Vera Bradley, Inc.
Form 10-Q
December 12, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended November 3, 2018
OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period From to
Commission File Number: 001-34918

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

Indiana	27-2935063
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
12420 Stonebridge Road, 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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨
		Emerging growth company	¨

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. ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

The registrant had 34,666,924 shares of its common stock outstanding as of December 5, 2018.

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FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical or current fact included in this report are forward-looking statements. Forward-looking statements refer to our current expectations and projections relating to our financial condition, results of operations, plans, objectives, strategies, future performance, and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "might," "will," "should," "can have," and "li words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. For example, all statements we make relating to our estimated and projected earnings, revenues, costs, expenditures, cash flows, growth rates, and financial results, our plans and objectives for future operations, growth, initiatives, or strategies, or the expected outcome or impact of pending or threatened litigation are forward-looking statements. Forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including:

- possible inability to successfully implement our long-term strategic plan, including our Vision 20/20 initiatives;
- possible continued declines in our comparable sales;
- possible inability to maintain and enhance our brand;
- possible failure of our multi-channel distribution model;
- possible adverse changes in general economic conditions and their impact on consumer confidence and consumer spending;
- possible inability to predict and respond in a timely manner to changes in consumer demand;
- possible inability to successfully open new stores and/or operate current stores as planned;
- possible loss of key management or design associates or inability to attract and retain the talent required for our business;
- possible ramifications from the payment card incident disclosed in October 2016;
- possible data security or privacy breaches or disruptions in our computer systems or website; and
- possible new or increased tariffs on our products that could lead to increased product costs and lower profit margins.

We derive many of our forward-looking statements from our operating plans and forecasts, which are based upon detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. For a discussion of risks and uncertainties that could cause actual results to differ materially from those contained in our forward-looking statements, please refer to "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the fiscal year ended February 3, 2018.

We caution you that the risks and uncertainties identified by us may not be all of the factors that are important to you. Furthermore, the forward-looking statements included in this report are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events, or otherwise, except as required by law.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Vera Bradley, Inc.
Condensed Consolidated Balance Sheets
(in thousands)
(unaudited)

	November 3, 2018	February 3, 2018
Assets		
Current assets:		
Cash and cash equivalents	$ 62,314	$ 68,751
Short-term investments	46,026	54,150
Accounts receivable, net	23,514	15,566
Inventories	96,275	87,838
Income taxes receivable	5,314	4,391
Prepaid expenses and other current assets	10,620	11,327
Total current assets	244,063	242,023
Property, plant, and equipment, net	79,936	86,463
Long-term investments	23,247	15,515
Deferred income taxes	4,687	5,385
Other assets	1,076	1,283
Total assets	$ 353,009	$ 350,669
Liabilities and Shareholders’ Equity		
Current liabilities:		
Accounts payable	$ 14,651	$ 13,503
Accrued employment costs	9,587	13,616
Other accrued liabilities	13,733	12,343
Income taxes payable	1,292	812
Total current liabilities	39,263	40,274
Long-term liabilities	23,864	25,112
Total liabilities	63,127	65,386
Commitments and contingencies		
Shareholders’ equity:		
Preferred stock; 5,000 shares authorized, no shares issued or outstanding	—	—
Common stock, without par value; 200,000 shares authorized, 41,282 and 41,102 shares issued and 34,856 and 35,459 shares outstanding, respectively	—	—
Additional paid-in-capital	94,342	91,192
Retained earnings	283,375	270,783
Accumulated other comprehensive loss	(143)	(114)
Treasury stock	(87,692)	(76,578)
Total shareholders’ equity	289,882	285,283
Total liabilities and shareholders’ equity	$ 353,009	$ 350,669

The accompanying notes are an integral part of these financial statements.

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Vera Bradley, Inc.
Condensed Consolidated Statements of Operations
(in thousands, except per share data)
(unaudited)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Net revenues	$97,688	$114,095	$297,904	$322,648
Cost of sales	40,536	50,266	126,396	142,826
Gross profit	57,152	63,829	171,508	179,822
Selling, general, and administrative expenses	51,866	63,511	156,341	181,029
Other income	57	144	280	574
Operating income (loss)	5,343	462	15,447	(633)
Interest income, net	(175)	(122)	(677)	(257)
Income (loss) before income taxes	5,518	584	16,124	(376)
Income tax expense	1,292	225	3,986	1,121
Net income (loss)	$4,226	$359	$12,138	$(1,497)
Basic weighted-average shares outstanding	35,219	35,885	35,431	36,081
Diluted weighted-average shares outstanding	35,496	35,959	35,654	36,081
Basic net income (loss) per share	$0.12	$0.01	$0.34	$(0.04)
Diluted net income (loss) per share	$0.12	$0.01	$0.34	$(0.04)

The accompanying notes are an integral part of these financial statements.

