

Vera Bradley, Inc.  
Form 4  
March 17, 2016

**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 \*  
Colby Kimberly F.

(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)  
03/15/2016

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)  
EVP - Design

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Shares	02/11/2016		G	V 457,695 D \$ 0	26,103	D	
Common Shares					286,679	I	See Footnote (1)
Common Shares					140,214	I	See Footnote (2)
Common Shares	02/11/2016		G	V 457,695 A \$ 0	457,695	I	See Footnote (3)

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Common Shares	03/15/2016	S	38,655	D	\$ 19.5	419,040	I	See Footnote (3)
Common Shares	03/16/2016	S	8,070	D	\$ 19.558 (4)	410,970	I	See Footnote (3)

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

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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 Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colby Kimberly F. C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783			EVP - Design	

## Signatures

/s/ Anastacia S. Knapper, attorney-in-fact for Kimberly F. Colby

03/17/2016

\_\_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) Shares reported in column 5 represent shares held by the Kimberly F. Colby Insurance Trust.

(2) Shares reported in column 5 represent shares held by the Colby Gift Trust.

(3) Shares reported in column 5 represent shares held by the Kimberly F. Colby Revocable Trust.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.52 to \$19.575. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc. or the staff of the Securities & Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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