

Vera Bradley, Inc.
Form SC 13D/A
January 10, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 9)

Vera Bradley, Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

92335C106

(CUSIP Number)

Alan Singer, Esq.

Morgan, Lewis & Bockius LLP

1701 Market Street

Philadelphia, Pennsylvania 19103

(215) 963-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 28, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

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SCHEDULE 13D

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1 NAMES OF REPORTING PERSONS

Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

IN
 NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 Shares
 8 SHARED VOTING POWER

OWNED BY

EACH

4,610,469 Shares
 REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 Shares
 10 SHARED DISPOSITIVE POWER

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4,610,469 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,610,469 Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.0%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

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1 NAMES OF REPORTING PERSONS

Robert J. Hall

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 54,463 Shares

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 5,336,716 Shares (1)
SOLE DISPOSITIVE POWER

PERSON

WITH

54,463 Shares
10 SHARED DISPOSITIVE POWER

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5,336,716 Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,391,179 Shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.2% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 178,628 shares held by the Barbara Bradley Baekgaard Family Foundation, 41,122 shares held by the Joan Byrne Hall 2016 Grantor Retained Annuity Trust #1, 500,000 shares held by the Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1 and 6,497 shares held by the Joan Byrne Hall Revocable Trust.

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1 NAMES OF REPORTING PERSONS

2 Joan Byrne Hall
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 Shares
8 SHARED VOTING POWER

OWNED BY

EACH

5,158,088 Shares (1)
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 Shares
10 SHARED DISPOSITIVE POWER

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5,158,088 Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,158,088 Shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.5% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 41,122 shares held by the Joan Byrne Hall 2016 Grantor Retained Annuity Trust #1, 500,000 shares held by the Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1 and 6,497 shares held by the Joan Byrne Hall Revocable Trust..

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1 NAMES OF REPORTING PERSONS

James B. Byrne

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 573,727 Shares (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 4,789,097 Shares (2)

9 SOLE DISPOSITIVE POWER

PERSON

WITH 573,727 Shares (1)

10 SHARED DISPOSITIVE POWER

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4,789,097 Shares (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,362,824 Shares (1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.1% (1)(2)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

- (1) Includes 41,122 shares held by the James B. Byrne 2016 Grantor Retained Annuity Trust #1, 500,000 shares held by the James B. Byrne 2017 Grantor Retained Annuity Trust #1 and 32,605 shares held by the James Bradley Byrne Revocable Trust.
- (2) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust and 178,628 shares held by the Barbara Bradley Baekgaard Family Foundation.

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1 NAMES OF REPORTING PERSONS

Thomas F. Byrne, II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 573,727 Shares (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 4,789,097 Shares (2)

9 SOLE DISPOSITIVE POWER

PERSON

WITH 573,727 Shares (1)

10 SHARED DISPOSITIVE POWER

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4,789,097 Shares (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,362,824 Shares (1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.1% (1)(2)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 41,122 shares held by the Thomas F. Byrne, II 2016 Grantor Retained Annuity Trust #1 and 500,000 shares held by the Thomas F. Byrne, II 2017 Grantor Retained Annuity Trust #1.

(2) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust and 178,628 shares held by the Barbara Bradley Baekgaard Family Foundation.

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1 NAMES OF REPORTING PERSONS

Michael C. Ray

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 116,604 Shares

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 6,016,467 Shares (1)

9 SOLE DISPOSITIVE POWER

PERSON

WITH

116,604 Shares

10 SHARED DISPOSITIVE POWER

6,016,467 Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,133,071 Shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.3% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

- (1) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 178,628 shares held by the Barbara Bradley Baekgaard Family Foundation, 523,851 shares held by the Michael C. Ray 2009 Grantor Retained Annuity Trust, 157,267 shares held by the Anne-Marie Ray Revocable Trust, 46,252 shares held by the Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1 and 500,000 shares held by the Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1.

