

Baekgaard Barbara B.  
Form SC 13D  
March 18, 2013

# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

## **SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

### **Vera Bradley, Inc.**

**(Name of Issuer)**

**Common Stock, No Par Value**

**(Title of Class of Securities)**

**92335C106**

**(CUSIP Number)**

**Jeffrey P. Bodle, 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)**

**January 19, 2013**

**(Date of Event Which Requires Filing of this Statement)**

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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 "

1 NAMES OF REPORTING PERSONS

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

(a)  x

3 (b)  ..  
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

IN  
7 SOLE VOTING POWER

NUMBER OF

SHARES

0 Shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

8,810,469 Shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 Shares

WITH

10 SHARED DISPOSITIVE POWER

8,810,469 Shares

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,810,469 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)

21.7%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAMES OF REPORTING PERSONS

Robert J. Hall

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

(a)  x

(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

7 SOLE VOTING POWER

NUMBER OF

SHARES

36,747 Shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

8,810,469 Shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

36,747 Shares

WITH

10 SHARED DISPOSITIVE POWER

8,810,469 Shares

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,847,216 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)

21.8%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

1 NAMES OF REPORTING PERSONS

Joan B. 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

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 Shares

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH

8,810,469 Shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 Shares

WITH 10 SHARED DISPOSITIVE POWER

8,810,469 Shares

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,810,469 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)

21.7%

14 TYPE OF REPORTING PERSON (See Instructions)

IN



1 NAMES OF REPORTING PERSONS

Michael C. Ray

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

(a)  x

(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

7  SOLE VOTING POWER

NUMBER OF

SHARES

965,058 Shares

BENEFICIALLY

8  SHARED VOTING POWER

OWNED BY

EACH

9,697,465 Shares (1)

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

965,058 Shares

WITH

10  SHARED DISPOSITIVE POWER

9,697,465 Shares (1)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,662,523 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)

26.3% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

- (1) Includes 885,996 shares held by the Michael Ray 2009 Grantor Retained Annuity Trust for the benefit of Mr. Ray's spouse and children and 1,000 shares owned by Mr. Ray's son who shares his household. Mr. Ray's spouse has served as the sole trustee of the Michael Ray 2009 Grantor Retained Annuity Trust since January 19, 2013. Mr. Ray disclaims beneficial ownership of and pecuniary interest in the 885,996 shares held by the Michael Ray 2009 Grantor Retained Annuity Trust and the 1,000 shares owned by his son who shares his household.

**Item 1. Security and Issuer.**

This statement relates to the shares of common stock, no par value ( Common Stock ), of Vera Bradley, Inc. (the Issuer ). The address of the Issuer s executive offices is 2208 Production Road, Fort Wayne, Indiana 46808.

**Item 2. Identity and Background.**

- (a) The persons filing this statement are Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the Trust ), Robert J. Hall, Joan B. Hall and Michael C. Ray (collectively with the Trust, the Reporting Persons ).
- (b) The business address of the Reporting Persons is c/o Vera Bradley, Inc., 2208 Production Road, Fort Wayne, Indiana 46808.
- (c) Robert J. Hall s principal occupation is principal of Andesite Holdings, a private investment firm that he founded in 2007. He also serves as the Chairman of the Issuer s Board of Directors. Joan B. Hall is the spouse of Robert J. Hall. Michael C. Ray s principal occupation is the Chief Executive Officer and Director of the Issuer.
- (d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body as a result of which proceeding the Reporting Person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Each of Robert J. Hall, Joan B. Hall and Michael C. Ray is a United States citizen. The Trust is governed by Indiana law.

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

Barbara B. Baekgaard ( Baekgaard ), co-founder, Chief Creative Director 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 (the Trust Shares ) to the Trust. On January 19, 2013, Baekgaard resigned as trustee of the Trust, and Joan B. Hall and Michael C. Ray were appointed as co-trustees of the Trust. Joan B. 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 the Issuer s Chief Executive Officer and a director, and is married to Baekgaard s daughter Ann-Marie Ray. When Baekgaard was serving as the sole trustee of the Trust, the Trust Shares were deemed indirectly beneficially owned by Baekgaard. Upon her resignation as the trustee, the Trust Shares are deemed directly beneficially owned by the Trust, and indirectly beneficially owned by its co-trustees Joan B.

