Edgar Filing: Vera Bradley, Inc. - Form 4

Vera Bradley, Inc. Form 4 May 06, 2015 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	UNITED STATES STATEMENT O Filed pursuant to S Section 17(a) of the	Washington F CHANGES IN SECUE Section 16(a) of th	, D.C. 20549 BENEFICIA RITIES le Securities E ding Compan	LOW Exchange y Act of	NERSHIP OF e Act of 1934, 1935 or Sectior	OMB Number: Expires: Estimated a burden hour response	•	
(Print or Type Respon	nses)							
1. Name and Address Ray Michael C.	s of Reporting Person <u>*</u>	2. Issuer Name and Symbol Vera Bradley, In		ng	5. Relationship of Issuer	Reporting Pers		
(Last) (F C/O VERA BRA STONEBRIDGE	(Month/Day/Year)				DirectorX 10% Owner Officer (give title Other (specify below) below)			
(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			
	State) (Zip)	Table I Nov I	Doministing Comm	itian A an	uired, Disposed of	on Donoficial	ly Owned	
1.Title of 2. Tra	ransaction Date 2A. Dee nth/Day/Year) Executio any (Month/I	med 3.	4. Securities A on(A) or Dispose (Instr. 3, 4 and	cquired ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial	
Common Shares		Code V	Amount (D)	Price	(Instr. 3 and 4) 9,696,465	I	See footnote (1)	
Common 05/0 Shares	04/2015	S	400 <u>(2)</u> D	\$ 14.51 (3)	627,462	D		

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name /	ddroce	Relationships							
Reporting Owner Name / I	Director	10% Owner	Officer	Other					
Ray Michael C. C/O VERA BRADLEY, 12420 STONEBRIDGE ROANOKE, IN 46783		Х							
Signatures									
/s/ Michael C.									
Ray	05/06/2015								
<u>**</u> 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).

The shares in column 5 include 885,996 shares of the Issuer's common stock held by the Michael Ray 2009 Grantor Retained Annuity Trust ("Ray Trust"), of which his spouse serves as sole trustee and, together with the members of his family, also is a beneficiary, and

(1) 8,810,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust ("Baekgaard Trust"). Mr. Ray disclaims beneficial ownership of the Issuer's shares held by the Ray Trust and the Baekgaard Trust, except to the extent of his pecuniary interest therein.

(2) The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan dated March 25, 2015.

The price reported in column 4 is a weighted average price. The shares sold on May 4, 2015 were sold in multiple transactions at prices ranging from \$14.50 to \$14.51, inclusive. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera

(3) Tranging from \$14.50 to \$14.51, inclusive. The reporting person undertaces to provide vera brancy, inc., any security inder of vera brancy, inc., any security inder of vera at each separate price within the range set forth in the footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.