FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
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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

1. Name and Address of Reporting Person* <u>Ray Michael C.</u>					uer Name and Tick <u>a Bradley, Inc</u>			Symbol		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 (Street) ROANOKE IN 46783					te of Earliest Transa 5/2017	action (f	Month	/Day/Year)			Officer (give title below)	e Othe belo	er (specify w)					
					mendment, Date of	f Origina	al Filed	d (Month/Day/		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting								
(City)	(State)	(Zip)										Person						
	Та	ıble I - No	n-Deriva	tive \$	Securities Acq	uired	, Dis	sposed of,	or Bei	nefic	ially	Owned						
1. Title of Security (Instr. 3)			2. Transacti Date (Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					nd	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			03/15/2	017		S		4,500	D	\$9.1	L7 ⁽¹⁾	234,632	D					
Common Stock			03/16/2	017		S		6,000	D	\$9.3	31(1)	228,362	D					
Common Stock			03/15/20	017		S		10,500	D	\$9.1	L 7 ⁽²⁾	801,296	I	By Michael Ray 2009 Grantor Retained Annuity Trust				
Common Stock			03/16/20	017		S		14,000	D	\$9.3	32 ⁽²⁾	787,296	I	By Michael Ray 2009 Grantor Retained Annuity Trust				
Common Stock												6,610,469	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust				
Common Stock												173,519 ⁽³⁾	I	By Anne- Marie Ray 2015 Grantor Retained Annuity Trust				
Common Stock												200,000 ⁽³⁾	I	By Anne- Marie Ray 2016 Grantor Retained Annuity Trust #1				
		Table II -	Derivativ	/e Se	curities Acqui	red, [Dispo	osed of, o	r Bene	ficial	lly C	wned						

(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 Ta Date (Month/Day/Year)	Iffe Prenty Periva Execution Date, if any (e.g., p (Month/Day/Year)	Ut&de Ç	ecuri ction alls,	the sum counts, Securities Acquired (A) or Disposed	ifethtesign Expiration Da Qualifolosy/1	iosederof, ate agnvertib	Underl Derivat	Writies)	PRIVATIVE Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	eemed 4. 9f kilomb trion Date, Transaction Code (Instr. 2015) tive		gf (P)mber (Jastr. 3, 4 Dedivative	6. Date Exerc Expiration Day/\ (Month/Day/\	7. Title Amour Securi	t of ies	8. Price of Derivative Security	destrative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	8) Code	v	Acquired (A) or Disposed of (D) (Mstr \$0,0	Date Exercisable	Expiration Date		ivAemount yo¶instr. 3	(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Evalanation	of Pachone	96.				and 5)								

Explanation of Responses:

1. The prices reported in column 4 are weighted average prices. The shares sold on March 15, 2017 were sold in multiple transactions at priesuming from \$9.07 to \$9.31, inclusive, and the shares sold on the shares s

Remarks:

/s/ Michael C. Rav 03/17/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

March 16, 2017 were sold in multiple transactions at prices ranging from \$9.20 to \$9.41, 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.

2. The prices reported in column 4 are weighted average prices. The shares deal of March 15, 2017 were sold in multiple transactions at prices ranging from \$9.18 to \$9.41, inclusive. The reporting person undertakes to provide 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.

^{3.} The reporting person disclaims beneficial ownership of these shares.

^{*} 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).