FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CI

OMB APP	ROVAL
OMB Number:	3235-028
Fatimated average	hurdon

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 S or Section 3

T OF CHANGES IN BENEFICIAL OWNE	OMB Number: Estimated avera	0		
pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940		nours per respe	J. 130.	<u> </u>
2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [VRA]	5. Relationship of R (Check all applicable		n(s) to Issuer	
	Director	X	10% Owner	
	Officer (giv	e title	Other (specify	

1. Name and Address of Reporting Person* Ray Michael C.				Vera Bradley, Inc. [VRA]						Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify)					
(Last) (First) (Middle) C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD (Street) ROANOKE IN 46783					Date of Earliest Transaction (Month/Day/Year) 08/10/2016 4. If Amendment, Date of Original Filed (Month/Day/Year)						below) below)				
											6. Inc	dividual or Joint/Gro	up Filing (Check	Applicable	
											X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)													
1 Title of Conveits		able I - N	2. Transaction		Securities Ac	quire	d, Di	•			ially	5. Amount of	6 Ownership	7 Noture of	
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/		Year) E	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 at			nd 5) Securities Beneficially Owned Following Reported		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)		(1130: 4)	
Common Stock			08/10/2016		.6			600(1)	D	\$14.58(2)		289,662	D		
Common Stock			08/11/20	16		S		2,600(1)	D	\$14.5	54 ⁽²⁾	287,062	D		
Common Stock			08/10/20	16		S		1,700(1)	D	\$14.5	58 ⁽³⁾	884,296 ⁽⁴⁾	I	By Michael Ray 2009 Grantor Retained Annuity Trust	
Common Stock			08/11/20	16		S		5,900(1)	D	\$14.5	52 ⁽³⁾	878,396 ⁽⁴⁾	I	By Michael Ray 2009 Grantor Retained Annuity Trust	
Common Stock												6,610,469 ⁽⁴⁾	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust	
Common Stock												300,000(4)	I	By Anne- Marie Ray 2015 Grantor Retained Annuity Trust	
Common Stock												200,000(4)	I	By Anne- Marie Ray 2016 Grantor Retained Annuity Trust #1	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially 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 Ta Date (Month/Day/Year)	Henderiva Execution Date, if any (e.g., p (Month/Day/Year)		it Fe Supple of National Securities Acquired (A) or Disposed	if cartering is in the cartering in the cartering of the cartering in the	OF Bieneficiall Amount of Amount of Amount of Orices (Inc.) Underlying Derivative Security (Instr. 3 and 4)	y ⁸ Griffed 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)
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.	9f (Pumber (Jastr. 3, 4 Dedivative	9f (P)mber 6. Date Exercisable and Expiration Date		8. Price of Derivative Security	Transaction(s)	10. Ownership Form:	11. Nature of Indirect Beneficial
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	8) Code V	Securities Acquired (A) or Disposed of (D) (mstr \$,0	Date Expiration Exercisable Date	Underlying Derivative mount Security finstr. 3 and 4) Title Shares	(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Explanation	of Respons	es:			and 5)						

1. The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan dated June 29, 2016.

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

Remarks:

/s/ Michael C. Ray 08/12/2016

** 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.

^{2.} The prices reported in column 4 are weighted average prices. The shares sold on August 10, 2016 were sold in multiple transactions at prices reported in column 4 are weighted average prices. The shares sold on August 10, 2016 were sold in multiple transactions at prices reporting expanding ex