

Vera Bradley, Inc.  
Form 4  
April 01, 2014

**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 \*  
Miller Patricia R.

(Last) (First) (Middle)

C/O VERA BRADLEY, INC., 2208  
PRODUCTION ROAD

(Street)

FORT WAYNE, IN 46808

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Vera Bradley, Inc. [VRA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/29/2013

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 Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |   |                  |
| Common Shares                   | 03/28/2014                           |  | A                              |   | 3,122<br>(1)  | A  | \$ 0 3,690,670                    | D |                  |
| Common Shares                   | 03/28/2014                           |  | A                              |   | 3,122<br>(1)  | A  | \$ 0 3,341,206                    | I | See footnote (4) |
| Common Shares                   | 03/29/2014                           |  | M                              |   | 403   | A  | (2) 3,691,073                     | D |                  |
| Common Shares                   | 03/29/2013                           |  | M                              |   | 403   | A  | (2) 3,341,609                     | I | See footnote (5) |

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 or Value of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Restricted Stock Units                     | (3)  | 03/29/2014                           |  | M                              | 403   | (2) (2)  | Common Shares   | 403   | \$ 0                       |
| Restricted Stock Units                     | (3)  | 03/29/2014                           |  | M                              | 403   | (2) (2)  | Common Shares   | 403   | \$ 0                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Miller Patricia R.<br>C/O VERA BRADLEY, INC.<br>2208 PRODUCTION ROAD<br>FORT WAYNE, IN 46808 | X             | X         |         |       |

## Signatures

/s/ Anastacia S. Knapper, by power of attorney for Patricia R. Miller

04/01/2014

\_\_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) Represents restricted stock units subject to vesting and forfeiture.

(2)

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The restricted stock units were granted under the Vera Bradley, Inc. 2010 Equity and Incentive Plan. The restricted stock units vested ratably and settled in common shares on each of the first, second and third anniversaries of the grant date, which was March 29, 2011.

- (3) Converts into common shares on a one-for-one basis.

Shares reported in column 5 represent shares beneficially held by Patricia R. Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,683,340 shares held by the Patricia R. Miller 2007 Family Trust and 58,027 shares held by P. Michael Miller. P.

- (4) Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Patricia R. Miller 2007 Dynasty Trust and the Patricia R. Miller 2007 Family Trust.

Shares reported in column 5 represent shares beneficially held by Patricia R. Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,683,340 shares held by the Patricia R. Miller 2007 Family Trust and 58,430 shares held by P. Michael Miller. P.

- (5) Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Patricia R. Miller 2007 Dynasty Trust and the Patricia R. Miller 2007 Family Trust.

- (6) Derivative securities reported in column 9 represent securities beneficially held by P. Michael Miller. P. Michael Miller and Patricia R. Miller are husband and wife.

### Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney for Patricia R. Miller

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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