

Vera Bradley, Inc.
Form 5
February 11, 2015

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Miller Patricia R.

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O VERA BRADLEY, INC., 12420 STONEBRIDGE ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

ROANOKE, IN 46783

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	09/12/2014	^	G	1,500,000 D	\$ 0 2,191,073	D	^
Common Shares	09/12/2014	^	G	1,500,000 A	\$ 0 4,841,609	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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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. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Patricia R. C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783	Â X	Â X	Â	Â

Signatures

/s/ Patricia R. Miller
02/09/2015

**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).
- 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, 1,500,000 shares held by the Miller Marital Trust and (1) 58,430 shares held by P. Michael Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and of the Patricia R. Miller 2007 Family Trust and Patricia R. Miller is the trustee of the Miller Marital Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.