

Vera Bradley, Inc.  
Form 8-K  
June 01, 2016

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 26, 2016

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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    (Commission    (IRS Employer  
of Incorporation)                      File Number)    Identification No.)

12420 Stonebridge Road,                                      46783  
Roanoke, Indiana  
(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)

Pre-commencement  
communications  
pursuant to Rule  
o 14d-2(b) under the  
Exchange Act (17  
CFR 240.14d-2(b))

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

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

The Company's 2016 Annual Meeting of Shareholders was held on May 26, 2016. At the meeting, the Company's shareholders:

- (1) elected Barbara Bradley Baekgaard, Richard Baum, Patricia R. Miller, and Frances P. Philip to serve as Class III directors of the Company's board of directors; and
- (2) ratified the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending January 28, 2017.

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 |
|---------------------------|------------|-----------|------------------|
| Barbara Bradley Baekgaard | 32,480,821 | 1,138,704 | 1,865,296        |
| Richard Baum              | 32,362,336 | 1,257,189 | 1,865,296        |
| Patricia R. Miller        | 31,787,779 | 1,831,746 | 1,865,296        |
| Frances P. Philip         | 26,233,835 | 7,385,690 | 1,865,296        |

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

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 35,460,401 | 22,236  | 2,184       | 1,865,296        |

**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)

Date: June 1, 2016 /s/ Sheryl Miller  
Sheryl Miller  
Vice President – Corporate Controller