

Hall Joan B.  
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 \*  
Hall Joan B.

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 <sup>(1)</sup> <sub>(2)</sub>  | I  | By Joan Byrne Hall Revocable Trust                        |
| Common Stock                    |                                      |  |                                |   | 41,122 <sup>(1)</sup>   | I  | By Joan Byrne Hall 2016 Grantor Retained Annuity Trust #1 |
|                                 |                                      |  |                                |   | 500,000   | I  |   |

Common  
Stock

By Joan  
Byrne Hall  
2017  
Grantor  
Retained  
Annuity  
Trust #1

Common  
Stock

4,610,469 <sup>(3)</sup> I

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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.<br>C/O VERA BRADLEY, INC.<br>12420 STONEBRIDGE ROAD<br>ROANOKE, IN 46783 |               | X         |         |       |

## Signatures

/s/ Joan B. Hall

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 Joan B. Hall 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, who, in turn, assigned the shares to the Joan Byrne Hall Revocable Trust

- (1) (the "Revocable Trust"). 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 and sole trustee of the Revocable Trust.
- (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.