SEC Form 4

**FORM 4**

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

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Ray Michael C. | Vera Bradley, Inc. [ VRA ] | |

| (Last) (First) (Middle) | | Director | | 10% Owner |
|---|---|---|---|---|

C/O VERA BRADLEY, INC.

12420 STONEBRIDGE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2019

Officer (give title below) | **X** | Other (specify below)

Member of a 10% owner group

(Street)

ROANOKE     IN     46783

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

**X** Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City) (State) (Zip)

## 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 Stock | 05/14/2019 | | S | | 2,429[1] | D | $11.33[2] | 2,441 | D | |
| Common Stock | 05/15/2019 | | S | | 2,441[1] | D | $11.42[2] | 0 | D | |
| Common Stock | 05/14/2019 | | S | | 10,913[1] | D | $11.32[3] | 10,940 | I | By Michael Ray 2009 Grantor Retained Annuity Trust |
| Common Stock | 05/15/2019 | | S | | 10,940[1] | D | $11.42[3] | 0 | I | By Michael Ray 2009 Grantor Retained Annuity Trust |
| Common Stock | 05/14/2019 | | S | | 3,276[1] | D | $11.33[4] | 127,044 | I | By Anne-Marie Ray Revocable Trust |
| Common Stock | 05/15/2019 | | S | | 3,295[1] | D | $11.42[4] | 123,749 | I | By Anne-Marie Ray Revocable Trust |
| Common Stock | | | | | | | | 2,627,512[5] | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock | | | | | | | | 131,285 | I | By Barbara Bradley Baekgaard Family Foundation |

| 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 Stock | | | | | | | | 411,003 | I | By Anne-Marie Ray 2017 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 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 | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted on April 6, 2018.

2. The prices reported are weighted average prices. The shares sold on May 14, 2019 were sold in multiple transactions at prices ranging from $11.07 to $11.48, inclusive, and the shares sold on May 15, 2019 were sold in multiple transactions at prices ranging from $11.21 to $11.57, 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 May 14, 2019 were sold in multiple transactions at prices ranging from $11.07 to $11.48, inclusive, and the shares sold on May 15, 2019 were sold in multiple transactions at prices ranging from $ to $, 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 May 14, 2019 were sold in multiple transactions at prices ranging from $11.07 to $11.48, inclusive, and the shares sold on May 15, 2019 were sold in multiple transactions at prices ranging from $11.21 to $11.57, 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:**

/s/ Michael C. Ray      05/15/2019

** 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.**