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Vera Bradley, Inc.
Condensed Consolidated Statements of Comprehensive Income
(in thousands)
(unaudited)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Net income (loss)	$ 4,226	$ 359	$ 12,138	$ (1,497)
Unrealized (loss) gain on available-for-sale debt investments	(43)	(22)	(31)	12
Cumulative translation adjustment	9	7	2	(10)
Comprehensive income (loss), net of tax	$ 4,192	$ 344	$ 12,109	$ (1,495)

The accompanying notes are an integral part of these financial statements.

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Vera Bradley, Inc.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017
Cash flows from operating activities		
Net income (loss)	$12,138	$ (1,497)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation of property, plant, and equipment	12,402	14,992
Impairment charges	—	5,852
Provision for doubtful accounts	154	138
Stock-based compensation	3,697	2,522
Deferred income taxes	540	7
Cash gain on investments	32	154
Other non-cash charges, net	266	38
Changes in assets and liabilities:		
Accounts receivable	(7,442)	(4,205)
Inventories	(8,688)	2,162
Prepaid expenses and other assets	1,074	670
Accounts payable	1,313	(11,085)
Income taxes	(443)	84
Accrued and other liabilities	(3,440)	(2,341)
Net cash provided by operating activities	11,603	7,491
Cash flows from investing activities		
Purchases of property, plant, and equipment	(6,605)	(8,923)
Purchases of investments	(55,144)	(44,412)
Proceeds from maturities and sales of investments	55,209	37,600
Net cash used in investing activities	(6,540)	(15,735)
Cash flows from financing activities		
Tax withholdings for equity compensation	(547)	(610)
Repurchase of common stock	(10,795)	(6,126)
Payments of debt-issuance costs	(160)	(113)
Net cash used in financing activities	(11,502)	(6,849)
Effect of exchange rate changes on cash and cash equivalents	2	(10)
Net decrease in cash and cash equivalents	(6,437)	(15,103)
Cash and cash equivalents, beginning of period	68,751	86,375
Cash and cash equivalents, end of period	$62,314	$ 71,272
Supplemental disclosure of cash flow information		
Cash paid for income taxes, net	$3,921	$ 852
Supplemental disclosure of non-cash activity		
Non-cash operating, investing, and financing activities		
Repurchase of common stock		
Expenditures incurred but not yet paid as of November 3, 2018 and October 28, 2017	$319	$ 138
Expenditures incurred but not yet paid as of February 3, 2018 and January 28, 2017	$—	$ —
Purchases of property, plant, and equipment		

Expenditures incurred but not yet paid as of November 3, 2018 and October 28, 2017	$455	$ 1,779
Expenditures incurred but not yet paid as of February 3, 2018 and January 28, 2017	$1,183	$ 2,204

The accompanying notes are an integral part of these financial statements.

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Vera Bradley, Inc.
Notes to the Condensed Consolidated Financial Statements
(unaudited)

1. Description of the Company and Basis of Presentation

The terms "Company" and "Vera Bradley" refer to Vera Bradley, Inc. and its subsidiaries, except where the context requires otherwise or where otherwise indicated.

Vera Bradley is a leading designer of women's handbags, luggage and travel items, fashion and home accessories, and unique gifts. Founded in 1982 by friends Barbara Bradley Baekgaard and Patricia R. Miller, the brand's innovative designs, iconic patterns, and brilliant colors continue to inspire and connect women.

Vera Bradley offers a unique, multi-channel sales model, as well as a focus on service and a high level of customer engagement. The Company sells its products through two reportable segments: Direct and Indirect. The Direct business consists of sales of Vera Bradley products through the Company's full-line and factory outlet stores in the United States; verabradley.com; the Company's online outlet site; and the Company's annual outlet sale in Fort Wayne, Indiana. As of November 3, 2018, the Company operated 102 full-line stores and 57 factory outlet stores. The Indirect business consists of sales of Vera Bradley products to approximately 2,300 specialty retail locations, substantially all of which are located in the United States, as well as department stores, national accounts, third-party e-commerce sites, third-party inventory liquidators, and royalties recognized through licensing agreements.

The accompanying unaudited consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been condensed or omitted as permitted by such rules and regulations. These interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2018, filed with the SEC.

