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 burden | | | | | | | | | | |

0.5

hours per response:

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

| 1. Name and Address of Reporting Person* Ray Anne Marie (Last) (First) (Middle) C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD | | | 2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [VRA] 3. Date of Earliest Transaction (Month/Day/Year) 11/12/2019 | | | | | | | | elationship of Repor eck all applicable) Director | 109 | 6 Owner | |
|---|---------|------------|---|----------|---|---|---------|-----------------------|------------------|---|--|--|---|--|
| | | | | | | | | | | | Officer (give title X Other (specify below) Member of a 10% owner group | | | |
| (Street) ROANOKE | Street) | | | 4. 1 | f Amendment, Date | of Orig | inal Fi | iled (Month/Da | Line) | ndividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Jon Dorivo | <u> </u> | Securities A | ira | | ionocod o | f or B | onofic | الماما | y Owned | | |
| 1. Title of Security (Instr. 3) | | able I - I | 2. Transaction Date (Month/Day/Yo | 1 | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | | | | 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) | | A) or Price | | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | | | 11/12/201 | .9 | | S | | 27,875 ⁽¹⁾ | D | \$11.4 | 42 ⁽²⁾ | 2,374,628 ⁽³⁾ | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock | | | 11/13/201 | .9 | | S | | 32,614 ⁽¹⁾ | D | \$11.3 | 14 ⁽²⁾ | 2,342,014 ⁽³⁾ | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock | | | 11/12/201 | .9 | | S | | 7,125 ⁽¹⁾ | D | \$11.4 | 42 ⁽²⁾ | 70,608 ⁽³⁾ | I | By Barbara Bradley Baekgaard Family Foundation |
| Common Stock | | | 11/13/201 | .9 | | S | | 2,386 ⁽¹⁾ | D | \$11.1 | 14 ⁽²⁾ | 68,222 ⁽³⁾ | I | By Barbara Bradley Baekgaard Family Foundation |
| Common Stock | | | | | | | | | | | | 253,654 | I | By Anne- Marie Ray Revocable Trust |
| Common Stock | | | | | | | | | | | | 281,098 | I | By Anne- Marie Ray 2017 Grantor Retained Annuity Trust #1 |
| | | Table II | - Derivativ | e S | Securities Acq calls, warrants | uired, | Dis | posed of, o | or Ben le sec | eficia uritie: | ally (| Owned | | |

| 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) | LUT&deQ | ecuri etion pasts, | the support of Security (A) or Disposof (D) (Instrance) | adives, rities ired osed . 3, 4 | ifeatassis Expiration Ba Quation Ba Quation Ba | i seletrof , te tegnvertib | Under Deriva | tive ty (Instr. 3 | 8 Gripa et 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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) Code | Instr. | 5. Nu of Deriv Secu Acqu | ative | 6. Date Exerc Expiration Da (Month/Day/\ Date Exercisable | te | Amou | Amount and It of Number ies Ving Ving IVe | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned | 10. Ownership Form: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Explanation | Security of Respons | es: | | | | (A) or Dispo | | | | Securi and 4) | ty (Instr. 3 | | Following Reported | (I) (Instr. 4) | |
| | | | under a Rule 10b5-1 | | | opofe(Di) | y the re | | | ara Brad | ley Baekgaa | | ır Tıranısaction(s) er | | |
| 2. The prices reported are weighted average prices. The shares sold on November 12, 2015 were sold in multiple transactions at prices ranging from \$11.26 to \$11.69, inclusive, and the shares sold on November 13, 2019 were sold in multiple transactions at prices ranging from \$10.98 to \$11.22, 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 shares sold in 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 shares sold in 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 shares sold at each separa | | | | | | | | | | | | | | | |
| 3. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest there. | | | | | | | | | | | | | | | |
| Remarks | : | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Number of Shares | | | | |
| /s/ Anne-Marie Ray 11/14/2019 | | | | | | | | | | | | | | | |

** 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.