

Ray Anne Marie
Form 4
October 26, 2017

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 Anne Marie

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)
09/26/2017

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ 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 or Beneficial 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					532,036	I	By Michael Ray 2009

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	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 Beneficially Owned (Instr. 6)
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