

Vera Bradley, Inc.  
Form 8-K  
June 01, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): May 31, 2018

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VERA BRADLEY, INC.  
(Exact name of registrant as specified in its charter)

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|--|-----------------------------|--------------------------------------|
| Indiana  | 001-34918                   | 27-2935063                           |
| (State or Other Jurisdiction<br>of Incorporation)                                  | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 12420 Stonebridge Road,<br>Roanoke, Indiana  | 46783                       |                                      |
| (Address of Principal Executive Offices)   | (Zip Code)                  |                                      |
| (877) 708-8372   |                             |                                      |
| (Registrant's telephone number, including area code)                               |                             |                                      |
| None   |                             |                                      |
| (Former name, former address and former fiscal year, if changed since last report) |                             |                                      |

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications
- pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule
- 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
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Pre-commencement  
communications  
pursuant to Rule  
14d-2(b) under the  
Exchange Act (17  
CFR 240.14d-2(b))

o Pre-commencement  
communications  
pursuant to Rule  
13e-4(c) under the  
Exchange Act (17  
CFR 240.13e-4(c))

Indicate by check mark  
whether the registrant  
is an emerging growth  
company as defined in  
Rule 405 of the  
Securities Act of 1933  
(§230.405 of this  
chapter) or Rule 12b-2  
of the Securities  
Exchange Act of 1934  
(§240.12b-2 of this  
chapter).

Emerging growth  
company o

If an emerging growth  
company, indicate by  
check mark if the  
registrant has elected  
not to use the extended  
transition period for  
complying with any  
new or revised  
financial accounting  
standards provided  
pursuant to Section  
13(a) of the Exchange  
Act. o

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Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company's 2018 Annual Meeting of Shareholders was held on May 31, 2018. At the meeting, the Company's shareholders:

- (1) elected Robert J. Hall, P. Michael Miller, and Edward M. Schmults to serve as Class II Directors of the Company's Board of Directors;
- (2) ratified the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending February 2, 2019; and
- (3) approved, on an advisory basis, the compensation of the Company's named executive officers.

Set forth below, with respect to each such matter, are the number of votes cast for or against, the number of abstentions, and the number of broker non-votes.

(1) Election of Directors

| Nominee            | For        | Withhold   | Broker Non-Votes |
|--------------------|------------|------------|------------------|
| Robert J. Hall     | 29,038,439 | 959,031    | 2,652,794        |
| P. Michael Miller  | 25,378,326 | 4,619,144  | 2,652,794        |
| Edward M. Schmults | 19,889,825 | 10,107,645 | 2,652,794        |

(2) Ratification of Appointment of Independent Registered Public Accounting Firm

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 32,607,993 | 35,836  | 6,435       | —                |

(3) Advisory Approval of the Company's Named Executive Officer Compensation

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 24,753,275 | 4,737,366 | 506,829     | 2,652,794        |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Vera Bradley, Inc.  
(Registrant)

June 1, 2018 /s/ Mark C. Dely  
Mark C. Dely  
Chief Administrative Officer