

Vera Bradley, Inc.  
Form 8-K  
June 27, 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): June 26, 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

Item 8.01 Other Events.

On June 26, 2018, Vera Bradley, Inc. (the "Company") agreed to repurchase 200,000 common shares from the Barbara B Baekgaard 2009 Grantor Retained Annuity Trust (the "Trust") at a price of \$14.43 per share, representing an approximate four percent (4%) discount from the closing price of \$15.03 on June 25, 2018. The Trust was established by the Company's co-founder, Barbara Bradley Baekgaard, and is managed by two of Ms. Baekgaard's children, Joan Byrne Hall (who is also the spouse of the Company's chairman) and James Bradley Byrne. The transaction was approved by the Company's Audit Committee and was effected as part of the Company's previously announced share repurchase program. Following the Company's June 26, 2018 repurchase, the Trust remains the beneficial owner of 2,810,469 of the Company's common shares, or approximately 7.9% of the outstanding common shares, and approximately \$10.5 million remained available under the Company's share repurchase program.

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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)

June 27, 2018 /s/ John Enwright  
John Enwright  
Chief Financial Officer