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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 APPROVAL										
OMB Number: 3235-0287										
Estimated average burden										
hours per response:	0.5									

1. Nume and Address of Reporting Feison		on*	2. Issuer Name <b>and</b> Ticker or Trading Symbol Vera Bradley, Inc. [VRA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Hall Joan B.			<u></u>		Director	Х	10% Owner		
(Last) C/O VERA BR		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2016			Other (specify below)			
12420 STONEBRIDGE ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X	Form filed by One	Repor	ting Person		
ROANOKE	IN 46783				Form filed by More than C Person		One Reporting		
(City)	(State)	(Zip)							

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	str. 3) 2. Transaction Date 2A. Deemed Execution Date (Month/Day/Year) if any (Month/Day/Year)			action (Instr.	4. Securities Disposed Of	Acquired (D) (Instr	(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	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock								6,610,469 <sup>(1)</sup>	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust	
Common Stock								200,000	I	By Joan Byrne Hall 2016 Grantor Retained Annuity Trust #1	
Common Stock								173,519 <sup>(2)</sup>	I	By Joan Byrne Hall 2015 Grantor Retained Annuity Trust	
Common Stock	12/19/2016		S		6,387	D	\$12.37 <sup>(3)</sup>	120,094	I	By Joan Byrne Hall Revocable Trust	
Common Stock	12/19/2016		S		56,855	D	\$11.8	63,239	I	By Joan Byrne Hall Revocable Trust	

## 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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of 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)
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		Ta	ble II - Deriva (e.g., p					options, o	onvertib		i or i	y Owned			
1. Title of	2. Conversion	3. Transaction	3A. Deemed Execution Date.	<b>C</b> ode Transa	V	(6A)Nu	m <b>(102e)</b> r	Date 6xDectisEbtero Expiration Da		Titletle Amour	aSolidiares tof	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
Begelantation	of Elespises	e(Month/Day/Year)	if any	Code (			ative	(Month/Day/Y		Securi	ties	Security	Securities	Form:	Beneficial
(Instr. 3) 1. The reporti	ng person discl	laims beneficial own	(Month/Day/Year) ership of these shares	8)	'	' Secu . Acau	rities			' Underl . Deriva		(Instr. 5)	Beneficially Owned	Direct (D)	' Ownership . (Instr. 4)
			antor Retained Annui					ade an annuity				er common si			
assigned the s	shares to the Jo	an Byrne Hall Revoc	able Trust (the "Revo	cable Tr	ust"). T	hDisp(	<b>paad</b> g p	erson is the sole	e trustee and a	n <b>and</b> a <b>4)</b> :	of the 2015	GRAT and s	ol <b>Reported</b> f the F	Revocable Trus	it.
3. The prices	reported are we	eighted average price	es. The shares were so	ld in mu	ltiple tr	ansacti (insti	ons at p	rices ranging fi	om \$12.22 to	\$12.57,	inclusive. T	he reporting I	(instr. 4)	to provide the	Issuer, any
security holde footnote.	er of the Issuer,	or the staff of the Se	curities and Exchang	e Comm	ission u	pande	guést, fi	all information	regarding the	number	of shares sol	d at each sep	arate price within	the ranges set	forth in this
Remarks	J.		I										1		
Remarks	1-														
									/s/	Joan F	3. Hall—		12/21/201	6	
										1	Amount	ing Dereen		Ť	
						Ι.				Ignatur	Number	ing Person	Date		
Reminder: H	eport on a se	parate line for eacl	class of securities	penetic	ally ov	vned c		or indirectly.	Expiration		of				
* If the form	is filed by mo	e than one reporti	g person, see Instr	u <b>ctiae</b> 4	<b>√</b> b)(∨)	(A)	(D)	Exercisable	Date	Title	Shares				
Intentiona	al misstatemer	ts or omissions of	facts constitute Fed	eral Cri	minal \	/iolatic	ins See	1811SC 10	01 and 15 L	ISC 7	Rff(a)			,	

\*\* 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.

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