

Vera Bradley, Inc.  
Form 4  
March 24, 2016

**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 \*  
Miller P. Michael

(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)  
03/22/2016

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 below)  Other (specify below)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Shares                   |                                      |  |                                |   | 63,713  | D  |   |
| Common Shares                   |                                      |  |                                |   | 1,683,340   | I  | See Footnote (1)                                      |
| Common Shares                   |                                      |  |                                |   | 1,500,000   | I  | See Footnote (2)                                      |
| Common Shares                   |                                      |  |                                |   | 2,196,356   | I  | See Footnote (3)                                      |

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| Common Shares | Transaction Date | Type | Quantity | Code | Price per Share | Total Value | Category | Reference        |
|---------------|------------------|------|----------|------|-----------------|-------------|----------|------------------|
| Common Shares | 03/22/2016       | S    | 131,950  | D    | \$ 19.55<br>(5) | 1,467,889   | I        | See Footnote (4) |
| Common Shares | 03/23/2016       | S    | 3,083    | D    | \$ 19.01<br>(5) | 1,464,806   | I        | See Footnote (4) |
| Common Shares | 03/24/2016       | S    | 364,967  | D    | \$ 19.2<br>(5)  | 1,099,839   | I        | See Footnote (4) |

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 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 Owned Following Transaction (Instr. 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 |
| Miller P. Michael<br>C/O VERA BRADLEY, INC.<br>12420 STONEBRIDGE ROAD<br>ROANOKE, IN 46783 | X             | X         |         |       |

## Signatures

/s/ Anastacia S. Knapper, by power of attorney for P. Michael Miller

03/24/2016

\_\_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) Shares reported in column 5 represent shares held by the Patricia R. Miller 2007 Family Trust. P. Michael Miller is the trustee of the Patricia R. Miller 2007 Family Trust.
- (2) Shares reported in column 5 represent shares held by the Miller Marital Trust. P. Michael Miller and Patricia R. Miller are husband and wife. Patricia R. Miller is the trustee of the Miller Marital Trust.
- (3) Shares reported in column 5 represent shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife.
- (4) Shares reported in column 5 represent shares held by the Miller 2007 Dynasty Trust. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust.

The prices reported in column 4 are weighted average prices. These shares were sold in multiple transactions at prices ranging from \$19.40 to \$19.81 for the price reported in row 5, \$19.00 to \$19.11 for the price reported in row 6 and \$19.00 to \$19.40 for the price

- (5) reported in row 7. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc. or the staff of the Securities & Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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