

Hall Robert J  
Form 4  
June 27, 2018

**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 \*  
Hall Robert J

(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)  
06/19/2018

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) |                          |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                          |   |   |
| Common Stock                    | 06/19/2018                           |  | G                              | V   | 11,500  | D  | \$ 0  | 83,994 <sup>(1)</sup>    | I | By Joan Byrne Hall Revocable Trust                          |
| Common Stock                    | 06/25/2018                           |  | S                              |   | 400,000   | D  | \$ 14.43  | 3,010,469 <sup>(2)</sup> | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |

|              |            |  |                  |         |   |          |                          |   |   |
|--------------|------------|--|------------------|---------|---|----------|--------------------------|---|---|
| Common Stock | 06/26/2018 |  | S <sup>(3)</sup> | 200,000 | D | \$ 14.43 | 2,810,469 <sup>(2)</sup> | I | By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust |
| Common Stock |            |  |                  |         |   |          | 71,604                   | D |   |
| Common Stock |            |  |                  |         |   |          | 41,122                   | I | By Joan Byrne Hall 2016 Grantor Retained Annuity Trust #1   |
| Common Stock |            |  |                  |         |   |          | 411,003 <sup>(1)</sup>   | I | By Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1   |

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)

| 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 Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Hall Robert J<br>C/O VERA BRADLEY, INC.<br>12420 STONEBRIDGE ROAD<br>ROANOKE, IN 46783 | X             | X         |         |       |

## Signatures

/s/ Robert J. Hall                      06/27/2018

\_\_Signature of                      Date  
Reporting Person

## 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) On June 19, 2018, the Joan B. Hall 2017 Grantor Retained Annuity Trust #1 (the "2017 GRAT") made an annuity payment of 88,997 shares of Issuer common stock to the reporting person's spouse, who, in turn, assigned the shares to the Joan Byrne Hall Revocable Trust (the "Revocable Trust"). The reporting person's spouse is the settlor, sole trustee and sole annuitant of the 2017 GRAT and the settlor and sole trustee of the Revocable Trust.
  - (2) The reporting person disclaims beneficial ownership of these shares.
  - (3) This transaction constitutes a sale of shares to the Issuer.

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.