

Vera Bradley, Inc.  
Form 4  
July 06, 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

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 Joan B.

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

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
Hall Joan B. C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783		X		

## Signatures

/s/ Joan B. Hall                      07/06/2015

\*\*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).  
 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  
 (1) accordance with the terms of the documents governing the Baekgaard Trust. Ms. Hall disclaims beneficial ownership of the Issuer's shares held by the Baekgaard Trust, except to the extent of her pecuniary interest therein. Ms. Hall's holdings were adjusted to eliminate certain shares that are directly held by Ms. Hall's husband.  
 (2) The Baekgaard Trust distributed 50,000 shares of the Issuer's common stock to Ms. Hall as a beneficiary of the Baekgaard Trust.  
 (3) Of the 50,000 shares of the Issuer's common stock Ms. Hall received from the Baekgaard Trust, Ms. Hall is gifting 25,000 shares of the Issuer's common stock to Indiana University.  
 (4)

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Of the 50,000 shares of the Issuer's common stock Ms. Hall received from the Baekgaard Trust, Ms. Hall 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. 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.