U.S. Securities and Exchange Commission, the undersigned was appointed an attorney-in-fact for the following individuals to, among other things, execute for and on behalf of the following individuals in their respective capacities as officers and/or directors of Vera Bradley, Inc. (the "Company") any Forms 3, 4 and 5 or any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder:

Barbara B. Baekgaard
Edward M. Schmults
Frances P. Philip
John E. Kyees
Kevin J. Sierks
Kimberly F. Colby
Mary Lou Kelley
Matthew McEvoy
P. Michael Miller
Patricia R. Miller
Richard Baum
Robert J. Hall
Robert Wallstrom
Sue Ellen Fuller
Theresa Palermo

In accordance with the authority granted under each Power of Attorney, including the power of substitution, the undersigned hereby appoints Stephen J. Hackman as substitute attorney-in-fact, on behalf of each individual named above, with the power to exercise and execute all of the powers granted to or conferred upon the undersigned in the original Power of Attorney.

This Substitute Power of Attorney shall remain in full force and effect with respect to each named individual until the named individual is no longer required to file Forms 3, 4 and 5 with respect to the named individual's holdings of and transactions in securities issued by the Company, unless earlier revoked by the named individual in a signed writing delivered to the substitute attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Substitute Power of Attorney to be executed as of this 16th day of June, 2016.

/s/ Anastacia S. Knapper
Name: Anastacia S. Knapper
Title: Attorney-in-Fact