

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>Ray Michael C.</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2017</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	03/17/2017		S		6,000	D	\$9.33 ⁽¹⁾	222,362	D	
Common Stock	03/20/2017		S		6,000	D	\$9.31 ⁽¹⁾	216,362	D	
Common Stock	03/17/2017		S		14,000	D	\$9.34 ⁽²⁾	773,296 ⁽³⁾	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock	03/20/2017		S		14,000	D	\$9.31 ⁽²⁾	759,296 ⁽³⁾	I	By Michael Ray 2009 Grantor Retained Annuity Trust
Common Stock								6,610,469 ⁽³⁾	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock								173,519 ⁽³⁾	I	By Anne-Marie Ray 2015 Grantor Retained Annuity Trust
Common Stock								200,000 ⁽³⁾	I	By Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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