

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 Anne Marie</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>07/01/2015</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 Shares	07/01/2015		J <sup>(1)</sup>	V	200,000	D	\$0.00	9,496,465 <sup>(1)</sup>	I	See footnote <sup>(1)</sup>
Common Shares	07/01/2015		J <sup>(2)</sup>	V	50,000 <sup>(2)</sup>	A	\$0.00	50,000 <sup>(2)</sup>	D	
Common Shares	07/01/2015		G	V	25,000 <sup>(3)</sup>	D	\$0.00	25,000	D	
Common Shares	07/01/2015		G	V	25,000 <sup>(4)</sup>	D	\$0.00	0	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:

- Constitutes 8,610,469 shares of the Issuer's common stock held by The Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust") and 885,996 shares held by the Michael Ray 2009 Grantor Retained Annuity Trust ("Ray Trust"), of which Ms. Ray serves as sole trustee and, together with certain members of her family, also is a beneficiary. The Baekgaard Trust distributed 50,000 shares of the Issuer's common stock to each of its four beneficiaries in accordance with the terms of the documents governing the Baekgaard Trust. Ms. Ray disclaims beneficial ownership of the Issuer's shares held by the Baekgaard Trust and the Ray Trust, except to the extent of her pecuniary interest therein.
- The Baekgaard Trust distributed 50,000 shares of the Issuer's common stock to Ms. Ray as a beneficiary of the Baekgaard Trust.
- Of the 50,000 shares of the Issuer's common stock Ms. Ray received from the Baekgaard Trust, Ms. Ray is gifting 25,000 shares of the Issuer's common stock to Indiana University.
- Of the 50,000 shares of the Issuer's common stock Ms. Ray received from the Baekgaard Trust, Ms. Ray is gifting 25,000 shares of the Issuer's common stock to the Barbara Bradley Baekgaard Family Foundation.

Remarks:

/s/ Anne Marie Ray 07/06/2015

\*\* 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.