FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average I	hurden									

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPRO	JVAL
OMB Number:	3235-0287
Estimated average burd	len
hours per response:	0.5

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) Director X 10% Owner					
(Last) (First) (Middle) C/O VERA BRADLEY, INC.					3. Date of Earliest Transaction (Month/Day/Year) 09/15/2016							Officer (give title Other (specify below) below)				
12420 STONEBRIDGE ROAD				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Inc Line)	lividual or Joint/Gro	up Filing (Check	Applicable		
(Street) ROANOKE	IN	46783									X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)														
		able I - N			Securities Ac	-	d, D						T	l		
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a		1 (A) or 7. 3, 4 aı	nd 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
						Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock			09/15/2016			S		1,600(1)	D	\$15.	.99(2)	285,462	D			
Common Stock			09/16/20	16		S		1,600(1)	D	\$15.	.94(2)	283,862	D			
Common Stock			09/15/20	16		S		3,800(1)	D	\$15.	.99 ⁽³⁾	874,596 ⁽⁴⁾	I	By Michael Ray 2009 Grantor Retained Annuity Trust		
Common Stock			09/16/20	16		S		3,800(1)	D	\$15.	. 95 ⁽³⁾	870,796 ⁽⁴⁾	I	By Michael Ray 2009 Grantor Retained Annuity Trust		
Common Stock												6,610,469(4)	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust		
Common Stock												300,000 ⁽⁴⁾	I	By Anne- Marie Ray 2015 Grantor Retained Annuity Trust		
Common Stock												200,000(4)	I	By Anne- Marie Ray 2016 Grantor Retained Annuity Trust #1		
		Table II			ecurities Acqualls, warrants							Owned				

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	Henderiva Execution Date, if any (e.g., p (Month/Day/Year)	Ut&deQii	ecuri	the Superfue Markants, Securities Acquired (A) or Disposed	ife Chteriogs Expiration Da Qualification Da	issedact, ^{ate} ହୋନvertib	Underl Derivat	Writies)	PSCHAPED Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transac Code (li		gf (P)mber (Jastr. 3, 4 Dedivative	6. Date Exerc Expiration Da (Month/Day/\	ate	7. Title and Amount of Securities		Derivative Security	Transaction(s) (lenvative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	8) Code	v	Acquired (A) or Disposed of (D) (mstr \$0,4	Date Exercisable	Expiration Date		ir∯mount y∮instr. 3	(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Evolunation	of Resnons	ac.				and 5)								

1. The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan dated June 29, 2016.

2. The prices reported in column 4 are weighted average prices. The shares sold on September 15, 2016 were sold in multiple transactions at the shares sold in the shares sold in multiple transactions at the shares sold in the shares at the

4. The reporting person disclaims beneficial ownership of these shares.

Remarks:

/s/ Michael C. Ray 09/19/2016

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.86 to \$16.06, inchesive. The repesting and Exchange Commission upon request, full information dependence of the Securities and Exchange Commission upon request. The shares sold on September 15, 2016 were sold in multiple transactions at prices ranging from \$15.86 to \$16.06, inchesive.

3. The prices reported in column 4 are weighted average prices. The shares sold on September 15, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple transactions at prices ranging from \$15.87 to \$16.11, inclusive, and the shares sold on September 16, 2016 were sold in multiple tra