

Byrne Thomas Farrell II
 Form 4
 October 26, 2017

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 *
 Byrne Thomas Farrell II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/26/2017

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ROANOKE, IN 46783

(City) (State) (Zip)

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	09/26/2017		G	V 50,000 D \$ 0	44,897 <u>(1)</u> <u>(2)</u>	D	
Common Stock					41,122 <u>(1)</u>	I	
Common Stock					500,000	I	

By Thomas F. Byrne, II
 2016
 Grantor Retained Annuity Trust #1
 By Thomas F. Byrne, II
 2017

Common Stock	4,610,469 ⁽³⁾ I	Grantor Retained Annuity Trust #1 By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
-----------------	----------------------------	--

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
---	--	---	---	--------------------------------------	--	--	---	---	--

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
Byrne Thomas Farrell II C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783	X

Signatures

/s/ Thomas F.
Byrne, II

10/24/2017

**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).

- On September 26, 2017, the Thomas F. Byrne, II 2016 Grantor Retained Annuity Trust #1 (the "2016 GRAT") made an annuity payment of 94,090 shares of Issuer common stock to the reporting person. On October 18, 2017, following a revised computation of the annuity payment, the annuity payment was increased to equal 94,897 shares of issuer common stock in the aggregate. The reporting person is the sole trustee and annuitant of the 2016 GRAT.
- (1) On September 26, 2017, the Thomas F. Byrne, II 2016 Grantor Retained Annuity Trust #1 (the "2016 GRAT") made an annuity payment of 94,090 shares of Issuer common stock to the reporting person. On October 18, 2017, following a revised computation of the annuity payment, the annuity payment was increased to equal 94,897 shares of issuer common stock in the aggregate. The reporting person is the sole trustee and annuitant of the 2016 GRAT.
 - (2) Following receipt of the annuity payment described in Note (1) above, the 2016 GRAT contributed 50,000 shares of Issuer common stock to the Barbara Bradley Baekgaard Family Foundation; the contribution is the transaction reported in this Form 4.
 - (3) The reporting person disclaims beneficial ownership of these shares.

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.