# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

# **SCHEDULE 13D**

**Under the Securities Exchange Act of 1934** 

# Vera Bradley, Inc.

(Name of Issuer)

Common Stock, No Par Value (Title of Class of Securities)

> 92335C106 (CUSIP Number)

Jeffrey P. Bodle, Esq. Morgan, Lewis & Bockius LLP 1701 Market Street Philadelphia, Pennsylvania 19103 (215) 963-5000 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

> January 19, 2013 (Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

SCHEDULE 13D

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1	NAMES OF REPORTING PERSONS					
	Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust					
2						
	(a) 🗵					
	(b) 🗆					
3	SEC US	E ON	ILY			
4	4 SOURCE OF FUNDS					
	00					
5	CHECK	IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)			
6	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION			
	IN					
I		7	SOLE VOTING POWER			
NUM	BER OF		0 Shares			
-	ARES FICIALLY	8	SHARED VOTING POWER			
OWN	NED BY		8,810,469 Shares			
EACH REPORTING		9	SOLE DISPOSITIVE POWER			
PEI	RSON		0 Shares			
W	ITH	10	SHARED DISPOSITIVE POWER			
			8,810,469 Shares			
11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	8,810,46	9 Sh	ares			
12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)						
13	PERCEN	IT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	21.7%					
14	TYPE OF REPORTING PERSON (See Instructions)					
	00					
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CUSIP	110. 52555	0100	SCREDULE ISD	Page 5 01 9 Page		
1	NAMES	5 OF	REPORTING PERSONS			
	Robert J	. Hal	1			
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) 🗵					
	(b) 🗆					
3	SEC US	E OI	JLY			
4	SOURC	SOURCE OF FUNDS				
	00					
5	CHECK	IF D	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)			
6	CITIZE	NSH	IP OR PLACE OF ORGANIZATION			
	United S	States	of America			
	1	7	SOLE VOTING POWER			
NUN	MBER OF		36,747 Shares			
	HARES EFICIALLY	8	SHARED VOTING POWER			
OW	NED BY		8,810,469 Shares			
	EACH PORTING	9	SOLE DISPOSITIVE POWER			
PI	PERSON		36,747 Shares			
,	WITH	10				
			8,810,469 Shares			
11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	8,847,21	6 Sh	ares			
12			HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)			
13		NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	21.8%					
14		TYPE OF REPORTING PERSON (See Instructions)				
	IN					