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Hall and Michael C. Ray. Robert J. Hall is also deemed to indirectly beneficially own the Trust Shares since he is the spouse of Joan B. Hall. Each of Robert J. Hall and Michael C. Ray disclaims all pecuniary interest in the Trust Shares. Joan B. Hall disclaims all pecuniary interest in the Trust Shares except to the extent that any such pecuniary interest is allocated to her in accordance with the Trust documents.

Robert J. Hall acquired 36,747 shares of Common Stock in connection with his service as a non-employee director of the Issuer.

Michael C. Ray acquired 1,852,054 shares of Common Stock in connection with his service as the Chief Executive Officer of the Issuer. Of these shares, 965,058 shares are held by Michael C. Ray, and 885,996 shares are held by the Michael Ray 2009 Grantor Retained Annuity Trust for the benefit of Mr. Ray's spouse and children. 1,000 shares are owned by Mr. Ray's son who shares his household. Mr. Ray's spouse has served as the sole trustee of the Michael Ray 2009 Grantor Retained Annuity Trust since January 19, 2013. Mr. Ray disclaims beneficial ownership of and pecuniary interest in the 885,996 shares held by the Michael Ray 2009 Grantor Retained Annuity Trust and the 1,000 shares owned by his son who shares his household.

**Item 4. Purpose of Transaction.**

The Reporting Persons are holding the shares of Common Stock described in Item 3 above for investment purposes, without the intention of changing or influencing control of the Issuer or participating in any transaction having that purpose or effect.

The Reporting Persons retain the right to change their investment intent, from time to time to acquire additional shares of Common Stock or other securities of the Issuer, or to sell or otherwise dispose of (or enter into plans or arrangements to sell or otherwise dispose of), all or part of the shares of Common Stock or other securities of the Issuer, if any, beneficially owned by them, in any manner permitted by law. The Reporting Persons may engage from time to time in transactions with financial institutions and other parties with respect to the securities described herein as permitted by law. Other than a Reporting Person in his capacity as a director and/or an executive officer of the Issuer or as described above, none of the Reporting Persons currently has any plans or proposals which would be related to or would result in any of the matters described in Items 4(a)-(j) of the Instructions to Schedule 13D. However, as part of the ongoing evaluation of investment and investment alternatives, the Reporting Persons may consider such matters and, subject to applicable law, may formulate a plan with respect to such matters, and, from time to time, one or more Reporting Persons may hold discussions with or make formal proposals to management or the Board of Directors of the Issuer or other third parties regarding such matters as permitted by law.

**Item 5. Interest in Securities of the Issuer.**

- (a) 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 40,562,103 outstanding shares of Common Stock of the Issuer as of December 6, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended October 27, 2012. In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, common shares subject to options or warrants held by that person that are currently exercisable or exercisable within 60 days of March 18, 2013, are deemed outstanding but are not deemed outstanding for computing the percentage ownership of any other person. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to such securities.
- (b) See the information contained on the cover pages of this Statement on Schedule 13D, which is incorporated herein by reference.
- (c) There have been no reportable transactions with respect to the shares of Common Stock of the Issuer within the last 60 days by the Reporting Persons other than as described in this Schedule 13D.
- (d) Not applicable.
- (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**  
Not applicable.**Item 7. Material to be Filed as Exhibits.**

1. Joint Filing Agreement.

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: March 18, 2013

BARBARA B. BAEKGAARD 2009 GRANTOR RETAINED ANNUITY TRUST

By: /s/ Joan B. Hall  
Joan B. Hall  
Trustee

By: /s/ Michael C. Ray  
Michael C. Ray  
Trustee

ROBERT J. HALL

/s/ Robert J. Hall  
Robert J. Hall

JOAN B. HALL

/s/ Joan B. Hall  
Joan B. Hall

MICHAEL C. RAY

/s/ Michael C. Ray  
Michael C. Ray

Joint Filing Agreement

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree that this Schedule 13D and any amendments thereto are filed on behalf of each of them.

Dated: March 18, 2013

BARBARA B. BAEKGAARD 2009 GRANTOR RETAINED ANNUITY TRUST

By: /s/ Joan B. Hall  
Joan B. Hall  
Trustee

By: /s/ Michael C. Ray  
Michael C. Ray  
Trustee

ROBERT J. HALL

/s/ Robert J. Hall  
Robert J. Hall

JOAN B. HALL

/s/ Joan B. Hall  
Joan B. Hall

MICHAEL C. RAY

/s/ Michael C. Ray  
Michael C. Ray