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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 13)**

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**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)

**October 22, 2019**  
(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

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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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION IN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 2,402,503 Shares
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 2,402,503 Shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,402,503 Shares	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.1%	
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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 78,093 Shares
	8	SHARED VOTING POWER 3,016,355 Shares (1)
	9	SOLE DISPOSITIVE POWER 78,093 Shares
	10	SHARED DISPOSITIVE POWER 3,016,355 Shares (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,094,448 Shares (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.1% (1)	
14	TYPE OF REPORTING PERSON (See Instructions) IN	

- (1) Includes 2,402,503 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 77,733 shares held by the Barbara Bradley Baekgaard Family Foundation, 281,098 shares held by the Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1 and 255,021 shares held by the Joan Byrne Hall Revocable Trust.

1	NAMES OF REPORTING PERSONS Joan Byrne Hall	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 3,016,355 Shares (1)
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 3,016,355 Shares (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,016,355 Shares (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.9% (1)	
14	TYPE OF REPORTING PERSON (See Instructions) IN	

- (1) Includes 2,402,503 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 77,733 shares held by the Barbara Bradley Baekgaard Family Foundation, 281,098 shares held by the Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1 and 255,021 shares held by the Joan Byrne Hall Revocable Trust.

1	NAMES OF REPORTING PERSONS James B. Byrne	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 529,622 Shares (1)
	8	SHARED VOTING POWER 2,480,236 Shares (2)
	9	SOLE DISPOSITIVE POWER 529,622 Shares (1)
	10	SHARED DISPOSITIVE POWER 2,480,236 Shares (2)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,009,858 Shares (1)(2)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.9% (1)(2)	
14	TYPE OF REPORTING PERSON (See Instructions) IN	

- (1) Includes 281,098 shares held by the James B. Byrne 2017 Grantor Retained Annuity Trust #1 and 248,524 shares held by the James Bradley Byrne Revocable Trust.
- (2) Includes 2,402,503 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust and 77,733 shares held by the Barbara Bradley Baekgaard Family Foundation.

1	NAMES OF REPORTING PERSONS Thomas F. Byrne, II	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 529,622 Shares (1)
	8	SHARED VOTING POWER 2,480,236 Shares (2)
	9	SOLE DISPOSITIVE POWER 529,622 Shares (1)
	10	SHARED DISPOSITIVE POWER 2,480,236 Shares (2)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,009,858 Shares (1)(2)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.9% (1)(2)	
14	TYPE OF REPORTING PERSON (See Instructions) IN	

- (1) Includes 281,098 shares held by the Thomas F. Byrne, II 2017 Grantor Retained Annuity Trust #1 and 248,524 shares held by the Thomas Farrell Byrne II Revocable Trust.
- (2) Includes 2,402,503 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust and 77,733 shares held by the Barbara Bradley Baekgaard Family Foundation.

1	NAMES OF REPORTING PERSONS Michael C. Ray	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 3,014,988 Shares (1)
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 3,014,988 Shares (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,014,988 Shares (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.9% (1)	
14	TYPE OF REPORTING PERSON (See Instructions) IN	

- (1) Includes 2,402,503 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 77,733 shares held by the Barbara Bradley Baekgaard Family Foundation, 253,654 shares held by the Anne-Marie Ray Revocable Trust, and 281,098 shares held by the Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1.

1	NAMES OF REPORTING PERSONS Anne-Marie Ray	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 534,752 Shares (1)
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 3,014,988 Shares (1)(2)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,014,988 Shares (1)(2)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.9% (1)(2)	
14	TYPE OF REPORTING PERSON (See Instructions) IN	

- (1) Includes 253,654 shares held by the Anne-Marie Ray Revocable Trust, and 281,098 shares held by the Anne-Marie Ray 2017 Grantor Retained Annuity Trust #1.
- (2) Includes 2,402,503 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust and 77,733 shares held by the Barbara Bradley Baekgaard Family Foundation.

1	NAMES OF REPORTING PERSONS Barbara Bradley Baekgaard Family Foundation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 77,733 Shares
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 77,733 Shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 77,733 Shares	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.23%	
14	TYPE OF REPORTING PERSON (See Instructions) OO	

This Amendment No. 13 (“Amendment No. 13”) 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 the common stock, no par value (the “Common Stock”), of Vera Bradley, Inc. (the “Issuer”). Except as otherwise set forth herein, this Amendment No. 13 does not modify any information previously reported by the Reporting Persons in the Schedule 13D, as amended.

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

See the information contained on the cover pages of this Amendment No. 13, which is incorporated herein by reference. The percentage of shares of Common Stock beneficially owned by each Reporting Person is based on 33,988,547 outstanding shares of Common Stock of the Issuer as of September 4, 2019, as reported in the Issuer’s Form 10-Q/A for the quarterly period ended August 3, 2019. In computing the number of shares of Common Stock beneficially owned by a person, common shares subject to restricted stock units, 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.

Since September 5, 2019, the Trust and the Foundation sold shares of Common Stock as set forth below:

**Trust**

Date	Number of Shares Sold	Weighted Average Price
October 21, 2019	28,912	\$10.91
October 22, 2019	27,875	\$10.61

**Foundation**

Date	Number of Shares Sold	Weighted Average Price
October 21, 2019	6,088	\$10.91
October 22, 2019	7,125	\$10.61

All of the transactions listed above involved sales in the public trading markets pursuant to a Rule 10b5-1 trading plan adopted by the Trust and the Foundation on December 21, 2018.

In addition, on October 2, 2019, the Foundation made donations aggregating 14,280 shares of Common Stock to two charitable organizations.

**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: November 4, 2019

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