

Byrne Thomas Farrell II
 Form 4
 June 27, 2018

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 *
 Byrne Thomas Farrell II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O VERA BRADLEY, INC., 12420
 STONEBRIDGE ROAD

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/19/2018

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

(Street)
 ROANOKE, IN 46783

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 06/19/2018 | | G | V 11,500 D \$ 0 | 77,497 ⁽¹⁾ | D | |
| Common Stock | 06/25/2018 | | S | 400,000 D \$ 14.43 | 3,010,469 ⁽²⁾ | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock | 06/26/2018 | | S ⁽³⁾ | 200,000 D \$ 14.43 | 2,810,469 ⁽²⁾ | I | By Barbara B. |

| | | | | | | | | | |
|-----------------|--|--|--|--|------------------------|--|---|--|---|
| | | | | | | | | | Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock | | | | | 41,122 | | I | | By Thomas F. Byrne, II 2016 Grantor Retained Annuity Trust #1 |
| Common Stock | | | | | 411,003 ⁽¹⁾ | | I | | By Thomas F. Byrne, II 2017 Grantor Retained Annuity Trust #1 |

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) (Instr. 3, 4, and 5) | 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Byrne Thomas Farrell II
C/O VERA BRADLEY, INC.
12420 STONEBRIDGE ROAD
ROANOKE, IN 46783

X

Signatures

/s/ Thomas F.

06/27/2018

Byrne, II

__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).

On June 19, 2018, the Thomas F. Byrne, II 2017 Grantor Retained Annuity Trust #1 (the "2017 GRAT") made an annuity payment of

(1) 88,997 shares of Issuer common stock to the reporting person. The reporting person is the settlor, sole trustee and sole annuitant of the 2017 GRAT.

(2) The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.

(3) This transaction constitutes a sale of shares to the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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