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1 NAMES OF REPORTING PERSONS

Anne-Marie Ray

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 Shares

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 1,227,370 Shares (1)
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0 Shares

10 SHARED DISPOSITIVE POWER

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4,610,469 Shares (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,837,839 Shares (1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.5% (1)(2)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

- (1) Includes 523,851 shares held by the Michael C. Ray 2009 Grantor Retained Annuity Trust, 157,267 shares held by the Anne-Marie Ray Revocable Trust, 46,252 shares held by the Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1 and 500,000 shares held by the Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1.
- (2) Includes 4,610,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust.

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1 NAMES OF REPORTING PERSONS

Barbara Bradley Baekgaard Family Foundation
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 Shares
 8 SHARED VOTING POWER

OWNED BY

EACH

178,628 Shares
 REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 Shares
 10 SHARED DISPOSITIVE POWER

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178,628 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

178,628 Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.50%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

This Amendment No. 9 (Amendment No. 9) amends the Schedule 13D, as such schedule has previously been amended (the Schedule 13D), filed by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the Trust), Robert J. Hall, Joan Byrne Hall, Michael C. Ray, James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and the Barbara Bradley Baekgaard Foundation (the Foundation and, collectively with the persons and entities named above, the Reporting Persons) with respect to common stock, no par value (the Common Stock), of Vera Bradley, Inc. (the Issuer). Except as otherwise set forth herein, this Amendment No. 9 does not modify any of the information previously reported by the Reporting Persons in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Barbara B. Baekgaard (Baekgaard), co-founder and a director of the Issuer, created the Trust on January 19, 2009 and served as its sole trustee until January 19, 2013. On January 19, 2009, Baekgaard contributed 8,810,469 shares of Common Stock to the Trust. On January 19, 2013, Baekgaard resigned as trustee of the Trust, and Joan Byrne Hall and Michael C. Ray were appointed as co-trustees of the Trust. Joan Byrne Hall is Baekgaard s daughter and is married to Robert J. Hall, the Chairman of the Board of Directors of the Issuer. Michael C. Ray is married to Baekgaard s daughter, Anne-Marie Ray, and was Chief Executive Officer of the Issuer prior to his retirement in November 2013. On October 27, 2014, Michael C. Ray resigned as trustee of the Trust, and James B. Byrne was appointed a co-trustee to serve with Joan Byrne Hall. James B. Byrne is Baekgaard s son. In their capacities as co-trustees of the Trust, Joan Byrne Hall and James B. Byrne are deemed to indirectly beneficially own the Common Stock held by the Trust (the Trust Shares). In addition, Michael C. Ray is also deemed to indirectly beneficially own the Trust Shares because of his continued influence in the investment and voting of such shares. Thomas F. Byrne, II is also deemed to indirectly beneficially own the Trust Shares because of his continued influence in the investment of such shares. Thomas F. Byrne, II is Baekgaard s son. Robert J. Hall is also deemed to indirectly beneficially own the Trust Shares because of his influence with regard to Joan Byrne Hall s investment and voting power with respect to the shares held by the Trust. Anne-Marie Ray is deemed to indirectly beneficially own the Trust Shares because of her relationship to Michael C. Ray.

On July 1, 2015, the Trust distributed 200,000 shares of Common Stock, of which 50,000 shares of Common Stock were distributed to each of the beneficiaries of the Trust, James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray, and Joan Byrne Hall. Each of James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and Joan Byrne Hall then immediately made a gift of 25,000 shares of the Common Stock he or she received to the Foundation and the remaining 25,000 shares of Common Stock to Indiana University. As a result, each of the Foundation and Indiana University received a total of 100,000 shares of Common Stock. In other gift transactions described below, the Foundation received an additional 200,000 shares of Common Stock. The Foundation has, from time to time, sold a portion of the shares of Common Stock it received and used the proceeds to make cash charitable contributions or donated a portion of the shares of Common Stock it received to charitable organizations. James B. Byrne, Thomas F. Byrne, II, Robert J. Hall and Michael C. Ray are deemed to indirectly beneficially own the Common Stock held by the Foundation (the Foundation Shares) because they share in the investment and voting power over the Foundation Shares.