SCHEDULE 13D

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1       NAMES OF REPORTING PERSONS         Joan B. Hall       2         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*         (a) Ø       (b) □         3       SEC USE ONLY         4       SOURCE OF FUNDS         00       5         5       CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)         □       -         6       CITIZENSHIP OR PLACE OF ORGANIZATION         United States of America       -         8       SOLE VOTING POWER         0       0 Shares         8       SHARED VOTING POWER         0       0 Shares         10       Solares         10       Shares         10       Shares         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8.810.469 Shares       -         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8.810.469 Shares       -         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)         □       -         13       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*         (a) ⊠       (b) □         3       SEC USE ONLY         4       SOURCE OF FUNDS         00       00         5       CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)         □       □         6       CITIZENSHIP OR PLACE OF ORGANIZATION         United States of America       0         NUMBER OF       0         8       SHARES         BENEFICIALLY       8         0WNED BY       8.810.469 Shares         10       SHARED VOTING POWER         9       SOLE DISPOSITIVE POWER         8.810.469 Shares       10         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8.810.469 Shares       11         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
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(b) □         3       SEC USE ONLY         4       SOURCE OF FUNDS         00       00         5       CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)         □       □         6       CITIZENSHIP OR PLACE OF ORGANIZATION         United States of America       □         NUMBER OF SHARES       5         BENEFICIALLY OWNED BY       0 Shares         8,810,469 Shares       8,810,469 Shares         10       SHARED DISPOSITIVE POWER         PERSON PERSON WITH       10         10       SHARES         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8,810,469 Shares       8,810,469 Shares         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
4       SOURCE OF FUNDS         00       00         5       CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)         0       0         6       CITIZENSHIP OR PLACE OF ORGANIZATION         10       United States of America         8       SALARES         8       SHARES         8       SHARED VOTING POWER         0       Shares         8       SHARED VOTING POWER         0       Shares         9       SOLE DISPOSITIVE POWER         0       Shares         10       SHARES         9       SOLE DISPOSITIVE POWER         0       Shares         10       SHARED MOUNT POWER         10       SHARES         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8,810,469 Shares       8,810,469 Shares         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8,810,469 Shares       11         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
OO         5       CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) $\Box$ 6       CITIZENSTIP OR PLACE OF ORGANIZATION         0       United Starts         7       SOLE VOTING POWER         8       SHARES         8       SHARED VOTING POWER         0       Shares         8.810.469 Shares         EACH       9         9       SOLE DISPOSITIVE POWER         0       Shares         10       Shares         11       AGGRESTIVE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
5       CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION         0       United States of America         1       7       SOLE VOTING POWER         0       Shares         8       SHARED VOTING POWER         0       Sole VOTING POWER         0       Shares         8       SHARED VOTING POWER         0       Shares         8       SOLE DISPOSITIVE POWER         0       Sole DISPOSITIVE POWER         0       Shares         10       Shares         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8       8         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
Image: Construct of the system of the sys					
6       CITIZENSHIP OR PLACE OF ORGANIZATION         United States of America         7       SOLE VOTING POWER         NUMBER OF       0 Shares         BENEFICIALLY       8         WNED BY       8,810,469 Shares         EACH       9         PERSON       0 Shares         10       SHARED DISPOSITIVE POWER         8,810,469 Shares       8,810,469 Shares         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8,810,469 Shares       8,810,469 Shares         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8,810,469 Shares       11         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)         12       I					
United States of America         VUMUBER OF SHARES         8       SHARED VOTING POWER         9       SOLE DISPOSITIVE POWER         9       SOLE DISPOSITIVE POWER         9       SOLE DISPOSITIVE POWER         9       SOLE DISPOSITIVE POWER         9       SHARED DISPOSITIVE POWER         10       SHARED DISPOSITIVE POWER         8,810,469 Shares       8,810,469 Shares         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8,810,469 Shares       8,810,469 Shares         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)         12       I					
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SHARES     8       BENEFICIALLY     8       WHED BY     8,810,469 Shares       EACH     9       SOLE DISPOSITIVE POWER       PERSON     0       VHTH     10       SHARED DISPOSITIVE POWER       8,810,469 Shares       11     AGGREJERT AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       11     AGGREJERT AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       12     CHECK FERGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
BENEFICIALLY     0     SHARED VOTING FOWER       WITH     4     8,810,469 Shares       REPORTING     9     SOLE DISPOSITIVE POWER       PERSON     0     Shares       WITH     10     SHARED DISPOSITIVE POWER       8,810,469 Shares     8,810,469 Shares       11     AGGREJETE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
OWNED BY EACH REPORTING PERSON WITH         8,810,469 Shares           0 Shares         0 Shares           10 SHARED DISPOSITIVE POWER         8,810,469 Shares           11 AGGRE					
EACH REPORTING PERSON WITH       9       SOLE DISPOSITIVE POWER         0       Shares         10       SHARED DISPOSITIVE POWER         8,810,469 Shares       8,810,469 Shares         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8,810,469 Shares         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
PERSON IV $\alpha$ $0$ Shares         10       SHARED DISPOSITIVE POWER         11 $\alpha$ $\alpha$ 12 $AGGRE$					
10       SHARED DISPOSITIVE POWER         8,810,469 Shares         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8,810,469 Shares         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)         □					
11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         8,810,469 Shares         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)         □					
8,810,469 Shares         12       CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)         □					
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
12 DED CENT OF CLASS DEDDECENTED DV A MOUNT IN DOM (41)					
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
21.7%					
14 TYPE OF REPORTING PERSON (See Instructions)					
IN					
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SCHEDULE 13D

