

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>Ray Michael C.</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>03/29/2017</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 Stock | 03/29/2017 | | S | | 6,000 | D | \$9.21 ⁽¹⁾ | 203,962 | D | |
| Common Stock | 03/30/2017 | | S | | 6,000 | D | \$9.15 ⁽¹⁾ | 197,962 | D | |
| Common Stock | 03/29/2017 | | S | | 14,000 | D | \$9.2 ⁽²⁾ | 726,286 ⁽³⁾ | I | By Michael Ray 2009 Grantor Retained Annuity Trust |
| Common Stock | 03/30/2017 | | S | | 14,000 | D | \$9.15 ⁽²⁾ | 712,286 ⁽³⁾ | I | By Michael Ray 2009 Grantor Retained Annuity Trust |
| Common Stock | | | | | | | | 6,610,469 ⁽³⁾ | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock | | | | | | | | 173,519 ⁽³⁾ | I | By Anne-Marie Ray 2015 Grantor Retained Annuity Trust |
| Common Stock | | | | | | | | 200,000 ⁽³⁾ | 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)

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| 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 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 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) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--|---|---|--|
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Explanation of Responses:

- The prices reported in column 4 are weighted average prices. The shares sold on March 29, 2017 were sold in multiple transactions at prices ranging from \$9.07 to \$9.34, inclusive, and the shares sold on March 30, 2017 were sold in multiple transactions at prices ranging from \$9.10 to \$9.22, 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.
- The prices reported in column 4 are weighted average prices. The shares sold on March 29, 2017 were sold in multiple transactions at prices ranging from \$9.07 to \$9.34, inclusive, and the shares sold on March 30, 2017 were sold in multiple transactions at prices ranging from \$9.11 to \$9.22, 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.
- The reporting person disclaims beneficial ownership of these shares.

Remarks:

/s/ Michael C. Ray

03/31/2017

** 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.