

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Byrne James Bradley</u> (Last) (First) (Middle) <u>C/O VERA BRADLEY, INC.</u> <u>12420 STONEBRIDGE ROAD</u> (Street) <u>ROANOKE IN 46783</u> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/19/2018</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	06/19/2018		G	V	11,500	D	\$0.00	77,497 ⁽¹⁾	I	By James Bradley Byrne Revocable Trust
Common Stock	06/25/2018		S		400,000	D	\$14.43	3,010,469 ⁽²⁾	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock	06/26/2018		S ⁽³⁾		200,000	D	\$14.43	2,810,469 ⁽²⁾	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock								41,122	I	By James B. Byrne 2016 Grantor Retained Annuity Trust #1
Common Stock								411,003 ⁽¹⁾	I	By James B. Byrne 2017 Grantor Retained Annuity Trust #1

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (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)
Explanation of Responses: 1. On June 19, 2018, the James B. Byrne 2017 Grantor Retained Annuity Trust #1 (the "GRAT") made an annuity payment of 20,000 shares of Issuer common stock to the reporting person, who, in turn, assigned the shares to the James Bradley Byrne Revocable Trust (the "Revocable Trust"). The reporting person is the settlor, sole trustee and sole annuitant of the GRAT and the settlor and sole trustee of the Revocable Trust. 2. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein. 3. This transaction constitutes a sale of shares to the Issuer.													
Remarks:													
					V	(A)	(D)						/s/ James B. Byrne 06/27/2018

** Signature of Reporting Person Date

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.

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.