Vera Bradley, Inc. Form 4 May 23, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ray Michael C.

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

Vera Bradley, Inc. [VRA]

(Check all applicable)

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

05/22/2014

Director Officer (give title X 10% Owner Other (specify

C/O VERA BRADLEY, INC., 2208

(Street)

(State)

PRODUCTION ROAD

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

FORT WAYNE, IN 46808

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(3)

1.Title of	2. Transaction Date	2A. Deemed	3.	. 4. Securities Acquired		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A) or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
			Code v	7 Milouin	(D)	11100			See
Common							0.606.465	τ.	
Shares							9,696,465	1	footnote
Silares									<u>(1)</u>
						¢			
Common			~	5,000	_	3		_	
Shares	05/22/2014		S	(2)	D		919,998	D	
Dilaics						(2)			

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

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
						Exercisable Date	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Ray Michael C.							
C/O VERA BRADLEY, INC.		X					
2208 PRODUCTION ROAD		Λ					
FORT WAYNE, IN 46808							

Signatures

/s/ Anastacia S. Knapper, attorney-in-fact for Michael 05/23/2014 C. Ray

> **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).
- The shares in column 5 represent shares beneficially owned by Michael C. Ray, including 885,996 shares held by the Michael Ray 2009 Grantor Retained Annuity Trust, of which his spouse serves as sole trustee, and 8,810,469 shares held by the Barbara B. Baekgaard 2009 **(1)** Grantor Retained Annuity Trust, of which he serves as co-trustee. Mr. Ray disclaims beneficial ownership of and pecuniary interest in all of these shares.
- These shares were sold pursuant to a written plan dated March 24, 2014 as specified in Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.62 to \$26.83, inclusive. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc., 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 the footnote.

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.

Reporting Owners 2