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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0.5

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Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Section 30(h) of the Investment Company Act of 1940	
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 10% Owner Officer (give title X Other (specify
(Last) (First) (Middle) C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2019	below) A below) Member of a 10% owner group
(Street) ROANOKE (City)	IN (State)	46783 (Zip)	4. If Amendment, Date of 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

(Street) ROANOKE IN	46783						Line)	Form filed by O	ne Reporting Pe ore than One Re	
(City) (State)	(Zip)									
	Table I - Non-Derivative	Securities Ac	quire	d, Di	sposed of,	or Be	neficially	/ 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 Disposed Of (D) (Instr. 3,		(A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		(111501.4)
Common Stock	01/23/2019		S		2,429(1)	D	\$9.37(2)	36,447	D	
Common Stock	01/24/2019		S		2,429(1)	D	\$9.24(2)	34,018	D	
Common Stock	01/23/2019		S		10,913(1)	D	\$9.38 ⁽³⁾	163,722	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock	01/24/2019		S		10,913(1)	D	\$9.25(3)	152,809	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock	01/23/2019		S		3,276 ⁽¹⁾	D	\$9.37(4)	172,908	I	By Anne- Marie Ray Revocable Trust
Common Stock	01/24/2019		S		3,276(1)	D	\$9.24(4)	169,632	I	By Anne- Marie Ray Revocable Trust
Common Stock								2,810,469(5)	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock								411,003	I	By Anne- Marie Ray 2017 Grantor Retained Annuity Trust #1

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	3. Transaction Ta Date (Month/Day/Year)	Big Trent erival Execution Date, if any (e.g., p (Month/Day/Year)	uts _{de} q	ecuri alls,	tiesu of Wariv Secu	anus,	ifeditedites Expiration Da Ophiomsy/(is et ଅଟି, ଜନ୍ମ vertib	OF BEN Amoun ISeSON	Myities)	y ⁸ Ovinger Derivative Security (Instr. 5)	Securities Beneficially	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership
	1. Title of Derivative Security (Instr. 3)	Security Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		Acqu FANN Prispo Fresh Arang (A) o	mber osed ative ritjes ired	6. Date Exerc Expiration Da (Month/Day/Y	Derivative Sectification of Appount of Securities Underlying Derivative Security (Instr. 3		8. Price of Derivative Security (Instr. 5)	Owned PoNHITHER of RESINTING FREST SINGLE FREST SINGLE Owned Following	or Indirect (1) (Instr. 4) Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4) 11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	V	Dispo of (D) (Instr and 5	sed 3, 4	Date Exercisable	Expiration Date	and 4)			Reported Transaction(s) (Instr. 4)	(,,(
Ī	Explanation	of Respons	es:									or				

- Number 1. The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted on April **6** 2018.
- 1. The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted on April 6 April 8. Expiration of

 2. The prices reported are weighted average prices. The shares sold on January 24, 2019 the prices reported are weighted average prices. The shares sold on January 24, 24, 2019 the prices reported are weighted average prices. The shares sold on January 24, 25, 2019 the prices reported are weighted average prices. The shares sold on January 24, 26, 2019 the prices reported are weighted average prices. 2019 were sold in multiple transactions at prices ranging from \$9.16 to \$9.31, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 3. The prices reported are weighted average prices. The shares sold on January 23, 2019 were sold in multiple transactions at prices ranging from \$9.29 to \$9.52, inclusive, and the shares sold on January 24, 2019 were sold in multiple transactions at prices ranging from \$9.16 to \$9.35, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 4. The prices reported are weighted average prices. The shares sold on January 23, 2019 were sold in multiple transactions at prices ranging from \$9.29 to \$9.49, inclusive, and the shares sold on January 24, 2019 were sold in multiple transactions at prices ranging from \$9.16 to \$9.31, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 5. The reporting person disclaims beneficial ownership of these shares.

Remarks:

01/24/2019 /s/ Michael C. Ray

** Signature of Reporting Person

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.