

Vera Bradley, Inc.  
Form SC 13D/A  
September 07, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 8)**

**Vera Bradley, Inc.**

**(Name of Issuer)**

**Common Stock, No Par Value**

**(Title of Class of Securities)**

**92335C106**

**(CUSIP Number)**

**Alan Singer, Esq.**

**Morgan, Lewis & Bockius LLP**

**1701 Market Street**

**Philadelphia, Pennsylvania 19103**

**(215) 963-5000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**September 5, 2017**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

(Page 1 of 13 Pages)

1 NAMES OF REPORTING PERSONS

2 Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 (a) (b)  
 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

IN  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES

BENEFICIALLY 0 Shares  
 8 SHARED VOTING POWER

OWNED BY

EACH  
 4,610,469 Shares  
 REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0 Shares  
 10 SHARED DISPOSITIVE POWER

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4,610,469 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,610,469 Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.8%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAMES OF REPORTING PERSONS

Robert J. Hall

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 (a) (b)  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 54,463 Shares  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 5,293,326 Shares (1)  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 54,463 Shares  
10 SHARED DISPOSITIVE POWER

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5,293,326 Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,347,789 Shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.9% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 46,838 shares held by the Barbara Bradley Baekgaard Family Foundation, 136,019 shares held by the Joan Byrne Hall 2016 Grantor Retained Annuity Trust #1 and 500,000 shares held by the Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1.

1 NAMES OF REPORTING PERSONS

Joan Byrne Hall

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 (a) (b)  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 Shares

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 5,246,488 Shares (1)  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0 Shares

10 SHARED DISPOSITIVE POWER

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5,246,488 Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,246,488 Shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.6% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 136,019 shares held by the Joan Byrne Hall 2016 Grantor Retained Annuity Trust #1 and 500,000 shares held by the Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1.



1 NAMES OF REPORTING PERSONS

James B. Byrne

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 (a) (b)  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 636,019 Shares (1)  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 4,657,307 Shares (2)  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 636,019 Shares (1)  
10 SHARED DISPOSITIVE POWER

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4,657,307 Shares (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,293,326 Shares (1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.7% (1)(2)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 136,019 shares held by the James B. Byrne 2016 Grantor Retained Annuity Trust #1 and 500,000 shares held by the James B. Byrne 2017 Grantor Retained Annuity Trust #1.

(2) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust and 46,838 shares held by the Barbara Bradley Baekgaard Family Foundation.

1 NAMES OF REPORTING PERSONS

Thomas F. Byrne, II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 (a) (b)  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 636,019 Shares (1)  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 4,657,307 Shares (2)  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

636,019 Shares (1)  
10 SHARED DISPOSITIVE POWER

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4,657,307 Shares (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,293,326 Shares (1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.7% (1)(2)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 136,019 shares held by the Thomas F. Byrne, II 2016 Grantor Retained Annuity Trust #1 and 500,000 shares held by the Thomas F. Byrne, II 2017 Grantor Retained Annuity Trust #1.

(2) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust and 46,838 shares held by the Barbara Bradley Baekgaard Family Foundation.

1 NAMES OF REPORTING PERSONS

Michael C. Ray

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 (a) (b)  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 120,712 Shares

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 6,062,862 Shares (1)  
SOLE DISPOSITIVE POWER

PERSON

WITH 120,712 Shares

10 SHARED DISPOSITIVE POWER

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6,062,862 Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,183,574 Shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.2% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 46,838 shares held by the Barbara Bradley Baekgaard Family Foundation, 532,036 shares held by the Michael C. Ray 2009 Grantor Retained Annuity Trust, 173,519 shares held by the Anne-Marie Ray 2015 Grantor Retained Annuity Trust, 200,000 shares held by the Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1 and 500,000 shares held by the Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1.

1 NAMES OF REPORTING PERSONS

Anne-Marie Ray

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 (a) (b)  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 Shares

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 1,405,555 Shares (1)  
SOLE DISPOSITIVE POWER

PERSON

WITH 0 Shares

10 SHARED DISPOSITIVE POWER

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4,610,469 Shares (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,016,024 Shares (1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.7% (1)(2)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

- (1) Includes 532,036 shares held by the Michael C. Ray 2009 Grantor Retained Annuity Trust, 173,519 shares held by the Anne-Marie Ray 2015 Grantor Retained Annuity Trust, 200,000 shares held by the Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1 and 500,000 shares held by the Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1.
- (2) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust.



