FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 | |
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| | | | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* <u>Hall Robert J</u> | | | | | 2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [VRA] | | | | | | | | | eck all app | olicable) ctor | | X 10% (| 10% Owner | |
|--|--|--|--|--|---|--|---|--|---|----------------------------|----------------------------|--------------------------|-----------------------------|---|-------------------------------|--|---|--|--|
| RA BRADL | EY, INC. | Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/27/2015 | | | | | | | | | | Officer (give title below) | | | (specify) | |
| KE IN | . 4 | | | 4. If | Line) X Form filed by One Repo | | | | | | | | | | porting Pers | son | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | | Ex fifi | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | | Disposed | | | | Securit Benefic Owned | ecurities eneficially wned Following | | n: Direct or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | Code | v | Amount | (A (D |) or) | rice | Transa | ction(s) | | | (111341. 4) | |
| Shares | | | 03/27 | /2015 | 5 | | A | | 5,283(1 |) | A | \$ <mark>0</mark> | 50,161 | | | D | | | |
| on Shares | | | | | | | | | | | | 8,810,469 | | | I | See footnote ⁽²⁾ | | | |
| | Та | | | | | | | | | | | | | Owned | | | | | |
| 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | Execution Date, Trans | | Transa Code (| | | ative rities ired osed . 3, 4 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Amount or Number | | r. 3 | Derivative Security | derivative Securities Beneficiall Owned Following Reported | y | Ownership Form: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | (Final Content of the | (First) (RA BRADLEY, INC. FONEBRIDGE ROAD KE IN 2 (State) (Table Security (Instr. 3) Shares Table Shares | (First) (Middle) RA BRADLEY, INC. FONEBRIDGE ROAD KE IN 46783 (State) (Zip) Table I - No Security (Instr. 3) Shares Table II - (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/D | (First) (Middle) RA BRADLEY, INC. FONEBRIDGE ROAD KE IN 46783 (State) (Zip) Table I - Non-Derive (Month/Derive) Security (Instr. 3) 2. Transa Date (Month/Derive) Shares Table II - Derivate (e.g., put (e.g., put (e.g., put (Month/Day/Year))) | (First) (Middle) RA BRADLEY, INC. TONEBRIDGE ROAD Table I - Non-Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year) 3. D 3. D 4. If 3. D 4. If 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. D 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transa Code (Month/Day/Year) | (First) (Middle) RA BRADLEY, INC. TONEBRIDGE ROAD Table I - Non-Derivative Security (Instr. 3) Cocurity (Instr. 3) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (Le.g., puts, calls, Month/Day/Year) Table II - Derivative Security (Month/Day/Year) A. Transaction Code (Instr. 8) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (Le.g., puts, calls, Month/Day/Year) Table II - Derivative Security (Le.g., puts, calls, Month/Day/Year) Table II - Derivative Security (Month/Day/Year) Transaction Code (Instr. 8) | (First) (Middle) RA BRADLEY, INC. TONEBRIDGE ROAD Table I - Non-Derivative Securitie Security (Instr. 3) Table II - Derivative Securities (e.g., puts, calls, warrange of Derivative Security (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warrange) 2. Transaction Date (e.g., puts, calls, warrange) (e.g., puts, calls, warrange) Table II - Derivative Securities (e.g., puts, calls, warrange) (g.g., puts, calls, warrange) Table II - Derivative Securities (e.g., puts, calls, warrange) (g.g., puts, calls, warrange) Table II - Derivative Securities (e.g., puts, calls, warrange) (g.g., puts, calls, warrange) Table II - Derivative Securities (e.g., puts, calls, warrange) (g.g., puts, calls, warrange) Table II - Derivative Securities (e.g., puts, calls, warrange) Table II - Derivative Securities (e.g., puts, calls, warrange) Table II - Derivative Securities (e.g., puts, calls, warrange) Table II - Derivative Securities (e.g., puts, calls, warrange) | Vera Bradley, Inc. | Vera Bradley, Inc. [VEXA BRADLEY, INC. (Middle) RA BRADLEY, INC. (TONEBRIDGE ROAD KE IN 46783 (State) (Zip) Table I - Non-Derivative Securities Acquired Execution Date, (Month/Day/Year) (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired Execution Date, (Month/Day/Year) Table II - Derivative Securities Acquired, Code (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security Security 3. Date of Earliest Transaction (No3/27/2015) 4. If Amendment, Date of Original Acquired Execution Date, if any (Month/Day/Year) Shares Table II - Derivative Securities Acquired, Code (instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Vera Bradley, Inc. [VRA] | Vera Bradley, Inc. [VRA] | Vera Bradley, Inc. [VRA] | Vera Bradley, Inc. VRA | Vera Bradley, Inc. VRA | Vera Bradley, Inc. VRA | Vera Bradley, Inc. Vera Bradley, Inc. Vera Check all applicable) X Director Officer (give title below) | Vera Bradley, Inc. Vera Bradley, Inc. Vera Vera Bradley, Inc. Vera Bradley, Inc. | Vera Bradley, Inc. [VRA] Check all applicables X Director X 10% of Other Discovery Discove | |

Explanation of Responses:

- 1. Represents restricted stock units subject to vesting and forfeiture.
- 2. The shares reported in column 5 are held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, of which Mr. Hall's spouse serves as co-trustee. Mr. Hall disclaims beneficial ownership of and pecuniary interest in these shares.

/s/ Anastacia S. Knapper, attorney-in-fact for Robert J. <u>Hall</u>

03/31/2015

** 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.

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.