

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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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>Miller Patricia R.</u>  (Last) (First) (Middle) <u>C/O VERA BRADLEY, INC.</u> <u>12420 STONEBRIDGE ROAD</u>  (Street) <u>ROANOKE IN 46783</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vera Bradley, Inc. [ VRA ]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/24/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/24/2019		S		883,340	D	\$11.73 <sup>(4)</sup>	0	I	See Footnote <sup>(1)</sup>
Common Shares								1,500,000	I	See Footnote <sup>(2)</sup>
Common Shares								91,645	I	See Footnote <sup>(3)</sup>
Common Shares	12/24/2019		P		883,340	A	\$11.73 <sup>(5)</sup>	3,907,467	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)	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:**

- Shares reported in column 5 represent shares previously held by the Patricia R. Miller 2007 Family Trust. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Patricia R. Miller 2007 Family Trust.
- Shares reported in column 5 represent shares held by the Miller Marital Trust. Patricia R. Miller is the trustee of the Miller Marital Trust.
- Shares reported in column 5 represent shares held by P. Michael Miller. P. Michael Miller and Patricia R. Miller are husband and wife.
- The shares reported as sold in this row were previously held by the Patricia R. Miller 2007 Family Trust. On December 24, 2019, the trust transferred these shares to the reporting person in exchange for the substitution of property of equal value. The reporting person is reporting this transaction in the event that it is considered a sale transaction as opposed to a mere change in form of beneficial ownership.
- The shares reported as purchased in this row were previously held by the Patricia R. Miller 2007 Family Trust. On December 24, 2019, the trust transferred these shares to the reporting person in exchange for the substitution of property of equal value. The reporting person is reporting this transaction in the event that it is considered a purchase transaction as opposed to a mere change in form of beneficial ownership.

/s/ Alyson Bohren, attorney-in- 12/30/2019  
fact for Patricia R. Miller

\*\* 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.