**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* <br><br>Mann Charles R. <br><br>(Last)  (First)  (Middle)<br><br>C/O VERA BRADLEY, INC. <br><br>2208 PRODUCTION ROAD<br><br>(Street)<br><br>FORT WAYNE  IN  46808<br><br>(City)  (State)  (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol<br><br>Vera Bradley, Inc. [ VRA ]<br><br>3. Date of Earliest Transaction (Month/Day/Year)<br>03/25/2013<br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director _____ 10% Owner<br>X Officer (give title below) _____ Other (specify below)<br>**EVP-Strategy/Bus Devel**<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br>X Form filed by One Reporting Person<br>_____ Form filed by More than One Reporting Person |

**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 | 03/29/2013 | | M | | 1,644 | A | (1) | 10,438 | D | |
| Common Shares | 03/29/2013 | | F | | 518 | D | $23.63 | 9,920 | D | |
| Common Shares | 03/29/2013 | | A | | 9,590(2) | A | $0 | 19,510 | D | |
| Common Shares | 03/25/2013 | | S | | 5,000 | D | $23.9032 | 68,321 | I | See footnote(4) |

**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 | | | | |
| Restricted Stock Units | (3) | 03/29/2013 | | M | | | 1,644 | (1) | (1) | Common Shares | 1,644 | $0 | 1,645 | D | |

**Explanation of Responses:**

1. The restricted stock units were granted under the Vera Bradley, Inc. 2010 Equity and Incentive Plan. The restricted stock units vest ratably and settle in common shares on each of the first, second and third anniversaries of the grant date, which was March 29, 2011.

2. Represents restricted stock units subject to vesting and forfeiture.

3. Converts into common shares on a one-for-one basis.

4. Shares reported in column 4 represent shares sold by the Charles R. Mann Trust pursuant to a Rule 10b5-1 plan entered into by Charles R. Mann on September 1, 2011. Shares reported in column 5 represent shares beneficially held by Charles R. Mann in the Charles R. Mann Trust, of which he is the sole trustee.

/s/ Anastacia S. Knapper, attorney-in-fact for Charles R. Mann   04/02/2013

** 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.**