

OMB APPROVAL	
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**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

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>07/01/2015</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 Shares	07/01/2015		J <sup>(1)</sup>	V	200,000	D	\$0.00	8,610,469 <sup>(1)</sup>	I	See footnote <sup>(1)</sup>
Common Shares	07/01/2015		J <sup>(2)</sup>	V	50,000 <sup>(2)</sup>	A	\$0.00	50,000 <sup>(2)</sup>	D	
Common Shares	07/01/2015		G	V	25,000 <sup>(3)</sup>	D	\$0.00	25,000	D	
Common Shares	07/01/2015		G	V	25,000 <sup>(4)</sup>	D	\$0.00	0	D	

**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 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 Securities Underlying Derivative Security (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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Constitutes 8,610,469 shares of the Issuer's common stock held by The Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust"). The Baekgaard Trust distributed 50,000 shares of the Issuer's common stock to each of its four beneficiaries in accordance with the terms of the documents governing the Baekgaard Trust. Mr. Byrne disclaims beneficial ownership of the Issuer's shares held by the Baekgaard Trust, except to the extent of his pecuniary interest therein.
- The Baekgaard Trust distributed 50,000 shares of the Issuer's common stock to Mr. Byrne as a beneficiary of the Baekgaard Trust.
- Of the 50,000 shares of the Issuer's common stock Mr. Byrne received from the Baekgaard Trust, Mr. Byrne is gifting 25,000 shares of the Issuer's common stock to Indiana University.
- Of the 50,000 shares of the Issuer's common stock Mr. Byrne received from the Baekgaard Trust, Mr. Byrne is gifting 25,000 shares of the Issuer's common stock to the Barbara Bradley Baekgaard Family Foundation.

**Remarks:**

/s/ James B. Byrne

07/06/2015

\*\* 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.

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