

Vera Bradley, Inc.
Form 4
June 28, 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 *
Byrne James Bradley

(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)
06/19/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/19/2017 | | G ⁽¹⁾ | V 2,000,000 D \$ 0 4,610,469 | ⁽²⁾ | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock | 06/19/2017 | | G ⁽¹⁾ | V 500,000 A \$ 0 500,000 | | D | |
| Common Stock | 06/19/2017 | | G ⁽³⁾ | V 500,000 D \$ 0 0 | | D | |

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| | | | | | | | | | |
|--------------|------------|------------------|---|---------|---|------|---------|---|--|
| Common Stock | 06/19/2017 | G ⁽³⁾ | V | 500,000 | A | \$ 0 | 500,000 | I | By James B. Byrne 2017 Grantor Retained Annuity Trust #1 |
| Common Stock | | | | | | | 200,000 | I | By James B. Byrne 2016 Grantor Retained Annuity Trust #1 |
| Common Stock | | | | | | | 173,519 | I | By James B. Byrne 2015 Grantor Retained Annuity Trust |

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | 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 |
| Byrne James Bradley C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783 | | X | | |

Signatures

/s/ James B. Byrne
06/27/2017

**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) Represents a distribution by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust") of 500,000 shares of the Issuer's common stock to each of the four beneficiaries of the Baekgaard Trust, including the reporting person, in accordance with the terms of the documents governing the Baekgaard Trust.
 - (2) The reporting person disclaims beneficial ownership of these shares.
 - (3) Following the reporting person's receipt of the 500,000 share distribution from the Baekgaard Trust, the reporting person immediately transferred the shares to the James B. Byrne 2017 Grantor Retained Annuity Trust #1, of which the reporting person is the sole trustee and annuitant.

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.