

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Byrne Thomas Farrell II</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O VERA BRADLEY, INC.</u></p> <p><u>12420 STONEBRIDGE ROAD</u></p> <hr/> <p>(Street)</p> <p><u>ROANOKE</u> <u>IN</u> <u>46783</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p><u>Vera Bradley, Inc.</u> [ <u>VRA</u> ]</p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>12/14/2020</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <table border="0"> <tr> <td>Director</td> <td></td> <td>10% Owner</td> </tr> <tr> <td>Officer (give title below)</td> <td><u>X</u></td> <td>Other (specify below)</td> </tr> </table> <p><u>Member of a 10% owner group</u></p>	Director		10% Owner	Officer (give title below)	<u>X</u>	Other (specify below)
Director		10% Owner						
Officer (give title below)	<u>X</u>	Other (specify below)						
		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><u>X</u> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>						

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 Stock	12/14/2020		S		26,866	D	\$7.47 <sup>(1)</sup>	468,691 <sup>(2)</sup>	I	By Thomas Farrell Byrne II Revocable Trust
Common Stock	12/15/2020		S		23,134	D	\$7.65 <sup>(1)</sup>	445,557 <sup>(2)</sup>	I	By Thomas Farrell Byrne II Revocable Trust
Common Stock								2,276,867 <sup>(3)</sup>	I	By Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
Common Stock								63,369 <sup>(3)</sup>	I	By Barbara Bradley Baekgaard Family Foundation
Common Stock								34,065 <sup>(2)</sup>	I	By Thomas F. Byrne, II 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)
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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. Code	5. V	6. A	7. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	8. Date Exercisable or Expiration Date (Month/Day/Year)	9. Date and Title of Issuer or Underlying Security (Instr. 3 and 4)	10. Amount of Derivative Securities Underlying Derivative Security (Instr. 5)	11. Price of Derivative Security (Instr. 5)	12. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	13. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	14. Nature of Indirect Beneficial Ownership (Instr. 4)
1. The prices reported are weighted average prices. The shares sold on December 14, 2020 were sold in multiple transactions at prices ranging from \$7.36 to \$7.52 inclusive, and the shares sold on December 15, 2020 were sold in multiple transactions at prices ranging from \$7.35 to \$7.43 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 note.														
2. On September 16, 2020, the Thomas F. Byrne, II 2017 Grantor Retained Annuity Trust (the "2017 GRAT") made an annuity payment of 247,033 shares of the Issuer's common stock to the reporting person, who, in turn, assigned the shares to the Thomas F. Byrne II Revocable Trust (the "Revocable Trust"). The reporting person is the settlor, sole trustee and sole annuitant of the 2017 GRAT and the settlor and sole trustee of the Revocable Trust.														
3. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.														
Remarks:														
/s/ Thomas F. Byrne, II														
12/16/2020														
** Signature of Reporting Person														
Date														
Amount or Number of Shares														
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.

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