1 NAMES OF REPORTING PERSONS

2 Barbara Bradley Baekgaard Family Foundation  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 (a) (b)  
 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 Shares  
 8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 46,838 Shares  
 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 Shares  
 10 SHARED DISPOSITIVE POWER

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46,838 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

46,838 Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.13%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

This Amendment No. 8 ( Amendment No. 8 ) amends the Schedule 13D, as such schedule has previously been amended (the Schedule 13D ), filed by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the Trust ), Robert J. Hall, Joan Byrne Hall, Michael C. Ray, James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and the Barbara Bradley Baekgaard Foundation (the Foundation and, collectively with the persons and entities named above, the Reporting Persons ) with respect to common stock, no par value (the Common Stock ), of Vera Bradley, Inc. (the Issuer ). Except as otherwise set forth herein, this Amendment No. 8 does not modify any of the information previously reported by the Reporting Persons in the Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

See the information contained on the cover pages of this Statement on Schedule 13D, which is incorporated herein by reference. The percentage of shares of Common Stock beneficially owned by each Reporting Person is based on 35,965,184 outstanding shares of Common Stock of the Issuer as of August 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended July 29, 2017. In computing the number of shares of Common Stock beneficially owned by a person, common shares subject to options, warrants or rights, if any, held by that person that are currently exercisable or are exercisable or vest within 60 days of the date hereof are deemed outstanding with respect to that person but are not deemed outstanding with respect to any other person.

See Item 3 for a description of transfers of shares of Common Stock among the Reporting Persons.

On September 5, 2017, Michael C. Ray and entities related to Mr. Ray and some of the other Reporting Persons listed in the table below sold an aggregate of 950,000 shares of the Issuer's Common Stock in the public trading markets, in each case at a sales price of \$8.23 per share.

| <b>Name</b>  | <b>Number of Shares Sold</b> |
|--|------------------------------|
| Michael C. Ray   | 71,250                       |
| Michael C. Ray 2009 Grantor Retained Annuity Trust     | 166,250                      |
| Joan Byrne Hall 2015 Grantor Retained Annuity Trust    | 173,519                      |
| Joan Byrne Hall 2016 Grantor Retained Annuity Trust #1 | 63,981                       |
| James B. Byrne 2015 Grantor Retained Annuity Trust     | 173,519                      |

| <b>Name</b>  | <b>Number of Shares Sold</b> |
|--|------------------------------|
| James B. Byrne 2016 Grantor Retained Annuity Trust #1      | 63,981                       |
| Thomas F. Byrne, II 2015 Grantor Retained Annuity Trust    | 173,519                      |
| Thomas F. Byrne, II 2016 Grantor Retained Annuity Trust #1 | 63,981                       |
| <b>Total</b>   | <b>950,000</b>               |

Except as otherwise set forth above, during the past 60 days, none of the Reporting Persons engaged in reportable transactions in the Issuer's Common Stock.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 7, 2017

BARBARA B. BAEKGAARD 2009 GRANTOR RETAINED ANNUITY TRUST

By: /s/ Joan Byrne Hall  
Joan Byrne Hall  
Trustee

By: /s/ James B. Byrne  
James B. Byrne  
Trustee

BARBARA BRADLEY BAEKGAARD FAMILY FOUNDATION

By: /s/ Joan Byrne Hall  
Joan Byrne Hall  
Trustee

By: /s/ James B. Byrne  
James B. Byrne  
Trustee

By: /s/ Anne-Marie Ray  
Anne-Marie Ray  
Trustee

By: /s/ Thomas F. Byrne, II  
Thomas F. Byrne, II  
Trustee

By: /s/ Barbara B. Baekgaard  
Barbara B. Baekgaard  
Trustee

/s/ Robert J. Hall  
Robert J. Hall

/s/ Joan Byrne Hall  
Joan Byrne Hall

/s/ Michael C. Ray  
Michael C. Ray

/s/ James B. Byrne  
James B. Byrne

/s/ Thomas F. Byrne, II  
Thomas F. Byrne, II

/s/ Anne-Marie Ray  
Anne-Marie Ray