SEC Form 4	
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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							
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hours per response:	0.5						

1. Name and Address of Reporting P	Person*	2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [VRA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Ray Michael C.</u>		<u> </u>	Director X 10% Owner
(Last) (First) C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROA		3. Date of Earliest Transaction (Month/Day/Year) 03/17/2017	Officer (give title Other (specify below) below)
12420 STOINEBRIDGE ROA	D	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street) ROANOKE IN	46783		X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State)	(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Benorted	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	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
03/17/2017		S		6,000	D	\$9.33 ⁽¹⁾	222,362	D	
03/20/2017		S		6,000	D	\$9.31 ⁽¹⁾	216,362	D	
03/17/2017		S		14,000	D	\$ 9.34 ⁽²⁾	773,296 ⁽³⁾	I	By Michael Ray 2009 Grantor Retained Annuity Trust
03/20/2017		S		14,000	D	\$9.31 ⁽²⁾	759,296 ⁽³⁾	I	By Michael Ray 2009 Grantor Retained Annuity Trust
							6,610,469 ⁽³⁾	I	By Barbara B. Baekgaar 2009 Grantor Retained Annuity Trust
							173,519 ⁽³⁾	I	By Anne- Marie Ray 2015 Grantor Retained Annuity Trust
							200,000 ⁽³⁾	I	By Anne- Marie Ray 2016 Grantor Retained Annuity Trust #1
	Date (Month/Day/Year) 03/17/2017 03/20/2017 03/17/2017	Date (Month/Day/Year)Execution Date, if any (Month/Day/Year)03/17/201703/20/201703/20/201703/17/201703/17/201703/17/2017	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transc Code 8 03/17/2017 03/20/2017 03/17/2017 03/17/2017 03/17/2017 03/17/2017	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Trans-trion Code (Instr. 8) 03/17/2017 Code V 03/20/2017 S S 03/17/2017 S S 03/17/2017 S S	Date (Month/Day/Year)Execution Date, if any (Month/Day/Year)Transaction Code (IIII)Disposed Of S)03/17/2017CodeVAmount03/20/2017SS6,00003/17/2017SSIII03/17/2017SSIII03/17/2017SSIII03/17/2017SSIII	Date (Month/Day/Year)Execution Date, if any (Month/Day/Year)Transaction Code (IV:11)Disposed Of (D) (Instr Code (IV:11)0003/17/2017CodeVAmount(A) or (D)03/20/2017SSI6,000D03/17/2017SSI6,000D03/17/2017SSI14,000DImage: Single Contraction of the second of	$\frac{Date}{(Month/Day/Year)} = \frac{Execution Date}{(Month/Day/Year)} + \frac{Transaction}{Code} + \frac{Disposed Of (D) (Instr. 3, 4 and S)}{S} + Disposed Of (D) ($	Date (Month/Day/Year) Execution Date (Transaction 9) Disposed Of (D) (Inst. 3, 4 and 9) Securities Beneficially (Month/Day/Year) 0 03/17/2017 Image: Constraints (Month/Day/Year) S Image: Constraints (Month/Day/Year) Price Securities Beneficially (Month/Day/Year) 03/17/2017 Image: Constraints (Month/Day/Year) S Image: Constraints (Month/Day/Year) S	$ \begin{array}{ c c c c c } \hline \begin{tabular}{ c c c c } \hline \begin{tabular}{ c c c c c c c c c c c c c c c c c c c$

Derivative Security (Instr. 3) Conversion or Exercise Price of Berivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Defivative Month/Day/Year) Expiration Date (Month/Day/Year) Amount of Securities Derivative Securities Ownership Securities Securities Securities Securities Security Security Security Securities Security Securities Securities Securities Securities Securities Security Securities Securities Securities	1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	時日中空 びを riva Execution Date, if any (e.g., p (Month/Day/Year)	utsdeqialls	rithes"About of Warkants Securities Acquired (A) or Disposed	if Antoristics Stored, Expiration Date Optimized Participation Optimized Parti	of Beneficial Amount of Desacusities) Underlying Derivative Security (Instr. 3 and 4)	y ⁸ Ovinet 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)
Code V (f) Di Exercisable Date Title Shares (instr. 4)	Derivative Security	or Exercise Price of Derivative	Date	Execution Date, if any	Transaction Code (Instr. 8)	Bredivative Securities Acquired (A) or	Expiration Date (Month/Day/Year) Date Expiration	Amount of Securities Underlying Derivative Security (instr. 3 and 4)	Derivative Security (Instr. 5)	IBAVaflye Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. The prices reported in column 4 are weighted average prices. The shares sold on March 17, 2017 were sold in multiple transactions at prices and from \$9.15 to \$9.45, inclusive, and the shares sold on

March 20, 2017 were sold in multiple transactions at prices ranging from \$9.22 to \$9.39, 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.

3. The reporting person disclaims beneficial ownership of these shares.

Remarks:

/s/ Michael C. Rav

03/21/2017

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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