Vera Bradley, Inc. Form 4 April 04, 2017

# FORM 4

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

**OMB** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

**SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Miller P. Michael

Vera Bradley, Inc. [VRA]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

\_X\_\_ Director Officer (give title

\_X\_\_ 10% Owner \_ Other (specify

(Month/Day/Year) C/O VERA BRADLEY, INC., 12420 03/31/2017

(Zin)

STONEBRIDGE ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

ROANOKE, IN 46783

| (City)                               | (State) (A                              | Table Table   | e I - Non-D                           | erivative S   | Securi    | ities Ac   | quired, Disposed   | of, or Beneficia  | lly Owned        |
|--------------------------------------|---|---|---------------------------------------|---|-----------|--|--|---|------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transacti<br>Code<br>(Instr. 8) | 4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                  |
|                                      |   |   | Code V                                | Amount  | or<br>(D) | Price  | (Instr. 3 and 4)   |   |                  |
| Common<br>Shares                     |   |   |                                       |   |           |  | 1,683,340  | Ι   | See Footnote (1) |
| Common<br>Shares                     |   |   |                                       |   |           |  | 1,500,000  | I   | See Footnote (2) |
| Common<br>Shares                     | 03/31/2017                              |   | A                                     | 9,130<br>(4)  | A         | \$0  | 3,009,627  | I   | See Footnote (3) |
| Common<br>Shares                     | 03/31/2017                              |   | A                                     | 9,130<br>(4)  | A         | \$0  | 77,145   | D   |                  |

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5.         | 6. Date Exerc    | isable and | 7. Titl | e and    | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|-------------|------------|------------------|------------|---------|----------|-------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | orNumber   | Expiration Da    | ate        | Amou    | int of   | Derivative  | J |
| Security    | or Exercise |                     | any                | Code        | of         | (Month/Day/      | Year)      | Under   | lying    | Security    | , |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivative | e                |            | Securi  | ities    | (Instr. 5)  | ] |
|             | Derivative  |                     |                    |             | Securities |                  |            | (Instr. | 3 and 4) |             | ( |
|             | Security    |                     |                    |             | Acquired   |                  |            |         |          |             | ] |
|             |             |                     |                    |             | (A) or     |                  |            |         |          |             | J |
|             |             |                     |                    |             | Disposed   |                  |            |         |          |             | - |
|             |             |                     |                    |             | of (D)     |                  |            |         |          |             | ( |
|             |             |                     |                    |             | (Instr. 3, |                  |            |         |          |             |   |
|             |             |                     |                    |             | 4, and 5)  |                  |            |         |          |             |   |
|             |             |                     |                    |             |            |                  |            |         | A        |             |   |
|             |             |                     |                    |             |            |                  |            |         | Amount   |             |   |
|             |             |                     |                    |             |            | Date             | Expiration | m: .1   | or       |             |   |
|             |             |                     |                    |             |            | Exercisable Date |            | Number  |          |             |   |
|             |             |                     |                    | C 1 17      | (A) (D)    |                  |            |         | of       |             |   |
|             |             |                     |                    | Code V      | (A) (D)    |                  |            |         | Shares   |             |   |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| • 0                            | Director      | 10% Owner | Officer | Other |  |  |  |
| Miller P. Michael              |               |           |         |       |  |  |  |
| C/O VERA BRADLEY, INC.         | X             | X         |         |       |  |  |  |
| 12420 STONEBRIDGE ROAD         |               | Λ         |         |       |  |  |  |
| ROANOKE, IN 46783              |               |           |         |       |  |  |  |

# **Signatures**

/s/ Stephen J. Hackman, attorney-in-fact for P. Michael
Miller

04/04/2017

\*\*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) Shares reported in column 5 represent shares held by the Patricia R. Miller 2007 Family Trust. P. Michael Miller is the trustee of the Patricia R. Miller 2007 Family Trust.
- (2) Shares reported in column 5 represent shares held by the Miller Marital Trust. P. Michael Miller and Patricia R. Miller are husband and wife. Patricia R. Miller is the trustee of the Miller Marital Trust.
- (3) Shares reported in column 5 represent shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife.
- (4) Represents restricted stock units subject to vesting and forfeiture.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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