

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

1. Name and Address of Reporting Person* <u>Ray Michael C.</u>  (Last) (First) (Middle) <u>C/O VERA BRADLEY, INC.</u> <u>12420 STONEBRIDGE ROAD</u>  (Street) <u>ROANOKE</u> <u>IN</u> <u>46783</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vera Bradley, Inc. [ VRA ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>10/03/2018</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <u>X</u> Other (specify below) <u>Member of a 10% owner group</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	10/03/2018		S		2,429 <sup>(1)</sup>	D	\$14.87 <sup>(2)</sup>	70,453	D	
Common Stock	10/04/2018		S		2,429 <sup>(1)</sup>	D	\$14.4 <sup>(2)</sup>	68,024	D	
Common Stock	10/03/2018		S		10,913 <sup>(1)</sup>	D	\$14.86 <sup>(3)</sup>	316,504	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock	10/04/2018		S		10,913 <sup>(1)</sup>	D	\$14.4 <sup>(3)</sup>	305,591	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock	10/03/2018		S		3,276 <sup>(1)</sup>	D	\$14.87 <sup>(4)</sup>	218,772	I	By Anne-Marie Ray Revocable Trust
Common Stock	10/04/2018		S		3,276 <sup>(1)</sup>	D	\$14.4 <sup>(4)</sup>	215,496	I	By Anne-Marie Ray Revocable Trust
Common Stock								2,810,469 <sup>(5)</sup>	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 - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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