On September 21, 2015, the Trust distributed 1,200,000 shares of Common Stock, of which 300,000 shares of Common Stock were distributed to each of the beneficiaries of the Trust, James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and Joan Byrne Hall. Each of James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and Joan Byrne Hall then immediately transferred the 300,000 shares of Common Stock he or she received to the James B. Byrne 2015 Grantor Retained Annuity Trust (the James Byrne 2015 GRAT), the Thomas F. Byrne, II 2015 Grantor Retained Annuity Trust (the Thomas Byrne 2015 GRAT), the Anne-Marie Ray 2015 Grantor Retained Annuity Trust (the Anne-Marie Ray 2015 GRAT) and the Joan Byrne Hall 2015 Grantor Retained Annuity Trust (the Joan Hall 2015 GRAT) and, together with the James Byrne 2015 GRAT, the Thomas Byrne 2015 GRAT and the Anne-Marie Ray 2015 GRAT, the 2015 GRATs), respectively. As the trustee of the James Byrne 2015 GRAT, James B. Byrne is deemed to indirectly beneficially own the shares held by the James Byrne 2015 GRAT. As the trustee of the Thomas Byrne 2015 GRAT, Thomas F. Byrne, II is deemed to indirectly beneficially own the shares held by the Thomas Byrne 2015 GRAT. As the trustee of the Joan Hall 2015 GRAT, Joan Byrne Hall is deemed to indirectly beneficially own the shares held by the Joan Hall 2015 GRAT. As the trustee of the Anne-Marie Ray 2015 GRAT, Anne-Marie Ray is deemed to indirectly beneficially own the shares held by the Anne-Marie Ray 2015 GRAT. Robert J. Hall and Michael C. Ray are deemed to indirectly beneficially own the shares held by the Joan Hall 2015 GRAT and the Anne-Marie Ray 2015 GRAT, respectively, as they share in the investment and voting power over the Joan Hall 2015 GRAT and the Anne-Marie Ray 2015 GRAT, respectively.

On October 3, 2016, each of the 2015 GRATs made annuity payments of 126,481 shares of Common Stock to each of their respective trustees, James Byrne, Thomas Byrne, II, Joan Byrne Hall and Anne-Marie Ray (who also are the sole annuitants of their respective 2015 GRATs). Immediately thereafter, each of James Byrne, Anne-Marie Ray and Joan Byrne Hall assigned 126,481 shares of Common Stock to the James Bradley Byrne Revocable Trust, the Anne-Marie Ray Revocable Trust and the Joan Byrne Hall Revocable Trust (collectively, the Revocable Trusts), respectively. James Byrne, Anne-Marie Ray and Joan Byrne Hall are the sole trustees of their respective revocable trusts, and in those capacities, have had sole voting and investment power over their respective revocable trusts. As a result of sales and charitable contributions of Common Stock made by the Revocable Trusts in December 2016, the Revocable Trusts do not hold any shares of Common Stock.

On July 27, 2016, the Trust distributed 800,000 shares of Common Stock, of which 200,000 shares of Common Stock were distributed to each of the beneficiaries of the Trust, James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and Joan Byrne Hall. Each of James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and Joan Byrne Hall then immediately transferred the 200,000 shares of Common Stock he or she received to the James B. Byrne 2016 Grantor Retained Annuity Trust #1 (the James Byrne 2016 GRAT), the Thomas F. Byrne, II 2016 Grantor Retained Annuity Trust #1 (the Thomas Byrne 2016 GRAT), the Anne-Marie Ray 2016 Grantor Retained Annuity Trust #1 (the Anne-Marie Ray 2016 GRAT) and the Joan Byrne Hall 2016 Grantor Retained Annuity Trust #1 (the Joan Hall 2016 GRAT), respectively. As the trustee of the James Byrne 2016 GRAT, James B. Byrne is deemed to indirectly beneficially own the shares held by the James Byrne 2016 GRAT. As the trustee of the Thomas Byrne 2016 GRAT, Thomas F. Byrne, II is deemed to indirectly beneficially own the shares held by the Thomas Byrne 2016 GRAT. As the trustee of the Joan Hall 2016 GRAT, Joan Byrne Hall is deemed to indirectly beneficially own the shares held by the Joan Hall 2016 GRAT. As the trustee of the Anne-Marie Ray 2016 GRAT, Anne-Marie Ray is deemed to indirectly beneficially own the shares held by the Anne-Marie Ray 2016 GRAT. Robert J. Hall and Michael C. Ray are deemed to indirectly beneficially own the shares held by the Joan Hall 2016 GRAT and the Anne-Marie Ray 2016 GRAT, respectively, as they share in the investment and voting power over the Joan Hall 2016 GRAT and the Anne-Marie Ray 2016 GRAT, respectively.

