

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Byrne James Bradley</u>  (Last) (First) (Middle) C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD  (Street) ROANOKE IN 46783  (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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of a 10% owner group</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2020	
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 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 James Bradley Byrne Revocable Trust
Common Stock	12/15/2020		S		23,134	D	\$7.65 <sup>(1)</sup>	445,557 <sup>(2)</sup>	I	By James Bradley Byrne 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 James B. Byrne 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 Beneficial Ownership (Instr. 4)
					(A)	(D)	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 James B. Byrne 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, who, in turn, assigned the shares to the James Bradley Byrne 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/ James B. Byrne

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.

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