

Vera Bradley, Inc.  
Form 8-K  
March 06, 2019

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): February 28, 2019

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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

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective February 28, 2019, the Board of Directors of Vera Bradley, Inc. (the “Company”) amended the Company's Amended and Restated Bylaws (“Bylaws”) to eliminate the classified structure of the Board and to elect each director to serve for a one-year term upon expiration of his or her existing term.

The description of the amendment to the Bylaws above is qualified in its entirety to the text of the Amended and Restated Bylaws through February 28, 2019, which are attached as Exhibit 3.2 to this Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.2 Vera Bradley, Inc. Amended and Restated Bylaws through February 28, 2019

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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)

March 6, 2019 /s/ Mark C. Dely  
Mark C. Dely  
Chief Administrative Officer