

Vera Bradley, Inc.
Form 4
August 02, 2016

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ray Michael C.

(Last) (First) (Middle)

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

(Street)

ROANOKE, IN 46783

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Vera Bradley, Inc. [VRA]

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

07/27/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price
Common Stock	07/27/2016		G ⁽¹⁾	V	800,000	D	\$ 0
					6,610,469 ⁽²⁾	I	
Common Stock	07/27/2016		G ⁽¹⁾	V	200,000	A	\$ 0
					0 ⁽³⁾	I	
Common Stock					200,000 ⁽²⁾	I	
					⁽³⁾		

By Barbara
B.
Baekgaard
2009 Grantor
Retained
Annuity
Trust

By
Anne-Marie
Ray

By
Anne-Marie

				Ray 2016 Grantor Retained Annuity Trust #1
Common Stock		290,262	D	
Common Stock		885,996	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock		300,000 ⁽²⁾	I	By Anne-Marie Ray 2015 Grantor Retained Annuity Trust

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

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SEC 1474
(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) (Instr. 3, 4, and 5)	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

Ray Michael C.
C/O VERA BRADLEY, INC.
12420 STONEBRIDGE ROAD
ROANOKE, IN 46783

X

Signatures

/s/ Michael C.

Ray

08/02/2016

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).
Represents a distribution by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust") of 200,000 shares of
(1) the Issuer's common stock to each of the four beneficiaries of the Baekgaard Trust, including the reporting person's spouse, in accordance with the terms of the documents governing the Baekgaard Trust.
(2) The reporting person disclaims beneficial ownership of these shares.
On July 27, 2016, following the reporting person's spouse's receipt of the 200,000 share distribution from the Baekgaard Trust, the
(3) reporting person's spouse transferred the shares to the Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1, of which the reporting person's spouse is the sole trustee and annuitant.

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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