

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Palermo Theresa</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Marketing Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2016</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	06/22/2016		F		903	D	\$14.83	13,448	D	

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)		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)					

Explanation of Responses:

Remarks:

Exhibit List: Exhibit 24.1 -- Substitute Power of Attorney

/s/ Stephen J. Hackman,
attorney-in-fact for Theresa 06/23/2016
Palermo

** 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.

Exhibit 24.1
SUBSTITUTE POWER OF ATTORNEY

Under the terms of powers of attorney (each, a "Power of Attorney") previously filed with the U.S. Securities and Exchange Commission, the undersigned was appointed an attorney-in-fact for the following individuals to, among other things, execute for and on behalf of the following individuals in their respective capacities as officers and/or directors of Vera Bradley, Inc. (the "Company") any Forms 3, 4 and 5 or any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder:

Barbara B. Baekgaard
Edward M. Schmults
Frances P. Philip
John E. Kyees
Kevin J. Sierks
Kimberly F. Colby
Mary Lou Kelley
Matthew McEvoy
P. Michael Miller
Patricia R. Miller
Richard Baum
Robert J. Hall
Robert Wallstrom
Sue Ellen Fuller
Theresa Palermo

In accordance with the authority granted under each Power of Attorney, including the power of substitution, the undersigned hereby appoints Stephen J. Hackman as substitute attorney-in-fact, on behalf of each individual named above, with the power to exercise and execute all of the powers granted to or conferred upon the undersigned in the original Power of Attorney.

This Substitute Power of Attorney shall remain in full force and effect with respect to each named individual until the named individual is no longer required to file Forms 3, 4 and 5 with respect to the named individual's holdings of and transactions in securities issued by the Company, unless earlier revoked by the named individual in a signed writing delivered to the substitute attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Substitute Power of Attorney to be executed as of this 16th day of June, 2016.

/s/ Anastacia S. Knapper
Name: Anastacia S. Knapper
Title: Attorney-in-Fact