

Vera Bradley, Inc.
Form 4
July 06, 2015

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 *
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)
07/01/2015

____ Director _____ 10% Owner
____ Officer (give title below) _____ 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)
X 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 Shares | 07/01/2015 | | J ⁽¹⁾ | V 200,000 D \$ 0 | 8,610,469 ⁽¹⁾ | I | See footnote ⁽¹⁾ |
| Common Shares | 07/01/2015 | | J ⁽²⁾ | V 50,000 ⁽²⁾ A \$ 0 | 50,000 ⁽²⁾ | D | |
| Common Shares | 07/01/2015 | | G | V 25,000 ⁽³⁾ D \$ 0 | 25,000 | D | |
| Common Shares | 07/01/2015 | | G | V 25,000 ⁽⁴⁾ D \$ 0 | 0 | D | |

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

Signatures

/s/ Thomas F. Byrne 07/06/2015

**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).
- (1) 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 accordance with the terms of the documents governing the Baekgaard Trust. Mr. Byrne disclaims beneficial ownership of the Issuer's shares held by the Baekgaard Trust, except to the extent of his pecuniary interest therein.
 - (2) The Baekgaard Trust distributed 50,000 shares of the Issuer's common stock to Mr. Byrne as a beneficiary of the Baekgaard Trust.
 - (3) Of the 50,000 shares of the Issuer's common stock Mr. Byrne received from the Baekgaard Trust, Mr. Byrne is gifting 25,000 shares of the Issuer's common stock to Indiana University.

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- (4) Of the 50,000 shares of the Issuer's common stock Mr. Byrne received from the Baekgaard Trust, Mr. Byrne 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.