

**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*<br><u>Ray Michael C.</u><br><br>(Last) (First) (Middle)<br><u>C/O VERA BRADLEY, INC.</u><br><u>12420 STONEBRIDGE ROAD</u><br><br>(Street)<br><u>ROANOKE IN 46783</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Vera Bradley, Inc. [ VRA ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><u>Member of a 10% owner group</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/27/2018</u>            |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> 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 Stock                    | 11/27/2018                           |  | S                              |   | 2,429 <sup>(1)</sup>  | D          | \$10.72 <sup>(2)</sup> | 51,021  | D  |   |
| Common Stock                    | 11/28/2018                           |  | S                              |   | 2,429 <sup>(1)</sup>  | D          | \$10.81 <sup>(2)</sup> | 48,592  | D  |   |
| Common Stock                    | 11/27/2018                           |  | S                              |   | 10,913 <sup>(1)</sup>   | D          | \$10.72 <sup>(3)</sup> | 229,200   | I  | By Michael Ray 2009 Grantor Retained Annuity Trust          |
| Common Stock                    | 11/28/2018                           |  | S                              |   | 10,913 <sup>(1)</sup>   | D          | \$10.81 <sup>(3)</sup> | 218,287   | I  | By Michael Ray 2009 Grantor Retained Annuity Trust          |
| Common Stock                    | 11/27/2018                           |  | S                              |   | 3,276 <sup>(1)</sup>  | D          | \$10.72 <sup>(4)</sup> | 192,564   | I  | By Anne-Marie Ray Revocable Trust                           |
| Common Stock                    | 11/28/2018                           |  | S                              |   | 3,276 <sup>(1)</sup>  | D          | \$10.81 <sup>(4)</sup> | 189,288   | I  | By Anne-Marie Ray Revocable Trust                           |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 2,810,469 <sup>(5)</sup>  | I  | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| 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)**

