SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 or Section 30(h) of the Investment Company Act of 1940										
1. Name and Address of Reporting Person* Miller Patricia R.	2. Issuer Name and Ticker or Trading Symbol <u>Vera Bradley, Inc.</u> [VRA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner									
(Last) (First) (Middle) C/O VERA BRADLEY, INC.	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2021	 Officer (give title Other (specify below) below) 									
12420 STONEBRIDGE ROAD	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)									
(Street)		X Form filed by One Reporting Person									
ROANOKE IN 46783		Form filed by More than One Reporting Person									
(City) (State) (Zip)											

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1	Non Denvauv	e occumico /	thes Acquired, Disposed of, of Deficientially 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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Common Shares								1,500,000	Ι	See Footnote ⁽¹⁾		
Common Shares								120,779	Ι	See Footnote ⁽²⁾		
Common Shares								1,421,811	D			
Common Shares	05/12/2021		s		21,148 ⁽³⁾	D	\$10.51 ⁽⁴⁾	282,783	I	See Footnote ⁽⁵⁾		
Common Shares	05/13/2021		s		20,077 ⁽³⁾	D	\$10.47(4)	262,706	I	See Footnote ⁽⁵⁾		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puis, cais, warants, 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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares reported in column 5 represent shares held by the Miller Marital Trust. Patricia R. Miller is the trustee of the Miller Marital Trust.

2. Shares reported in column 5 represent shares held by P. Michael Miller. P. Michael Miller and Patricia R. Miller are husband and wife.

3. Represent shares sold under a Rule 10b5-1 plan.

4. The prices reported in column 4 are weighted average prices. These shares were sold in multiple transactions at prices ranging from \$10.28 to \$10.88, with respect to the shares sold on May 12, 2021, and \$10.23 and \$10.69, with respect to the shares sold on May 13, 2021. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc. or the staff of the Securities & Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

5. Shares reported in column 5 represent shares held by the Patricia R. Miller 2020 Annuity Trust. P. Michael Miller is the trustee of the Patricia R. Miller 2020 Annuity Trust.

<u>/s/ Alyson Bohren, attorney-</u> in-fact for Patricia R. Miller Date

05/14/2021

** Signature of Reporting Person

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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See