

Vera Bradley, Inc.  
Form 4  
September 23, 2015

**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.

(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)  
09/21/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Shares                   | 09/21/2015                           |  | J <sup>(1)</sup>               |   | 1,200,000 <sup>(1)</sup>  | D  | \$ 0  |
|                                 |                                      |  |                                |   | 7,410,469 <sup>(2)</sup>  | I  |   |
| Common Shares                   |                                      |  |                                |   | 885,996   | I  |   |

By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust

By Michael Ray 2009 Grantor Retained

|               |            |                  |   |         |   |      |                                      |   |  |
|---------------|------------|------------------|---|---------|---|------|--------------------------------------|---|--|
| Common Shares | 09/21/2015 | J <sup>(1)</sup> | V | 300,000 | A | \$ 0 | 0                                    | I | Annuity Trust<br>By<br>Anne-Marie Ray                          |
| Common Shares |            |                  |   |         |   |      | 300,000 <sup>(2)</sup><br><u>(3)</u> | I | By<br>Anne-Marie Ray 2015<br>Grantor Retained<br>Annuity Trust |
| Common Shares |            |                  |   |         |   |      | 627,462                              | D |  |

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 (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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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.<br>C/O VERA BRADLEY, INC.<br>12420 STONEBRIDGE ROAD<br>ROANOKE, IN 46783 |               |           | X       |       |

## Signatures

/s/ Michael C.  
Ray

09/23/2015

\_\_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).

Represents a distribution by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust") of 300,000 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.

On September 21, 2015, following the reporting person's spouse's receipt of the 300,000 share distribution from the Baekgaard Trust, the reporting person's spouse transferred the shares to the Anne-Marie Ray 2015 Grantor Retained Annuity Trust, of which the reporting person's spouse is the sole trustee.

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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