

Ray Michael C.
Form 4
August 24, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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.

(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]

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Member of a 10% owner group

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/22/2018		S		2,429 (1)	D	\$ 15.05 (2)
Common Stock	08/23/2018		S		2,429 (1)	D	\$ 14.8 (2)
Common Stock	08/22/2018		S		10,913 (1)	D	\$ 15.06 (3)

By Michael Ray 2009 Grantor Retained Annuity Trust

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Common Stock	08/23/2018	S	<u>10,913</u> ⁽¹⁾	D	\$ <u>14.81</u> ⁽³⁾	371,069	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock	08/22/2018	S	<u>3,276</u> ⁽¹⁾	D	\$ <u>15.05</u> ⁽⁴⁾	238,428 ⁽⁵⁾	I	By Anne-Marie Ray Revocable Trust
Common Stock	08/23/2018	S	<u>3,276</u> ⁽¹⁾	D	\$ <u>14.8</u> ⁽⁴⁾	235,152	I	By Anne-Marie Ray Revocable Trust
Common Stock						2,810,469 ⁽⁶⁾	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock						0 ⁽⁵⁾	I	By Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1
Common Stock						411,003	I	By Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1

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

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

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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				Member of a 10% owner group

Signatures

/s/ Michael C.
Ray 08/23/2018

**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) The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted on April 6, 2018.
The prices reported are weighted average prices. The shares sold on August 22, 2018 were sold in multiple transactions at prices ranging from \$14.90 to \$15.19, inclusive, and the shares sold on August 23, 2018 were sold in multiple transactions at prices ranging from \$14.68 to \$14.88, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (3) The prices reported are weighted average prices. The shares sold on August 22, 2018 were sold in multiple transactions at prices ranging from \$14.98 to \$15.40, inclusive, and the shares sold on August 23, 2018 were sold in multiple transactions at prices ranging from \$14.70 to \$14.90, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (4) The prices reported are weighted average prices. The shares sold on August 22, 2018 were sold in multiple transactions at prices ranging from \$14.90 to \$15.19, inclusive, and the shares sold on August 23, 2018 were sold in multiple transactions at prices ranging from \$14.68 to \$14.88, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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- On August 17, 2018, the Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1 (the "2016 GRAT") made an annuity payment of
- (5) 46,252 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"). The reporting person's spouse is the settlor, sole trustee and sole annuitant of the 2016 GRAT and the settlor and sole trustee of the Revocable Trust.
- (6) 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.