

Vera Bradley, Inc.
Form 4
July 06, 2015

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 *
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)
07/01/2015

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 Shares	07/01/2015		J ⁽¹⁾	V	200,000	D	\$ 0	8,610,469 ⁽¹⁾	I	See footnote ⁽¹⁾
Common Shares	07/01/2015		J ⁽²⁾	V	50,000 ⁽²⁾	A	\$ 0	50,000 ⁽²⁾	D	
Common Shares	07/01/2015		G	V	25,000 ⁽³⁾	D	\$ 0	25,000	D	
Common Shares	07/01/2015		G	V	25,000 ⁽⁴⁾	D	\$ 0	0	D	

See
footnote
⁽¹⁾

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Byrne James Bradley C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783		X		

Signatures

/s/ James B.
Byrne 07/06/2015

**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).

- Constitutes 8,610,469 shares of the Issuer's common stock held by The Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust"). The Baekgaard Trust distributed 50,000 shares of the Issuer's common stock to each of its four beneficiaries in accordance with the terms of the documents governing the Baekgaard Trust. Mr. Byrne disclaims beneficial ownership of the Issuer's shares held by the Baekgaard Trust, except to the extent of his pecuniary interest therein.
- The Baekgaard Trust distributed 50,000 shares of the Issuer's common stock to Mr. Byrne as a beneficiary of the Baekgaard Trust.
- Of the 50,000 shares of the Issuer's common stock Mr. Byrne received from the Baekgaard Trust, Mr. Byrne is gifting 25,000 shares of the Issuer's common stock to Indiana University.

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- (4) Of the 50,000 shares of the Issuer's common stock Mr. Byrne received from the Baekgaard Trust, Mr. Byrne is gifting 25,000 shares of the Issuer's common stock to the Barbara Bradley Baekgaard Family Foundation.

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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