

**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 (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/30/2015</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                    |                                      |  |                                |   |   |            |                        | 8,643,303 <sup>(1)</sup>  | I  | See footnote <sup>(1)</sup>                           |
| Common Stock                    | 12/30/2015                           |  | S                              |   | 3,000 <sup>(2)</sup>  | D          | \$16.09 <sup>(3)</sup> | 540,862   | D  |   |
| Common Stock                    | 12/31/2015                           |  | S                              |   | 3,000 <sup>(2)</sup>  | D          | \$16.01 <sup>(3)</sup> | 537,862   | 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) |   | 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 |   |  |  |   |  |

**Explanation of Responses:**

- The shares in column 5 include 885,996 shares of the Issuer's common stock held by the Michael Ray 2009 Grantor Retained Annuity Trust (the "Ray Trust"), 7,410,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust"), 300,000 shares held by the Anne-Marie Ray 2015 Grantor Retained Annuity Trust (the "Anne-Marie Trust") and 46,838 shares held by the Barbara Bradley Baekgaard Family Foundation (the "Foundation"). The reporting person disclaims beneficial ownership of the Issuer's shares held by the Ray Trust, the Baekgaard Trust, the Anne-Marie Trust and the Foundation.
- The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan dated March 25, 2015.
- The prices reported in column 4 are weighted average prices. The shares sold on December 30, 2015 were sold in multiple transactions at prices ranging from \$15.97 to \$16.26, inclusive. The shares sold on December 31, 2015 were sold in multiple transactions at prices ranging from \$15.86 to \$16.13, 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.

**Remarks:**

/s/ Michael C. Ray

01/04/2016

\*\* 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.