FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549
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Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
obligations may continue. See	
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response: 0.5

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

Name and Address of Reporting Person*     Dely Mark C				2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [ VRA ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner							
(Last)	(Fir	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/09/2023							X CI	below	Officer (give title below)  IEF ADMINIS		Other (s below) FIVE OFF	·		
12420 STONEBRIDGE ROAD				4. If Amendment, Date of Original Filed (Month/Day/Year)							)	6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)	KE IN	4	6783											Х	X Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
(City)	(Sta	ate) (Z	Zip)		Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										nded to				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da				Exec ay/Year) if any		A. Deemed recution Date, any lonth/Day/Year)				es Acquired (A) Of (D) (Instr. 3, 4		4 and Securi Benefi Owned		ties cially Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)		ice	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 12/09					2023			F		8,341	П	\$	7.52	15	50,780		D		
	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)	rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any		4. Transaction Code (Instr. 8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr	rities ired r osed )	6. Date Expirati (Month/	on Da	Securities Underlying Derivative Security (In 3 and 4)		unt of rities rlying ative rity (Inst 4)	De Ser (In:	Price of rivative curity str. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	e O s Fi illy D o g (I)	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	Title	Amous or Number of Shares	er					

**Explanation of Responses:** 

/s/ Alyson Bohren, attorneyin-fact for Mark C. Dely

12/11/2023

\*\* 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.