FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

f Reporting Perso	on [*]						Symbol			heck all applicable) Director	X 10%	Owner
Cirst) LEY, INC.	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 09/05/2017							Officer (give title below)		er (specify w)
V	46783		4. If <i>A</i>	xmendment, Date o	f Origina	al File	d (Month/Day/	Year)		ne) X Form filed by O	ne Reporting Pe	erson
		n-Deriva	tive '	Securities Acc	uired	l Die	enosed of	or Ben	eficia	Ily Owned		
1. Title of Security (Instr. 3)		2. Transacti Date	on	2A. Deemed Execution Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			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	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
		09/05/20	017		S		71,250	D	\$8.23	3 120,712	D	
		09/05/20	017		S		166,250	D	\$8.23	3 532,036	I	By Michael Ray 2009 Grantor Retained Annuity Trust
										173,519	I	By Anne- Marie Ray 2015 Grantor Retained Annuity Trust
										200,000	I	By Anne- Marie Ray 2016 Grantor Retained Annuity Trust #1
										500,000	I	By Anne- Marie Ray 2017 Grantor Retained Annuity Trust #1
										4,610,469(1)	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
	irst) LEY, INC. DGE ROAD V tate)	LEY, INC. DGE ROAD 46783 tate) (Zip) Table I - No	irst) (Middle) LEY, INC. DGE ROAD N 46783 tate) (Zip) Table I - Non-Deriva tr. 3) 2. Transacti Date (Month/Day)	Vering V	irst) (Middle) LEY, INC. DGE ROAD 4. If Amendment, Date of the control of the c	irst) (Middle) LEY, INC. DGE ROAD 4. If Amendment, Date of Originate that is a second of the control of the c	Vera Bradley, Inc. [VRA] 3. Date of Earliest Transaction (Month. 09/05/2017 4. If Amendment, Date of Original Filed tate) (Zip) Table I - Non-Derivative Securities Acquired, Distent (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V	Vera Bradley, Inc. [VRA] 3. Date of Earliest Transaction (Month/Day/Year) 09/05/2017 4. If Amendment, Date of Original Filed (Month/Day/ tate) Table I - Non-Derivative Securities Acquired, Disposed of, tr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 24. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 27. Transaction Date (Month/Day/Year) 09/05/2017 3. Transaction Disposed of (Society) Code (Instr. 8) 09/05/2017 S 71,250	Vera Bradley, Inc. [VRA] 3. Date of Earliest Transaction (Month/Day/Year) 09/05/2017 4. If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Bentr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 3) Code V Amount (A) or (D) 09/05/2017 S 71,250 D	Vera Bradley, Inc. [VRA] 3. Date of Earliest Transaction (Month/Day/Year) 09/05/2017 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Lir Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficia tr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2B. Deemed Disposed Of (D) (Instr. 3, 4 and 5) Code V Amount (A) or Price 09/05/2017 S 71,250 D \$8.23	Vera Bradley, Inc. (Niddle) 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 99/05/2017 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) X Form filed by O Form filed by M Person X F	Vera Bradley, Inc. Vera Securities S

(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 Ta Date (Month/Day/Year)	Iffe TremBériva Execution Date, if any (e.g., p (Month/Day/Year)	iive S Transa Utsije() -8)	ecuri etion alls,	the Sur Of Secur Acqu (A) or Dispo of (D) (Instrand 5	rities ired osed : 3, 4	ifeataseg Expiration b Options	iosectori, ate agnvertib	OF Beneficiall Amount of the Amount of the Security (Instr. 3 and 4)	y Ovinet Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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)	Transa Code (8) Code		of Deriv Secu Acqu (A) or	mber ative rities ired (D)	6. Date Exerc Expiration D (Month/Day/\) Date Exercisable	te	7. Title and Amount Amount Securities Underlyingmber Derivative Sittauritys(Inastrs 3	8. Price of 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)
Explanation of Responses: 1. The reporting person disclaims beneficial ownership of these shares.				i		of (D) (Instr	. 3, 4	l		1		Transaction(s) (Instr. 4)		
Remarks		parate line for each	class of securities	Code benefic	v tally ov	(A)	(D)	Date Exercisable or indirectly.		Amount Michael C. Ray		<u>09/07/201</u> Date	<u>7</u>	

 $^{^{\}star}$ If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).