Vera Bradley, Inc. Form 4 September 23, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5

Estimated average response...

5. Relationship of Reporting Person(s) to

Issuer

885,996

I

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

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 See Instruction

Symbol

1(b).

(Print or Type Responses)

Ray Anne Marie

Common

Shares

1. Name and Address of Reporting Person *

may continue.

		Vera	Bradley, Inc. [VRA] (Check all applicable)	(Check all applicable)			
	(First) A BRADLEY, IN RIDGE ROAD	(Montl	e of Earliest Transaction h/Day/Year) Director 10%				
	(Street)	, , ,	6. Individual or Joint/Group Filing(Check				
	E, IN 46783		_X_ Form filed by One Reporting Per	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall	y Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) Securities Beneficially Form: Owned Direct (D) O	Nature of direct eneficial wnership nstr. 4)			
Common Shares	09/21/2015		$J_{\frac{(1)}{2}}$ $J_{\frac{(1)}{2}$	by Barbara Backgaard 0009 Brantor Betained Annuity Crust			

By Michael Ray 2009

Grantor Retained

								Annuity Trust	
Common Shares	09/21/2015	J(1) V 3	300,000	A	\$0	0 (3)	D		
Common Shares						300,000 (3)	I	By Anne-Marie Ray 2015 Grantor Retained Annuity Trust	
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.				SEC 1474 (9-02)		

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

Derivative	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transaction Code	5. onNumber of	6. Date Exerc Expiration Da (Month/Day/	ate	7. Titl Amou Under		8. Price of Derivative Security	9. Nu Deriv Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	1		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ray Anne Marie							
C/O VERA BRADLEY, INC.		\mathbf{v}					
12420 STONEBRIDGE ROAD	X						
ROANOKE, IN 46783							

Reporting Owners 2

Signatures

/s/ Anne-Marie

Ray 09/23/2015

**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).
- Represents a distribution by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust") of 300,000 shares of (1) the Issuer's common stock to each of the four beneficiaries of the Baekgaard Trust, including to the reporting person, in accordance with
- (2) The reporting person disclaims beneficial ownership of these shares.

the terms of the documents governing the Baekgaard Trust.

On September 21, 2015, following the reporting person's receipt of the 300,000 share distribution from the Baekgaard Trust, the reporting person transferred the shares to the Anne-Marie Ray 2015 Grantor Retained Annuity Trust, of which the reporting person is the sole trustee.

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.

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