\Box

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).

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

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									

hours per response:	0.5
Estimated average burden	

1. Name and Address of Reporting Person* <u>Ray Michael C.</u>				2. Issuer Name and Ticker or Trading Symbol <u>Vera Bradley, Inc.</u> [VRA]							elationship of Report ck all applicable) Director	• • • •	to Issuer % Owner		
(Last) C/O VERA BR		(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 07/27/2016							Officer (give title below)		her (specify low)		
12420 STONEBRIDGE ROAD					4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) ROANOKE	IN	46783								í	X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)													
	Т	able I - No	on-Deriva	tive	Securities Acc	quirec	l, Di	sposed of,	or Be	neficially	y Owned				
1. Title of Security (Instr. 3) 2. Transau Date (Month/Date)					Execution Date, Transaction Disposed Of (D) (Instr. 3, 4					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)	Indirect			
						Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)		
													By Barbara		

Common Stock	07/27/2016		G ⁽¹⁾	v	800,000	D	\$0.00	6,610,469 ⁽²⁾	I	Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock	07/27/2016		G ⁽¹⁾	v	200,000	A	\$0.00	0 ⁽³⁾	I	By Anne- Marie Ray
Common Stock								200,000 ⁽²⁾⁽³⁾	I	By Anne- Marie Ray 2016 Grantor Retained Annuity Trust #1
Common Stock								290,262	D	
Common Stock								885,996	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock								300,000 ⁽²⁾	I	By Anne- Marie Ray 2015 Grantor Retained Annuity Trust
Table II	- Derivative Se	curities Acqu	ired, I	Disp	osed of, or	Bene	ficially C	Owned		

(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 Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

		Ta	able II - Deriva (e.g., p					ired, Disp options, o	onvertib		lor i	y Owned			
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed Execution Date.	⊈ ode Transa	V ction	(6A)Nu of	m (10:) r	ExDectisEblero		7itTetle Amou	aSaldares tof	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
Eseptantation (Instr. 3) 1. Represents	of Elespises Price of a distribution t	e (Month/Day/Year) by the Barbara B. Ba	if any (Month/Day/Year) ekgaard 2009 Granton s spouse, in accordance	Code (8) Retaine	Instr. ed Annu	Deriv Secu	vative rities	(Month/Day/) Baekgaard Tru	/ear) (st") of 200,00	Securi Underl Deriva		Security (Instr. 5)	Securities Beneficially tock to each of the Owned	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
2. The reporti	ing person discl	aims beneficial own	ership of these shares			Disp	osed			and 4)	ty (Instr. 3,		Following Reported	. (I) (Instr. 4)	. ,
3. On July 27 2016 Grantor	, 2016, followin Retained Annu	ng the reporting pers nity Trust #1, of whice	on's spouse's receipt of the reporting perso	, of the 20 n's spous	0,000 sl se is the	of (D (Insti sand) strjbytic ystee ar	n from the Bae d annuitant.	kgaard Trust,	the repo	rting person	s spouse tran	* Transaction(s) storred the shares (instr. 4)	to the Anne-M	larie Ray
Remarks	:							L							
											el C. Ray Amount	ing Person	<u>08/02/201</u>	. <u>6</u> I	
1 1	· ·		h class of securities		· ·		irectly	or indirectly. Date	Expiration	Signatur	eoof Repor Number of	ing Person	Date		
1 1			ng person, <i>see</i> Insti facts constitute Fec			1	(D) ons See	Exercisable	Date	Title	Shares				

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.