

Ray Michael C.  
Form 4  
June 13, 2018

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
06/11/2018

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

C/O VERA BRADLEY, INC., 12420 STONEBRIDGE ROAD

(Street)

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 Person

ROANOKE, IN 46783

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	06/11/2018		S	D	\$ 2,429 (1) / 14.09 (2)	D	
Common Stock	06/12/2018		S	D	\$ 2,429 (1) / 14.16 (2)	D	
Common Stock	06/11/2018		S	D	\$ 10,913 (1) / 14.1 (3)	I	By Michael Ray 2009 Grantor Retained Annuity Trust

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Common Stock	06/12/2018	S	<u>10,913</u> <sup>(1)</sup>	D	\$ <u>14.15</u> <sup>(3)</sup>	480,199	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock	06/11/2018	S	<u>3,276</u> <sup>(1)</sup>	D	\$ <u>14.09</u> <sup>(4)</sup>	147,439	I	By Anne-Marie Ray Revocable Trust
Common Stock	06/12/2018	S	<u>3,276</u> <sup>(1)</sup>	D	\$ <u>14.16</u> <sup>(4)</sup>	144,163	I	By Anne-Marie Ray Revocable Trust
Common Stock						3,410,469 <sup>(5)</sup>	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock						46,252	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

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)



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(5) 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.

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