On June 19, 2017, the Trust distributed 2,000,000 shares of Common Stock, of which 500,000 shares of Common Stock were distributed to each of the beneficiaries of the Trust, James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and Joan Byrne Hall. Each of James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and Joan Byrne Hall then immediately transferred the 500,000 shares of Common Stock he or she received to the James B. Byrne 2017 Grantor Retained Annuity Trust #1 (the James Byrne 2017 GRAT), the Thomas F. Byrne, II 2017 Grantor Retained Annuity Trust #1 (the Thomas Byrne 2017 GRAT), the Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1 (the Anne-Marie Ray 2017 GRAT) and the Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1 (the Joan Hall 2017 GRAT), respectively. As the trustee of the James Byrne 2017 GRAT, James B. Byrne is deemed to indirectly beneficially own the shares held by the James Byrne 2017 GRAT. As the trustee of the Thomas Byrne 2017 GRAT, Thomas F. Byrne, II is deemed to indirectly beneficially own the shares held by the Thomas Byrne 2017 GRAT. As the trustee of the Joan Hall 2017 GRAT, Joan Byrne Hall is deemed to indirectly beneficially own the shares held by the Joan Hall 2017 GRAT. As the trustee of the Anne-Marie Ray 2017 GRAT, Anne-Marie Ray is deemed to indirectly beneficially own the shares held by the Anne-Marie Ray 2017 GRAT. Robert J. Hall and Michael C. Ray are deemed to indirectly beneficially own the shares held by the Joan Hall 2017 GRAT and the Anne-Marie Ray 2017 GRAT, respectively, as they share in the investment and voting power over the Joan Hall 2017 GRAT and the Anne-Marie Ray 2017 GRAT, respectively.

During the period from September 26, 2017, through October 2, 2017, the Anne-Marie Ray 2015 GRAT made an annuity payment of 173,519 shares of Common Stock to Anne-Marie Ray, and each of the 2016 GRATs made annuity payments of shares of Common Stock to each of their respective trustees, James Byrne, Thomas Byrne, II, Joan Byrne Hall and Anne-Marie Ray, with 153,748 shares of Common Stock being paid to Anne-Marie Ray and 144,897 shares of Common Stock being paid to each of the other trustees. Following the annuity payments, each of James Byrne and Joan Byrne Hall assigned 94,897 shares of Common Stock to the James Bradley Byrne Revocable Trust and the Joan Byrne Hall Revocable Trust, respectively, and Anne-Marie Ray assigned 327,267 shares of Common Stock to the Anne-Marie Ray Revocable Trust. Each of the Revocable Trusts then assigned 50,000 shares, for a total of 200,000 shares of Common Stock, to the Barbara Bradley Baekgaard Family Foundation.

Robert J. Hall has acquired a total of 54,463 shares of Common Stock from the Issuer in connection with his service as a non-employee director of the Issuer, including 35,437 shares of Common Stock acquired upon vesting of restricted common shares upon completion of the Issuer's initial public offering in October 2010 and an aggregate of 19,026 shares of Common Stock acquired between March 2012 and March 2016 upon the vesting of restricted stock units that were granted to him annually, in his capacity as a director of the Issuer, under the Vera Bradley, Inc. 2010 Equity and Incentive Plan.

