

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).

**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) 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>11/27/2018</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	11/27/2018		S		2,429 <sup>(1)</sup>	D	\$10.72 <sup>(2)</sup>	51,021	D	
Common Stock	11/28/2018		S		2,429 <sup>(1)</sup>	D	\$10.81 <sup>(2)</sup>	48,592	D	
Common Stock	11/27/2018		S		10,913 <sup>(1)</sup>	D	\$10.72 <sup>(3)</sup>	229,200	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock	11/28/2018		S		10,913 <sup>(1)</sup>	D	\$10.81 <sup>(3)</sup>	218,287	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock	11/27/2018		S		3,276 <sup>(1)</sup>	D	\$10.72 <sup>(4)</sup>	192,564	I	By Anne-Marie Ray Revocable Trust
Common Stock	11/28/2018		S		3,276 <sup>(1)</sup>	D	\$10.81 <sup>(4)</sup>	189,288	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

