

Vera Bradley, Inc.  
Form 8-K/A  
October 24, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**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 25, 2011**

**VERA BRADLEY, INC.**

(Exact name of registrant as specified in its charter)

**Indiana**

(State or Other Jurisdiction of Incorporation)

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**001-34918**  
(Commission File Number)

**27-2935063**  
(IRS Employer Identification No.)

**2208 Production Road, Fort Wayne, Indiana**  
(Address of Principal Executive Offices)

**46808**  
(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)

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 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Explanatory Note**

This Current Report on Form 8-K/A is being filed as an amendment (the Amendment ) to the Current Report on Form 8-K filed by Vera Bradley, Inc. (the Company ) on June 27, 2011 (the Original 8-K ). The Original 8-K was filed to, among other things, report the results of the matters submitted to a vote at the 2011 Annual Meeting of Shareholders held on June 22, 2011 (the 2011 Annual Meeting ). The sole purpose of this Amendment is to disclose the Company s decision regarding the frequency of the shareholder advisory (non-binding) vote on executive compensation. Except for the forgoing, this Amendment does not modify or update any other disclosure contained in the Original 8-K.

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

The Company is filing this Amendment to the Original 8-K to report that, consistent with the voting results at the 2011 Annual Meeting, the Company has determined to hold an advisory vote on the compensation of the Company s named executive officers every three years until the next non-binding shareholder vote on the frequency of shareholder votes on executive compensation, or until the Board of Directors otherwise determines a different frequency for such non-binding votes.

**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 hereunto duly authorized.

Date: October 24, 2011

Vera Bradley, Inc.

/s/ Jeffrey A. Blade  
Jeffrey A. Blade  
Executive Vice President Chief

Financial and Administrative Officer