LUSIPI	No. 923350	-100	SCHEDULE 13D	Page 5 of 9 Page			
1	NAMES OF REPORTING PERSONS		REPORTING PERSONS				
	Michael	C. R	ay				
2	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗵						
	(b)						
3	SEC US	E ON	ίLΥ				
4	SOURC	SOURCE OF FUNDS					
	00						
5	CHECK	IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)				
6	CITIZE	NSHI	P OR PLACE OF ORGANIZATION				
	United S	States	of America				
	1	7	SOLE VOTING POWER				
NUM	IBER OF		965,058 Shares				
-	IARES FICIALLY	8	SHARED VOTING POWER				
	NED BY	-	9,697,465 Shares (1)				
	EACH REPORTING PERSON WITH		SOLE DISPOSITIVE POWER				
			965,058 Shares SHARED DISPOSITIVE POWER				
		10					
			9,697,465 Shares (1)				
11	AGGRE	GAI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10,662,5						
12	CHECK	IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)				
13	PERCE	NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)				
		26.3% (1)					
14	TYPE OF REPORTING PERSON (See Instructions)						
	IN						
	• <u> </u>		shares held by the Michael Day 2000 Cranter Detained Annuity Trust for the henefit of Mr. Day's shares an				

(1) Includes 885,996 shares held by the Michael Ray 2009 Grantor Retained Annuity Trust for the benefit of Mr. Ray's spouse and children and 1,000 shares owned by Mr. Ray's son who shares his household. Mr. Ray's spouse has served as the sole trustee of the Michael Ray 2009 Grantor Retained Annuity Trust since January 19, 2013. Mr. Ray disclaims beneficial ownership of and pecuniary interest in the 885,996 shares held by the Michael Ray 2009 Grantor Retained Annuity Trust and the 1,000 shares owned by his son who shares his household.

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#### Item 1. Security and Issuer.

This statement relates to the shares of common stock, no par value ("Common Stock"), of Vera Bradley, Inc. (the "Issuer"). The address of the Issuer's executive offices is 2208 Production Road, Fort Wayne, Indiana 46808.

#### Item 2. Identity and Background.

- (a) The persons filing this statement are Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Trust"), Robert J. Hall, Joan B. Hall and Michael C. Ray (collectively with the Trust, the "Reporting Persons").
- (b) The business address of the Reporting Persons is c/o Vera Bradley, Inc., 2208 Production Road, Fort Wayne, Indiana 46808.
- (c) Robert J. Hall's principal occupation is principal of Andesite Holdings, a private investment firm that he founded in 2007. He also serves as the Chairman of the Issuer's Board of Directors. Joan B. Hall is the spouse of Robert J. Hall. Michael C. Ray's principal occupation is the Chief Executive Officer and Director of the Issuer.
- (d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body as a result of which proceeding the Reporting Person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Each of Robert J. Hall, Joan B. Hall and Michael C. Ray is a United States citizen. The Trust is governed by Indiana law.

#### Item 3. Source and Amount of Funds or Other Consideration

Barbara B. Baekgaard ("Baekgaard"), co-founder, Chief Creative Director and a director of the Issuer, created the Trust on January 19, 2009 and served as its sole trustee until January 19, 2013. On January 19, 2009, Baekgaard contributed 8,810,469 shares of Common Stock (the "Trust Shares") to the Trust. On January 19, 2013, Baekgaard resigned as trustee of the Trust, and Joan B. Hall and Michael C. Ray were appointed as co-trustees of the Trust. Joan B. Hall is Baekgaard's daughter and is married to Robert J. Hall, the Chairman of the Board of Directors of the Issuer. Michael C. Ray is the Issuer's Chief Executive Officer and a director, and is married to Baekgaard's daughter Ann-Marie Ray. When Baekgaard was serving as the sole trustee of the Trust, the Trust Shares were deemed indirectly beneficially owned by Baekgaard. Upon her resignation as the trustee, the Trust Shares are deemed directly beneficially owned by the Trust, and indirectly beneficially owned by its co-trustees – Joan B. SCHEDULE 13D

Hall and Michael C. Ray. Robert J. Hall is also deemed to indirectly beneficially own the Trust Shares since he is the spouse of Joan B. Hall. Each of Robert J. Hall and Michael C. Ray disclaims all pecuniary interest in the Trust Shares. Joan B. Hall disclaims all pecuniary interest in the Trust Shares except to the extent that any such pecuniary interest is allocated to her in accordance with the Trust documents.

Robert J. Hall acquired 36,747 shares of Common Stock in connection with his service as a non-employee director of the Issuer.

