

☐ 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

1. Name and Address of Reporting Person* <u>Hall Robert J</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>04/05/2020</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 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of a 10% owner group</u> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/14/2020		S		26,865	D	\$7.47 ⁽¹⁾	468,389 ⁽²⁾	I	By Joan Byrne Hall Revocable Trust
Common Stock	12/15/2020		S		23,135	D	\$7.65	445,254 ⁽²⁾	I	By Joan Byrne Hall Revocable Trust
Common Stock								105,415 ⁽³⁾	D	
Common Stock								2,276,867 ⁽⁴⁾	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock								63,369 ⁽⁴⁾	I	By Barbara Bradley Baekgaard Family Foundation
Common Stock								34,065 ⁽²⁾	I	By Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1

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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. The prices reported are weighted average prices. The shares sold on December 14, 2020 were sold in multiple transactions at prices ranging from \$7.38 to \$7.57, inclusive, and the shares sold on December 15, 2020 were sold in multiple transactions at prices ranging from \$7.35 to \$7.83, 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 forth in this footnote.

2. On September 16, 2020, the Joan Byrne Hall 2017 Grantor Retained Annuity Trust #1 (the "2017 GRAT") made an annuity payment of 247,033 shares of Issuer common stock to the reporting person's spouse, who, in turn, assigned the shares to the Joan Byrne Hall Revocable Trust (the "Revocable Trust"). The reporting person's spouse is the settlor, sole trustee and sole annuitant of the 2017 GRAT and the settlor and sole trustee of the Revocable Trust.

3. The number of Issuer common stock shares reported reflects the reporting person's ownership of 6,489 restricted stock units, which vested on April 5, 2020.

4. The reporting person disclaims beneficial ownership of these shares.

Remarks:

/s/ Robert J. Hall

12/16/2020

** 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.