In 2004, Michael C. Ray purchased 1,772,027 shares of Common Stock from the Company's founders, Baekgaard and Patricia R. Miller, using the proceeds of a \$500,000 loan from Baekgaard and Patricia R. Miller that Mr. Ray subsequently repaid in full. In July 2010, the Issuer granted to Mr. Ray, who was, at the time, the Company's Chief Executive Officer, 155,923 restricted shares of the Issuer's Common Stock. The restricted shares vested upon completion of the Issuer's initial public offering in October 2010. In addition, in March 2012, Mr. Ray purchased 10,000 shares of Common Stock in the public trading markets, using his personal funds. In addition, Mr. Ray also received 10,059 shares of Common Stock as a result of the vesting, during 2012 and 2013, of restricted stock units granted to him under the Vera Bradley, Inc. 2010 Equity and Incentive Plan.

In 2009, Michael C. Ray transferred 885,996 shares of Common Stock to the Michael C. Ray 2009 Grantor Retained Annuity Trust (the 2009 GRAT) for the benefit of Mr. Ray's spouse and children. Anne-Marie Ray has served as the sole trustee of the 2009 GRAT since January 19, 2013. Michael C. Ray shares investment power with respect to the shares of the 2009 GRAT.

All share information in this Amendment with respect to transactions occurring prior to October 18, 2010 have been adjusted to reflect a 35.437-for-one stock split, which occurred on that date.

Item 5. Interest in Securities of the Issuer.

See the information contained on the cover pages of this Statement on Schedule 13D, which is incorporated herein by reference. The percentage of shares of Common Stock beneficially owned by each Reporting Person is based on 35,482,734 outstanding shares of Common Stock of the Issuer as of November 29, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended October 28, 2017. In computing the number of shares of Common Stock beneficially owned by a person, common shares subject to options, warrants or rights, if any, held by that person that are currently exercisable or are exercisable or vest within 60 days of the date hereof are deemed outstanding with respect to that person but are not deemed outstanding with respect to any other person.

See Item 3 for a description of transfers of shares of Common Stock among the Reporting Persons.

On September 29, 2017, December 28, 2017 and December 29, 2017, the Anne-Marie Ray Revocable Trust made charitable donations aggregating 120,000 shares of Common Stock.

On October 2, 2017 and December 28, 2017, the Foundation made charitable donations aggregating 68,210 shares of Common Stock.

On December 28, 2017, the Joan Byrne Hall Revocable Trust made charitable donations aggregating 38,400 shares of Common Stock.

On December 21, 2017, the Reporting Persons listed in the table below sold an aggregate of 36,877 shares of the Issuer's Common Stock in the public trading markets, in each case at an average sale price of \$12.33 per share of Common Stock.

Name	Number of Shares Sold
Michael C. Ray	4,108
Michael Ray 2009 Grantor Retained Annuity Trust	8,185
James Bradley Byrne Revocable Trust	12,292
Thomas Farrell Byrne II	12,292
Total	36,877

Except as otherwise set forth above, during the past 60 days, none of the Reporting Persons engaged in reportable transactions in the Issuer's Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 10, 2018

BARBARA B. BAEKGAARD 2009 GRANTOR RETAINED ANNUITY TRUST

By: /s/ Joan Byrne Hall
Joan Byrne Hall
Trustee

By: /s/ James B. Byrne
James B. Byrne
Trustee

BARBARA BRADLEY BAEKGAARD FAMILY FOUNDATION

By: /s/ Joan Byrne Hall
Joan Byrne Hall
Trustee

By: /s/ James B. Byrne
James B. Byrne
Trustee

By: /s/ Anne-Marie Ray
Anne-Marie Ray
Trustee

By: /s/ Thomas F. Byrne, II
Thomas F. Byrne, II
Trustee

By: /s/ Barbara B. Baekgaard
Barbara B. Baekgaard
Trustee

/s/ Robert J. Hall
Robert J. Hall

/s/ Joan Byrne Hall
Joan Byrne Hall

/s/ Michael C. Ray
Michael C. Ray

/s/ James B. Byrne
James B. Byrne

/s/ Thomas F. Byrne, II
Thomas F. Byrne, II

/s/ Anne-Marie Ray
Anne-Marie Ray