

Vera Bradley, Inc.
Form 4
September 23, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
09/21/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 09/21/2015 | | J ⁽¹⁾ | | 1,200,000 ⁽¹⁾ | D | \$ 0 |
| | | | | | 7,410,469 ⁽²⁾ | I | |
| Common Shares | 09/21/2015 | | J ⁽¹⁾ | V | 300,000 | A | \$ 0 |
| | | | | | 0 ⁽³⁾ | D | |
| Common Shares | | | | | 300,000 ⁽³⁾ | I | |

By Barbara B. Baekgaard
2009 Grantor Retained Annuity Trust

By James B. Byrne

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- 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 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.
- On September 21, 2015, following the reporting person's receipt of the 300,000 share distribution from the Baekgaard Trust, the reporting
- (3) person transferred the shares to the James B. Byrne 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.

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