FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL											
OMB Number:	3235-0287										
Estimated average burd	en										
hours per response:	0.5										

5. Relationship of Reporting Person(s) to Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name **and** Ticker or Trading Symbol

Ray Michael C.				Vera Bradley, Inc. [VRA]								Director 10% Owner Officer (give title Vother (specify			
(Last) C/O VERA BR.			Date of Earliest Tran	saction	(Mont	th/Day/Year)		Officer (give title below) Member of a 10% owner group							
12420 STONEE	BRIDGE ROAD			4. If	Amendment, Date	of Origi	nal Fil	led (Month/Day	y/Year)		6. Ind	ividual or Joint/Grou	ıp Filing (Check	Applicable	
(Street) ROANOKE IN 46783												Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)										1 613611			
	T	able I - N	lon-Deriva	tive	Securities Ac	quire	d, D	isposed of	, or B	enefi	cially	Owned			
1. Title of Security (Instr. 3)			2. Transactio Date (Month/Day/\		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities and Disposed Of	Acquired (A) or (D) (Instr. 3, 4 ar		nd 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
						Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock			09/19/20	18		S		2,429(1)	D	\$15	. <mark>91</mark> ⁽²⁾	75,311	D		
Common Stock			09/20/2018			S		2,429(1)	D	\$15.83 ⁽²⁾		72,882	D		
Common Stock		09/19/2018			S		10,913(1)	D \$1		.91 ⁽³⁾	338,330	I	By Michael Ray 2009 Grantor Retained Annuity Trust		
Common Stock			09/20/20	18		S		10,913(1)	D	\$15	.83 ⁽³⁾	327,417	I	By Michael Ray 2009 Grantor Retained Annuity Trust	
Common Stock			09/19/20	18		S		3,276(1)	D	\$15	.91 ⁽⁴⁾	225,324	I	By Anne- Marie Ray Revocable Trust	
Common Stock			09/20/20	18		S		3,276(1)	D	\$15	.83 ⁽⁴⁾	222,048	I	By Anne- Marie Ray Revocable Trust	
Common Stock												2,810,469 ⁽⁵⁾	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust	
Common Stock												411,003	I	By Anne- Marie Ray 2017 Grantor Retained Annuity Trust #1	
		Table II	- Derivativ	/e S	ecurities Acqu	uired,	Dis	posed of, o	or Ben	eficia	ally O	wned			

(e.g., puts, calls, warrants, options, convertible securities)

4 Title -4		0 T	on Brand I					.c. D.4	to a late or make	7 =:41-		0-5-1	0. 11	10	44 Natura
1. Title of Derivative	2.	3. Iransaction Ta	life Premberiva Execution Date,	trye S	ecuri	itPęis u	жequ	ired; Disp	osecrof,	pr Ben	reficiall	y_cowned	9. Number of derivative	10.	11. Nature of Indirect
	Conversion	(Month/Dav/Year)	Execution Date,	I HE	ALLE	Marr	ante	QQDHQDSy/9	e Canvertih	Amour	urities)			Ownership	
Security	or Exercise	(Month/Day/Year)	if any (e.g., p	Medie4	(MASCH)	Commit	eili vez j	Authoritentmesh z	ear) v C i ti D			Security	Securities	Form:	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	8)		Secu				Underl	, ,	(Instr. 5)	Beneficially	Direct (D)	Ownership
1. Title of	Derivative	3. Transaction	3A. Deemed	4.		Acqu FA No	irea	6. Date Exerc	icable and	Deriva	iive t ∂ nfhstr. 3	8. Price of	Dwned Polywyder of	or Indirect	(Instr. 4) 11. Nature
Derivative	Security Conversion	Date	Execution Date.		oction			Expiration Da		Secur	ty (Instr. 3	Derivative		(Instr. 4) Ownership	of Indirect
Security	or Exercise	(Month/Dav/Year)	if any	Transaction Code (Instr.				Expiration Date Amount of Securities					Regivative	Form:	Beneficial
(Instr. 3)	Price of	(Wionthibayirear)	(Month/Day/Year)		(iiisti.	AL(D)	ritios	(World I/Day/	caij	Underl		(Instr. 5)	Fransicion(s)	Direct (D)	Ownership
(IIISII. 3)	Derivative		(Month/Day/rear)	8)		RASH				Derivat		(IIISII. 5)	Reseficially '	or Indirect	
I .				l		A Goldwined (A) or		rea					Owned'		(Instr. 4)
I .	Security			-							y (Instr. 3		Following	(I) (Instr. 4)	1
I .				l	1	Dispo				and 4)	Amount		Reported		1
I .				l	1	of (D)					or		Transaction(s)		1
I .				l	1	(Instr					Number		(Instr. 4)		1
				l		and 5	P	Date	Expiration		of				
				Code	i∨	(A)	(D)	Exercisable	Date	Title	Shares				
						Ľ,	Ľ,			$\overline{}$	Amount				
Explanation	of Resnons	be.	1	l	I	l	l .			1	or			1	1

- 1. The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted on April **6**2218. | Number |
- 1. The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted on April (Dave 18. Expiration of 2. The prices reported are weighted average prices. The shares sold on September 19, 2010 well an Date on at pricing angular and the shares sold on September 19, 2010 well and a pricing angular and the shares sold on September 19, 2010 well and a pricing angular and the shares sold on September 19, 2010 well and a pricing angular and a pricing angular September 20, 2018 were sold in multiple transactions at prices ranging from \$15.74 to \$15.97, 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 prices reported are weighted average prices. The shares sold on September 19, 2018 were sold in multiple transactions at prices ranging from \$15.84 to \$16.08, inclusive, and the shares sold on September 20, 2018 were sold in multiple transactions at prices ranging from \$15.74 to \$16.00, 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.
- 4. The prices reported are weighted average prices. The shares sold on September 19, 2018 were sold in multiple transactions at prices ranging from \$15.84 to \$16.04, inclusive, and the shares sold on September 20, 2018 were sold in multiple transactions at prices ranging from \$15.74 to \$15.97, 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.
- 5. The reporting person disclaims beneficial ownership of these shares.

Remarks:

09/20/2018 /s/ Michael C. Ray

** 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.

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.