Check this box

Section 16. Fo obligations may

Instruction 1(b)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

if no longer subject to m 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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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

Name and Address of Reporting Person* Ray Michael C.						2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [VRA]								Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					
	(Fi	EY, INC.	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/22/2016									Offic belov	er (give title w)	e Other below		(specify
(Street) ROANO	KE IN		46783 Zip)		4. If	Ameno	nendment, Date of Original Filed (Month/Day/Year)							Line)	ndividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/N					Execution Date,						ities Acquired (A) or d Of (D) (Instr. 3, 4 a			nd 5) Securities Beneficially Owned Followir		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				8,643,303 ⁽¹⁾							I	See footnote ⁽¹⁾						
Common	Stock			03/22/2	016				S		50,000(2)	D	\$19.	9.62 ⁽³⁾ 463,862 D					
Common	Stock			03/23/2	016				S		50,000(2)	D	\$18.	8.75 ⁽³⁾ 413,862 D					
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)	titve Conversion or Exercise (Month/Day/Year) 3) Price of Derivative Security Execution Date, if any (Month/Day/Year) 8		4. Transa Code (8)			ative rities ired osed . 3, 4	6. Date Exercisable Expiration Date (Month/Day/Year) Date Expir Exercisable Date		ate (fear)	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) Amoun or Numbe of Title Shares		De See (In:	Price of rivative curity str. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

Explanation of Responses:

- 1. The shares in column 5 include 885,996 shares of the Issuer's common stock held by the Michael Ray 2009 Grantor Retained Annuity Trust (the "Ray Trust"), 7,410,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust"), 300,000 shares held by the Anne-Marie Ray 2015 Grantor Retained Annuity Trust (the "Anne-Marie Trust") and 46,838 shares held by the Barbara Bradley Baekgaard Family Foundation (the "Foundation"). The reporting person disclaims beneficial ownership of the Issuer's shares held by the Ray Trust, the Baekgaard Trust, the Anne-Marie Trust and the Foundation
- 2. The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan dated March 25, 2015.
- 3. The prices reported in column 4 are weighted average prices. The shares sold on March 22, 2016 were sold in multiple transactions at prices ranging from \$19.42 to \$20.20, inclusive, and the shares sold on March 23, 2016 were sold in multiple transactions at prices ranging from \$18.52 to \$19.11, 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.

Remarks:

/s/ Michael C. Ray

03/24/2016

** 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.

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