FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

9

| OMB APPROVAL | | | | | | | | | |
|--------------|----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-028 | | | | | | | | |

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

| er Anast | | | | | | | Name a | nd Tick | er or Tra | ndina 9 | Symbol | | | | 5 Rela | tionshi | n of Reportin | g Person(s) to | Issuer |
|---|--|--|---|--|--|--|---|--|--|--|--|--|--|--|--|--|--|--|--|
| | | 1. Name and Address of Reporting Person* <u>Knapper Anastacia S</u> | | | | | 2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [VRA] | | | | | | | | | | olicable) ctor | | Owner |
| | | irst) (Middle) LEY, INC. DGE ROAD | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/27/2015 | | | | | | | | | | belov | • | Othe below Counsel and | • |
| | | | | | | | | | | | | | | | , | | | | |
| | | Tabl | e I - No | n-Deriva | ative | Sec | uritie | s Acc | uired | , Dis | posed o | f, o | r Ben | efici | ially | Owne | ed | | |
| 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) | | Disposed Of (D) (Instr. 3, 4 | | | | 4 and 5) Secu Bene Own | | ties cially I Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | Code | v | Amount | | (A) or (D) | Price | | Reported Transaction(s) (Instr. 3 and 4) | | | (Instr. 4) | |
| Common Shares | | | | | 03/27/2015 | | | | A | | 16,159 | (1) | A | \$0 | | 2 | 5,491 | D | |
| Common Shares | | | | | 03/27/2015 | | | | | | 269 | | D | \$16.07 | | 25,222 | | D | |
| Common Shares | | | | | 03/27/2015 | | | | D | | 1,634(2 | 2) | D | D \$0 | | 23,588 | | D | |
| Common Shares | | | | | 03/28/2015 | | | | F | | 210 | | D | \$16.09 | | 23,378 | | D | |
| Common Shares | | | | 03/29/2015 | | | | | F | 183 | | | D | \$16.09 | | 23,195 | | D | |
| | | Та | | | | | | | | | | | | | | vned | | | |
| Derivative Conversion Date Execution Gecurity or Exercise (Month/Day/Year) if any | | n Date, | Code (Instr. 8) | | on of Derivative (Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Expiration (Month/I | on Dat Day/Ye | e ar) | Amour or Numbe of | | ount | Deri Seci | ivative curity | derivative Securities Beneficially Owned Following Reported | Ownership Form: Direct (D) or Indirect (I) (Instr. 4 | Beneficial Ownership (Instr. 4) | | |
| | Shares Shares Shares Shares Conversion or Exercise Price of Derivative | (State IN (State IN (State IN (State IN (Instr. Instr. Instrument Instr | (State) (Table Curity (Instr. 3) Shares Shares Shares Shares Shares Conversion or Exercise Price of Derivative (Month/Day/Year) | (State) (Zip) Table I - No ecurity (Instr. 3) Shares Shares Shares Shares Table II - 2. Conversion or Exercise Price of Date (Month/Day/Year) Price of Derivative | (State) (Zip) Table I - Non-Deriv ecurity (Instr. 3) Shares 03/27/ Shares 03/27/ Shares 03/28/ Shares 03/29/ Table II - Derivati (e.g., pu 2. Conversion of Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) | (State) (Zip) Table I - Non-Derivative ecurity (Instr. 3) Shares O3/27/2015 Shares O3/27/2015 Shares O3/27/2015 Shares O3/28/2015 Table II - Derivative Security Table II - Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) A. If 4. If | A. If Amer A. If Amer | (State) (Zip) Table I - Non-Derivative Securities ecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Shares 03/27/2015 Shares 03/27/2015 Shares 03/28/2015 Table II - Derivative Securities (e.g., puts, calls, warr. 2. (e.g., puts, calls, warr. 2. (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, warr. 2. (Month/Day/Year) (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, warr. 2. (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, warr. 2. (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | Table I - Non-Derivative Securities Acceeding the Company of the C | (State) (Zip) Table I - Non-Derivative Securities Acquired. 2. Transaction Date (Month/Day/Year) (Month/Da | (State) (Zip) Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Shares 03/27/2015 A Shares 03/27/2015 F Shares 03/28/2015 F Table II - Derivative Securities Acquired, Dissecurity (Instr. 8) Table II - Derivative Securities Acquired, Disposed of (D) acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date Date | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of ecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V Amount A 16,1590 Shares 03/27/2015 A 16,340 Shares 03/28/2015 F 269 Shares 03/28/2015 Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertibe and Experiation Date (Month/Day/Year) 2. Conversion of Exercise Price of Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (A) Disposed of, (e.g., puts, calls, warrants, options, convertibe Shares Date Exercise Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Date Expiration | A. If Amendment, Date of Original Filed (Month/Day/Yd State IN | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefice (Month/Day/Year) 2. Transaction Date (Month/Day/Year) | A. If Amendment, Date of Original Filed (Month/Day/Year) A. If Amendment, Date of Original File | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially ecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Y | A. If Amendment, Date of Original Filed (Month/Day/Year) Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Deate (Month/Day/Year) 3. Transaction (Date (e.g., puts, calls, warrants, options, convertible securities) 3. Deate (Month/Day/Year) 3. Transaction (Date (Month/Day/Year) 3. Transaction (Date (Month/Day/Year) 3. Deate (Month/Day/Year) 3. Deat | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned A | A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Ferson filed by More than One Reperting Person filed by More than One Reperson filed by More than One Repers |

Explanation of Responses:

- 1. Represents restricted stock units subject to vesting and forfeiture.
- 2. Represents the cancellation of performance-based restricted stock units based upon actual performance during the relevant performance period versus target performance.

/s/ Anastacia S. Knapper 03/31/2015

** 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.