

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

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

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
ROANOKE, IN 46783

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

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 or Price (A) or (D) | | |
| Common Stock | 06/11/2018 | | S | | 2,429 (1) | D | \$ 14.09 (2) |
| Common Stock | 06/12/2018 | | S | | 2,429 (1) | D | \$ 14.16 (2) |
| Common Stock | 06/11/2018 | | S | | 10,913 (1) | D | \$ 14.1 (3) |

By Michael Ray 2009 Grantor Retained Annuity Trust

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