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 b	urden									

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 APPI	ROVAL							
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							
<u> </u>								

1. Name and Address of Reporting Ray Michael C.		. Issuer Name and Tid <u>Vera Bradley, In</u>					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Volter (specify					
(Last) (First) C/O VERA BRADLEY, INC 12420 STONEBRIDGE ROA		Date of Earliest Trans 02/25/2019	saction	(Mont	h/Day/Year)		below) Member of a 10% owner group					
12420 STONEBRIDGE ROF	<u> </u>	4	. If Amendment, Date	of Origin	nal File	ed (Month/Day		6. Individual or Joint/Group Filing (Check Applicable				
(Street) ROANOKE IN							Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State)	(Zip)											
	Table I - N	on-Derivati	ve Securities Ac	quire	d, Di	sposed of,	or Be	neficiall	y Owned			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Ye	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired Disposed Of (D) (Instr.		(A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	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)	
Common Stock		02/25/2019	9	S		2,429(1)	D	\$9.65(2)	26,731	D		
Common Stock		02/26/201	9	S		2,429(1)	D	\$9.71(2)	24,302	D		
Common Stock		02/25/201	9	S		10,913(1)	D	\$ 9.65 ⁽³⁾	120,070	I	By Michael Ray 2009 Grantor Retained Annuity Trust	
Common Stock		02/26/201	9	S		10,913(1)	D	\$ 9.71 ⁽³⁾	109,157	I	By Michael Ray 2009 Grantor Retained Annuity Trust	
Common Stock		02/25/2019	9	S		3,276 ⁽¹⁾	D	\$9.65(4)	159,804	I	By Anne- Marie Ray Revocable Trust	
Common Stock		02/26/2019	9	S		3,276(1)	D	\$9.71(4)	156,528	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		Securities Acqu , calls, warrants,						Owned			

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Ta Date (Month/Day/Year)	If the Prenty derivation Date, if any (e.g., p	LUT&deQ	ecuri	tiesu of Walik Secu	ants,	ifediterskers Expiration ba QADHOMSy/V	jseetrof, envertib	ı Amoun	มี of ผู้รู้ities)	y Ovinget Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership
1. Title of Derivative Security (Instr. 3)	Security Security 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)	action	Acquire Acquire Acquire Bispo Bispo Bispo (A) or Dispo of (D) (Instrand 5	mber sed ative rities ired sed	6. Date Exerc Expiration Da (Month/Day/Y	te	Amoun Securit Underl Derivat	Anchistr. 3 it of ites ying ive y (Instr. 3 Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	Owned PoNumber of Refished Pentil Men (s) Resefisjally Owned Following Reported Transaction(s) (Instr. 4)	or Indirect 19 (Instr. 4) Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4) 11. Nature of Indirect Beneficial Ownership (Instr. 4)
Explanation	of Respons	es:									Amount or Number				

- 3. The prices reported are weighted average prices. The shares sold on February 25, 2019 were sold in multiple transactions at prices ranging from \$9.58 to \$9.70, inclusive, and the shares sold on February 26, 2019 were sold in multiple transactions at prices ranging from \$9.63 to \$9.77, 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 February 25, 2019 were sold in multiple transactions at prices ranging from \$9.58 to \$9.71, inclusive, and the shares sold on February 26, 2019 were sold in multiple transactions at prices ranging from \$9.63 to \$9.76, 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:

02/26/2019 /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.

^{1.} The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted on April 6 (2) Expiration of 2. The prices reported are weighted average prices. The shares sold on February 25, 2016 were (2) Id in Exercise Reported are weighted average prices. The shares sold on February 26, 2019 were sold in multiple transactions at prices ranging from \$9.63 to \$9.76, 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.