

# **VERA BRADLEY, INC.**

Reported by  
**RAY MICHAEL C.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 09/07/17 for the Period Ending 09/05/17

|             |  |
|-------------|--|
| Address     | 12420 STONEBRIDGE ROAD<br>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  
 OMB Number: 3235-0287  
 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 or  
 Section 30(h) of the Investment Company Act of 1940

|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person *</b><br><b>Ray Michael C.</b><br>(Last) (First) (Middle)<br><b>C/O VERA BRADLEY, INC., 12420 STONEBRIDGE ROAD</b><br>(Street)<br><b>ROANOKE, IN 46783</b><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><b>Vera Bradley, Inc. [ VRA ]</b><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><b>9/5/2017</b><br><b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>___ Director ___ <input checked="" type="checkbox"/> 10% Owner<br>___ Officer (give title below) ___ Other (specify below)<br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>___ 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                    | 9/5/2017       |                                   | S                         |   | 71250   | D          | \$8.23 | 120712  | D  |   |
| Common Stock                    | 9/5/2017       |                                   | S                         |   | 166250  | D          | \$8.23 | 532036  | I  | By Michael Ray 2009 Grantor Retained Annuity Trust          |
| Common Stock                    |                |                                   |                           |   |   |            |        | 173519  | I  | By Anne-Marie Ray 2015 Grantor Retained Annuity Trust       |
| Common Stock                    |                |                                   |                           |   |   |            |        | 200000  | I  | By Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1    |
| Common Stock                    |                |                                   |                           |   |   |            |        | 500000  | I  | By Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1    |
| Common Stock                    |                |                                   |                           |   |   |            |        | 4610469 <a href="#">(U)</a>   | I  | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |

**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 reporting person disclaims beneficial ownership of these shares.

**Reporting Owners**

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

**Signatures**

/s/ Michael C. Ray

9/7/2017

\*\*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.