

Ray Michael C.
Form 4
October 26, 2017

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ray Michael C.

2. Issuer Name and Ticker or Trading Symbol
Vera Bradley, Inc. [VRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O VERA BRADLEY, INC., 12420
STONEBRIDGE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
09/26/2017

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
ROANOKE, IN 46783

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/26/2017 | | G | V 50,000 D \$ 0 | 277,267 ⁽¹⁾ / ₍₂₎ | I | By Anne-Marie Ray Revocable Trust |
| Common Stock | 09/29/2017 | | G | V 50,000 D \$ 0 | 227,267 ⁽¹⁾ | I | By Anne-Marie Ray Revocable Trust |
| Common Stock | | | | | 120,712 | D | |

| | | | | | |
|--------------|--|--|--------------------------|---|---|
| Common Stock | | | 532,036 | I | By Michael Ray 2009 Grantor Retained Annuity Trust |
| Common Stock | | | 0 ⁽¹⁾ | I | By Anne-Marie Ray 2015 Grantor Retained Annuity Trust |
| Common Stock | | | 46,252 ⁽¹⁾ | I | By Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1 |
| Common Stock | | | 500,000 | I | By Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1 |
| Common Stock | | | 4,610,469 ⁽³⁾ | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of 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
10/25/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) On September 26, 2017, the Anne-Marie Ray 2015 Grantor Retained Annuity Trust (the "2015 GRAT") made an annuity payment of 173,519 shares of Issuer common stock to the reporting person's spouse, who, in turn, assigned the shares to the Anne-Marie Ray Revocable Trust (the "Revocable Trust"). Also on September 26, 2017, the Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1 (the "2016 GRAT") made an annuity payment of 153,748 shares of Issuer common stock to the reporting person's spouse, who, in turn, assigned the shares to the Revocable Trust. The reporting person's spouse is the sole trustee and annuitant of the 2015 GRAT and the 2016 GRAT, and sole trustee of the Revocable Trust.
- (2) Following receipt of the first annuity payment described in Note (1) above, the 2016 GRAT contributed 50,000 shares of Issuer common stock to the Barbara Bradley Baekgaard Family Foundation; the contribution is the transaction reported in this Form 4.
- (3) The reporting person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.