Michael C. Ray acquired 1,852,054 shares of Common Stock in connection with his service as the Chief Executive Officer of the Issuer. Of these shares, 965,058 shares are held by Michael C. Ray, and 885,996 shares are held by the Michael Ray 2009 Grantor Retained Annuity Trust for the benefit of Mr. Ray's spouse and children. 1,000 shares are owned by Mr. Ray's son who shares his household. Mr. Ray's spouse has served as the sole trustee of the Michael Ray 2009 Grantor Retained Annuity Trust since January 19, 2013. Mr. Ray disclaims beneficial ownership of and pecuniary interest in the 885,996 shares held by the Michael Ray 2009 Grantor Retained Annuity Trust and the 1,000 shares owned by his son who shares his household.

#### Item 4. Purpose of Transaction.

The Reporting Persons are holding the shares of Common Stock described in Item 3 above for investment purposes, without the intention of changing or influencing control of the Issuer or participating in any transaction having that purpose or effect.

The Reporting Persons retain the right to change their investment intent, from time to time to acquire additional shares of Common Stock or other securities of the Issuer, or to sell or otherwise dispose of (or enter into plans or arrangements to sell or otherwise dispose of), all or part of the shares of Common Stock or other securities of the Issuer, if any, beneficially owned by them, in any manner permitted by law. The Reporting Persons may engage from time to time in transactions with financial institutions and other parties with respect to the securities described herein as permitted by law. Other than a Reporting Person in his capacity as a director and/or an executive officer of the Issuer or as described above, none of the Reporting Persons currently has any plans or proposals which would be related to or would result in any of the matters described in Items 4(a)-(j) of the Instructions to Schedule 13D. However, as part of the ongoing evaluation of investment and investment alternatives, the Reporting Persons may consider such matters and, subject to applicable law, may formulate a plan with respect to such matters, and, from time to time, one or more Reporting Persons may hold discussions with or make formal proposals to management or the Board of Directors of the Issuer or other third parties regarding such matters as permitted by law.

#### Item 5. Interest in Securities of the Issuer.

- (a) See the information contained on the cover pages of this Statement on Schedule 13D which is incorporated herein by reference. The percentage of shares of Common Stock beneficially owned by each Reporting Person is based on 40,562,103 outstanding shares of Common Stock of the Issuer as of December 6, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended October 27, 2012. In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, common shares subject to options or warrants held by that person that are currently exercisable or exercisable within 60 days of March 18, 2013, are deemed outstanding but are not deemed outstanding for computing the percentage ownership of any other person. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to such securities.
- (b) See the information contained on the cover pages of this Statement on Schedule 13D, which is incorporated herein by reference.
- (c) There have been no reportable transactions with respect to the shares of Common Stock of the Issuer within the last 60 days by the Reporting Persons other than as described in this Schedule 13D.
- (d) Not applicable.
- (e) Not applicable.

## Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Not applicable.

#### Item 7. Material to be Filed as Exhibits.

1. Joint Filing Agreement.

## SCHEDULE 13D

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 18, 2013

BARBARA B. BAEKGAARD 2009 GRANTOR RETAINED ANNUITY TRUST

By: /s/ Joan B. Hall Joan B. Hall Trustee By: /s/ Michael C. Ray Michael C. Ray Trustee ROBERT J. HALL /s/ Robert J. Hall Robert J. Hall

JOAN B. HALL

/s/ Joan B. Hall Joan B. Hall

MICHAEL C. RAY

/s/ Michael C. Ray Michael C. Ray

### Joint Filing Agreement

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree that this Schedule 13D and any amendments thereto are filed on behalf of each of them.

Dated: March 18, 2013

BARBARA B. BAEKGAARD 2009 GRANTOR RETAINED ANNUITY TRUST

By:	/s/ Joan B. Hall	
	Joan B. Hall	
	Trustee	

By: /s/ Michael C. Ray Michael C. Ray Trustee

ROBERT J. HALL

/s/ Robert J. Hall Robert J. Hall

JOAN B. HALL

/s/ Joan B. Hall Joan B. Hall

MICHAEL C. RAY

/s/ Michael C. Ray Michael C. Ray