

Ray Michael C.  
Form 4  
October 19, 2018

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

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

(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)

10/17/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Member of a 10% owner group

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 10/17/2018                              |                                                             | S                                    | Amount<br>(1)<br>2,429                                                  | (A)<br>or<br>(D)<br>D<br>Price<br>(2)<br>\$ 13.35                                                                  | 65,595                                                                  | D                                                                 |
| Common<br>Stock                       | 10/18/2018                              |                                                             | S                                    | Amount<br>(1)<br>2,429                                                  | (A)<br>or<br>(D)<br>D<br>Price<br>(2)<br>\$ 13.43                                                                  | 63,166                                                                  | D                                                                 |
| Common<br>Stock                       | 10/17/2018                              |                                                             | S                                    | Amount<br>(1)<br>10,913                                                 | (A)<br>or<br>(D)<br>D<br>Price<br>(3)<br>\$ 13.36                                                                  | 294,678                                                                 | I                                                                 |

By Michael  
Ray 2009  
Grantor  
Retained  
Annuity  
Trust

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|              |            |   |                      |   |                        |           |              |                                                             |
|--------------|------------|---|----------------------|---|------------------------|-----------|--------------|-------------------------------------------------------------|
| Common Stock | 10/18/2018 | S | <u>10,913</u><br>(1) | D | <u>\$ 13.42</u><br>(3) | 283,765   | I            | By Michael Ray 2009 Grantor Retained Annuity Trust          |
| Common Stock | 10/17/2018 | S | <u>3,276</u><br>(1)  | D | <u>\$ 13.35</u><br>(4) | 212,220   | I            | By Anne-Marie Ray Revocable Trust                           |
| Common Stock | 10/18/2018 | S | <u>3,276</u><br>(1)  | D | <u>\$ 13.43</u><br>(4) | 208,944   | I            | By Anne-Marie Ray Revocable Trust                           |
| Common Stock |            |   |                      |   |                        | 2,810,469 | <u>(5)</u> I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock |            |   |                      |   |                        | 411,003   | I            | By Anne-Marie Ray 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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SEC 1474  
(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, | 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 Repor Trans (Instr |

4, and 5)

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

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships                    |
|-----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                         | Director 10% Owner Officer Other |
| Ray Michael C.<br>C/O VERA BRADLEY, INC.<br>12420 STONEBRIDGE ROAD<br>ROANOKE, IN 46783 | Member of a 10% owner group      |

## Signatures

/s/ Michael C.  
Ray 10/18/2018

\*\*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) The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted on April 6, 2018.

The prices reported are weighted average prices. The shares sold on October 17, 2018 were sold in multiple transactions at prices ranging from \$13.18 to \$13.71, inclusive, and the shares sold on October 18, 2018 were sold in multiple transactions at prices ranging from

(2) \$13.31 to \$13.66, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, 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 this footnote.

The prices reported are weighted average prices. The shares sold on October 17, 2018 were sold in multiple transactions at prices ranging from \$13.18 to \$13.77, inclusive, and the shares sold on October 18, 2018 were sold in multiple transactions at prices ranging from

(3) \$13.28 to \$13.66, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, 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 this footnote.

The prices reported are weighted average prices. The shares sold on October 17, 2018 were sold in multiple transactions at prices ranging from \$13.18 to \$13.71, inclusive, and the shares sold on October 18, 2018 were sold in multiple transactions at prices ranging from

(4) \$13.31 to \$13.66, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, 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 this footnote.

(5) 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.

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