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).
1, ,,	ama and Address of Departing De

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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

1. Name and Address of Reporting Person* Byrne James Bradley						Vera Bradley, Inc. [VRA]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					
(Last) (First) (Middle) C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD					12/	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2016 4. If Amendment, Date of Original Filed (Month/Day/Year)								Officer (give title Other (specify below) below)					
(Street) ROANOKE IN 46783					4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(Si	ate)	(Zip)																
		Tab	le I - N	lon-Deriv	ative	Securities A	cquire	ed, D	-			cially	/ Owne	ed					
Date			2. Transacti Date (Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			d 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 (Instr. 4)				
						Code V		Amount (A) or (D)		Price	Price		ction(s) and 4)		(
Common	Stock												6,61	0,469(1)	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust			
Common	Stock												200	0,000	I	By James B. Byrne 2016 Grantor Retained Annuity Trust #1			
Common	Stock												173	,519 ⁽²⁾	I	By James B. Byrne 2015 Grantor Retained Annuity Trust			
Common	Stock			12/19/20	016		S		12,771	D	\$12.	37 ⁽³⁾	11	3,710	I	By James Bradley Byrne Revocable Trust			
Common	Stock			12/19/2	016		S		113,710	D	\$11	1.8) ⁽²⁾	I	By James Bradley. Byrne Revocable Trust			
		Т	able II			Securities Acq							Owned						
Derivative Conversion Date Executity Or Exercise (Month/Day/Year) if any		if any	1		5. Number of	6. Dat		rcisable and Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		8. De Se (In	Price of erivative ecurity estr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Ownersh Form: y Direct (D or Indirec (I) (Instr.	Beneficial Ownership ct (Instr. 4)				

		Та	ble II - Deriva (e.g., p					ired, Disp options,				y Owned			
1. Title of	2. Conversion	3. Transaction	3A. Deemed Execution Date,	€ ode	V	(5A)Nu	m (150e) r	6xBatisEbler	isΩabtlee and	7itīētle Amoui	aSolodares	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature
Esectante tion (Instr. 3) 1. The reporti	of Exespises Price of discluding person discluding	e M onth/Day/Year) aims beneficial owne	if any (Month/Day/Year) ership of these shares	Code 8)	(Instr.	Deriva Secur . Acqui	ities red	(Month/Day/	Year)	Securi Underl Deriva	ties lying tive	Security (Instr. 5)	Securities Beneficially Owned	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
2. On October Security the James B. Byrne 2015 Grantor Retained Annuity Trust (the "A) is GRAT") made an annuity payment of Security flustrast (structure assigned the shares to the James Bradley Byrne Revocable Trust (the "Revocable Trust" pispesed on the sales of Issuer common stock reported on this form, the Revocable Trust of the Revocable Trust (flustrast of the sales of Issuer common stock. Transaction(s)															
(Instr. 4) 3. The prices reported are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$12.22 to \$12.57, 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	 :														
Reminder: F	Report on a se	parate line for each	class of securities	benefi Code uction	ciąJly ov 4 (b)(v)	wუგd di	irectly	Patelirectly Exercisable			B. Byrne or eNumberor of Shares	ting Person	<u>12/21/201</u> Date	<u>6</u>	

^{**} 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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