

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

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

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| 1. Name and Address of Reporting Person* <u>Ray Michael C.</u> (Last) (First) (Middle) C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD (Street) ROANOKE IN 46783 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Vera Bradley, Inc. [VRA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of a 10% owner group</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2018</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 08/06/2018 | | S | | 2,429 ⁽¹⁾ | D | \$13.38 ⁽²⁾ | 89,885 | D | |
| Common Stock | 08/07/2018 | | S | | 2,429 ⁽¹⁾ | D | \$13.58 ⁽²⁾ | 87,456 | D | |
| Common Stock | 08/06/2018 | | S | | 10,913 ⁽¹⁾ | D | \$13.39 ⁽³⁾ | 403,808 | I | By Michael Ray 2009 Grantor Retained Annuity Trust |
| Common Stock | 08/07/2018 | | S | | 10,913 ⁽¹⁾ | D | \$13.58 ⁽³⁾ | 392,895 | I | By Michael Ray 2009 Grantor Retained Annuity Trust |
| Common Stock | 08/06/2018 | | S | | 3,276 ⁽¹⁾ | D | \$13.38 ⁽⁴⁾ | 198,728 | I | By Anne-Marie Ray Revocable Trust |
| Common Stock | 08/07/2018 | | S | | 3,276 ⁽¹⁾ | D | \$13.58 ⁽⁴⁾ | 195,452 | I | By Anne-Marie Ray Revocable Trust |
| Common Stock | | | | | | | | 2,810,469 ⁽⁵⁾ | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |

