

Ray Anne Marie
Form 4
October 26, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ray Anne Marie

(Last) (First) (Middle)

C/O VERA BRADLEY, INC., 12420
STONEBRIDGE ROAD

(Street)

ROANOKE, IN 46783

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Vera Bradley, Inc. [VRA]

3. Date of Earliest Transaction
(Month/Day/Year)

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/26/2017		G	V	50,000	D	\$ 0	277,267 ⁽¹⁾ <u>(2)</u>	I	By Anne-Marie Ray Revocable Trust
Common Stock	09/29/2017		G	V	50,000	D	\$ 0	227,267 ⁽¹⁾	I	By Anne-Marie Ray Revocable Trust
Common Stock								532,036	I	By Michael Ray 2009

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Common Stock	0 <u>(1)</u>	I	Grantor Retained Annuity Trust By Anne-Marie Ray 2015 Grantor Retained Annuity Trust
Common Stock	46,252 <u>(1)</u>	I	Grantor Retained Annuity Trust #1 By Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1
Common Stock	500,000	I	Grantor Retained Annuity Trust #1 By Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1
Common Stock	4,610,469 <u>(3)</u>	I	2009 Grantor Retained Annuity Trust By Barbara B. Baekgaard

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ray Anne Marie C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783		X		

Signatures

/s/ Anne-Marie
Ray 10/24/2017

**Signature of
Reporting Person Date

Explanation of Responses:

- * 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).
- (1) On September 26, 2017, the Anne-Marie Ray 2015 Grantor Retained Annuity Trust (the "2015 GRAT") made an annuity payment of 173,519 shares of Issuer common stock to the reporting person, who, in turn, assigned the shares to the Anne-Marie Ray Revocable Trust (the "Revocable Trust"). Also on September 26, 2017, the Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1 (the "2016 GRAT") made an annuity payment of 153,748 shares of Issuer common stock to the reporting person, who, in turn, assigned the shares to the Revocable Trust. The reporting person is the sole trustee and annuitant of the 2015 GRAT and the 2016 GRAT, and sole trustee of the Revocable Trust.
 - (2) Following receipt of the first annuity payment described in Note (1) above, the 2016 GRAT contributed 50,000 shares of Issuer common stock to the Barbara Bradley Baekgaard Family Foundation; the contribution is the transaction reported in this Form 4.
 - (3) The reporting person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.