

Byrne Thomas Farrell II  
 Form 4  
 April 25, 2019

**FORM 4**

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

OMB APPROVAL

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

3. Date of Earliest Transaction (Month/Day/Year)  
 04/23/2019

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Member of a 10% owner group

(Street)  
 ROANOKE, IN 46783

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

(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	04/23/2019		S		16,412 <sup>(1)</sup>	D	\$ 11.36 <sup>(2)</sup>
					2,724,057 <sup>(3)</sup>	I	
Common Stock	04/24/2019		S		28,588 <sup>(1)</sup>	D	\$ 11.69 <sup>(2)</sup>
					2,695,469 <sup>(3)</sup>	I	

By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust  
 By Barbara B. Baekgaard 2009

Common Stock	04/23/2019	S	18,588 (1)	D	\$ 11.36 (2)	139,740 (3)	I	Grantor Retained Annuity Trust By Barbara Bradley Baekgaard Family Foundation
Common Stock	04/24/2019	S	6,412 (1)	D	\$ 11.69 (2)	133,328 (3)	I	By Barbara Bradley Baekgaard Family Foundation
Common Stock						118,619	D	
Common Stock						411,003	I	By Thomas F. Byrne, II 2017 Grantor Retained Annuity Trust #1

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

