

Vera Bradley, Inc.
Form 4
December 16, 2015

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 *
Colby Kimberly F.

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)
12/14/2015

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

EVP - Design

(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

(City) (State) (Zip)

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 | 12/14/2015 | | S | 5,800 | D | \$ 16.33 | 527,998 | D | |
| | | | | | | (1) | | | |
| Common Shares | 12/14/2015 | | S | 5,900 | D | \$ 16.33 | 310,779 | I | See Footnote (2) |
| | | | | | | (1) | | | |
| Common Shares | 12/14/2015 | | S | 5,702 | D | \$ 16.33 | 149,512 | I | See Footnote (3) |
| | | | | | | (1) | | | |
| Common Shares | 12/15/2015 | | S | 24,100 | D | \$ 16.25 | 286,679 | I | See Footnote |

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| | | | | | | | | |
|---------------|------------|---|-------|---|---------------------------|---------|---|---|
| Common Shares | 12/15/2015 | S | 9,298 | D | <u>(1)</u> \$ 16.25 | 140,214 | I | <u>(2)</u> See Footnote <u>(3)</u> |
|---------------|------------|---|-------|---|---------------------------|---------|---|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Colby Kimberly F. C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783 | | | EVP - Design | |

Signatures

/s/ Kevin Sierks, attorney-in-fact for Kimberly F. Colby
 12/16/2015
 **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 prices reported in column 4 are weighted average prices. These shares were sold in multiple transactions at prices ranging from: \$16.29 to \$16.40 for the sales reported in row 1, \$16.29 to \$16.41 for the sales reported in row 2, \$16.29 to \$16.41 for the sales reported

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in row 3, \$16.09 to \$16.43 for the sales reported in row 4 and \$16.09 to \$16.43 for the sales reported in row 5. 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 ranges set forth in this footnote.

- (2) Shares reported in column 5 represent shares held by the Kimberly F. Colby Insurance Trust.
- (3) Shares reported in column 5 represent shares held by the Colby Gift Trust.

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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