

# **VERA BRADLEY, INC.**

Reported by  
**HALL ROBERT J**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/28/17 for the Period Ending 06/19/17

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**

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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

<b>1. Name and Address of Reporting Person *</b>  <b>Hall Robert J</b>  (Last) (First) (Middle)  <b>C/O VERA BRADLEY, INC., 12420 STONEBRIDGE ROAD</b>  (Street)  <b>ROANOKE, IN 46783</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Vera Bradley, Inc. [ VRA ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>6/19/2017</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	6/19/2017		G (1)	V	2000000	D	\$0.00	4610469 (2)	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock	6/19/2017		G (1)	V	500000	A	\$0.00	500000	I	By Joan Byrne Hall
Common Stock	6/19/2017		G (3)	V	500000	D	\$0.00	0	I	By Joan Byrne Hall
Common Stock	6/19/2017		G (3)	V	500000	A	\$0.00	500000	I	By Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1
Common Stock								200000	I	By Joan Byrne Hall 2016 Grantor Retained Annuity Trust #1
Common Stock								173519	I	By Joan Byrne Hall 2015 Grantor Retained Annuity Trust
Common Stock								63593	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	Title	Amount or Number of Shares				

**Explanation of Responses:**

(1) Represents a distribution by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust") of 500,000 shares of the Issuer's

common stock to each of the four beneficiaries of the Baekgaard Trust, including the reporting person's spouse, in accordance with the terms of the documents governing the Baekgaard Trust.

(2) The reporting person disclaims beneficial ownership of these shares.

(3) Following the reporting person's spouse's receipt of the 500,000 share distribution from the Baekgaard Trust, the reporting person's spouse immediately transferred the shares to the Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1, of which the reporting person's spouse is the sole trustee and annuitant.

**Reporting Owners**

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

**Signatures**

/s/ Robert J. Hall

6/26/2017

\*\*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.

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