Common Stock

Common Stock

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FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPE	ROVAL										
OMB Number:	3235-0287										
Estimated average burden											

Baekgaard

Baekgaard

Revocable Trust By Joan Byrne Hall 2017

Grantor

Retained Annuity Trust #1

Family Foundation By Joan Byrne Hall

Family Foundation By Barbara Bradley

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Check this box if no longer subject to

Section 16. For obligations may Instruction 1(b).			Filed		uant to Section 16( Section 30(h) of the					1934	ll.	nours per response:	0.5
1. Name and Address of Reporting Person*  Hall Joan B.  (Last) (First) (Middle)  C/O VERA BRADLEY, INC.					ora Bradley, In Date of Earliest Train (21/2019	<u>nc.</u> [ v	VRA	]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title X Other (specify below)  Member of a 10% owner group			
12420 STONEBRIDGE ROAD					Amendment, Date			`	, ,	Line	Form filed by Person	Group Filing (Chec y One Reporting P y More than One F	erson
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Ye	n 2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		, ,,,			5. Amount of Securities Beneficially Owned Followin Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect g (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			10/21/201	9		S	v	28,912 <sup>(1)</sup>	(A) or (D)	\$10.91 <sup>(2)</sup>	2,430,378 <sup>(3)</sup>	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock			10/22/201	9		S		27,875(1)	D	\$10.61(2)	2,402,503 <sup>(3)</sup>	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
													By Barbara Bradley

6,088(1)

7,125(1)

\$10.91<sup>(2)</sup>

\$10.61(2)

D

84,858(3)

77,733(3)

255,021

281,098

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

S

10/21/2019

10/22/2019

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	Iffe Premoverival Execution Date, if any (e.g., p (Month/Day/Year)	Uts <sub>de</sub> Ç	ecuri	of Non-File Secur Acqui (A) or Dispo of (D) (Instr. and 5	adives, rities ired osed	ifeatassis Expiration da <b>Aptialos</b> y/1	i <del>seletrof,</del> teanvertib	Under Deriva	tive ty (Instr. 3	8 Tripe (1) Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)	Instr.	5. Nu of Deriv Secui	ative	6. Date Exerc Expiration Da (Month/Day/\ Date Exercisable	te	Amou	Amount and It of Number ies Ving Ving IVe	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Explanation	Security of Respons	es:				(A) or Dispo				Securi and 4)	ty (Instr. 3		Following Reported	(I) (Instr. 4)	
1. The sales r	eported in this	Form 4 were effected	under a Rule 10b5-1	trading	plan ad	o <b>pte(D)</b>	y the re	eporting person	and the Barba	ara Brad	ley Baekgaa	rd Family Fou	ır <b>Tdanisactioli(s)</b> er	nber 21, 2018.	_
2. The prices reported are weighted average prices. The shares sold on October 21, 2019 were sold in multiple transactions at prices ranging from \$10.77 to \$11.23, inclusive, and the shares sold on October 22, 2019 were sold in multiple transactions at prices ranging from \$10.50 to \$10.93, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set for the inclusive is footnote.															
3. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest there 6.															
Remarks	:  -			Code	 	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares				
/s/ Joan B. Hall 10/23/2019															

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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).

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

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 Number.