

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

1. Name and Address of Reporting Person* <u>Miller P. Michael</u> (Last) (First) (Middle) <u>C/O VERA BRADLEY, INC.</u> <u>12420 STONEBRIDGE ROAD</u> (Street) <u>ROANOKE</u> <u>IN</u> <u>46783</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vera Bradley, Inc. [VRA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Shares								1,500,000	I	See Footnote ⁽¹⁾
Common Shares								1,421,811	I	See Footnote ⁽²⁾
Common Shares								112,478	D	
Common Shares	02/17/2021		S		16,230 ⁽³⁾	D	\$9.13 ⁽⁴⁾	957,695	I	See Footnote ⁽⁵⁾
Common Shares	02/18/2021		S		28,377 ⁽³⁾	D	\$9.11 ⁽⁴⁾	929,318	I	See Footnote ⁽⁵⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Shares reported in column 5 represent shares held by the Miller Marital Trust. P. Michael Miller and Patricia R. Miller are husband and wife. Patricia R. Miller is the trustee of the Miller Marital Trust.
2. Shares reported in column 5 represent shares held by Patricia R. Miller.
3. Represent shares sold under a Rule 10b5-1 plan.
4. The prices reported in column 4 are weighted average prices. These shares were sold in multiple transactions at prices ranging from \$9.00 to \$9.21, with respect to the shares sold on February 17, 2021, and \$9.00 to \$9.29, with respect to the shares sold on February 18, 2021. 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 ranges set forth in this footnote.
5. Shares reported in column 5 represent shares held by the Patricia R. Miller 2020 Annuity Trust. P. Michael Miller is the trustee of the Patricia R. Miller 2020 Annuity Trust.

/s/ Alyson Bohren, attorney-in-fact for P. Michael Miller

02/19/2021

** Signature of Reporting Person

Date

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

* 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.