The interim financial statements reflect all adjustments that are, in the opinion of management, necessary to present fairly the results for the interim periods presented. All such adjustments are of a normal, recurring nature. The results of operations for the thirteen and thirty-nine weeks ended November 3, 2018, are not necessarily indicative of the results to be expected for the full fiscal year.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. The Company has eliminated intercompany balances and transactions in consolidation.

Fiscal Periods

The Company's fiscal year ends on the Saturday closest to January 31. References to the fiscal quarters ended November 3, 2018 and October 28, 2017, refer to the thirteen-week periods ended on those dates.

Revenue Recognition and Accounts Receivable

Vera Bradley product sales to Direct and Indirect customers, including amounts billed to customers for shipping fees, as well as royalties from the Company's licensing arrangements, are included in net revenues. Costs related to shipping of product are classified in cost of sales in the Condensed Consolidated Statements of Operations. The Company has elected to treat shipping and handling activities that occur after the customer has obtained control of a good as an activity to fulfill the promise to transfer the product rather than as an additional promised service. Net revenues exclude sales taxes collected from customers and remitted to governmental authorities from the transaction price.

Revenue from the sale of the Company's products is recognized when control of the promised goods or services is transferred to customers, in the amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Revenue is recognized using the five-step model identified in Accounting Standards Codification ("ASC") Topic 606. These steps are: (i) identify the contract with the customer; (ii) identify the performance obligations; (iii) determine the transaction price; (iv) allocate the transaction price to each performance obligation; and (v) recognize revenue as the performance obligations are satisfied.

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Vera Bradley, Inc.
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The Company collects payment at the point of sale for full-line and factory outlet store transactions and upon shipment for e-commerce transactions. The Company generally collects payment in arrears in accordance with established payment terms for each customer within the Indirect segment.
Historical experience provides the Company the ability to reasonably estimate the amount of product sales that customers will return. Product returns are often resalable through multiple channels. Additionally, the Company reserves for customer allowances for certain Indirect retailers based upon various contract terms and other potential product credits granted to Indirect retailers.
The Company establishes an allowance for doubtful accounts based on historical experience and customer-specific identification and believes that collections of receivables, net of the allowance for doubtful accounts, are reasonably assured. The allowance for doubtful accounts was approximately \$0.3 million and \$0.9 million as of November 3, 2018 and February 3, 2018, respectively.
The Company sells gift cards with no expiration dates to customers and does not charge administrative fees on unused gift cards. Gift cards issued by the Company are recorded as a liability until they are redeemed, at which point revenue is recognized. In addition, the Company recognizes revenue on estimated unredeemed gift cards based upon the historical patterns of gift card redemption. During the thirteen and thirty-nine weeks ended November 3, 2018, the Company recorded an immaterial amount of revenue related to gift card breakage. Gift card breakage is included in net revenues in the Condensed Consolidated Statements of Operations, as well as Direct segment net revenues for the current-year period. The Company did not recognize gift card breakage revenue within net revenues in the comparable prior-year period as ASC Topic 606 was adopted using the modified retrospective transition approach with an immaterial adjustment to fiscal 2019 beginning retained earnings. Refer to Note 2 herein for additional information regarding the Company’s net revenues and its policies.
Operating Leases and Tenant-Improvement Allowances
The Company has leases that contain rent holidays and predetermined, fixed escalations of minimum rentals. For each of these leases, the Company recognizes the related rent expense on a straight-line basis commencing on the date of initial possession of the leased property. The Company records the difference between the recognized rent expense and the amount payable under the lease as a deferred rent liability. As of November 3, 2018 and February 3, 2018, deferred rent liability was \$12.9 million and is included within long-term liabilities on the Condensed Consolidated Balance Sheets.
The Company receives tenant-improvement allowances from some of the landlords of its leased properties. These allowances generally are in the form of cash received by the Company from its landlords as part of the negotiated lease terms. The Company records each tenant-improvement allowance as a deferred credit and amortizes the allowance on a straight-line basis as a reduction to rent expense over the term of the lease, commencing on the possession date. As of November 3, 2018 and February 3, 2018, the deferred lease credit liability was \$13.5 million and \$14.6 million, respectively. Of these amounts, \$2.6 million and \$2.4 million is included within other accrued liabilities as of November 3, 2018 and February 3, 2018, respectively; \$10.9 million and \$12.2 million is included within long-term liabilities as of November 3, 2018 and February 3, 2018, respectively.
Recently Issued Accounting Pronouncements
Recently Adopted Accounting Pronouncements
In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, Revenue from Contracts with Customers. This guidance requires companies to recognize revenue in a manner that depicts the transfer of promised goods or services to customers in amounts that reflect the consideration to which a company expects to be entitled in exchange for those goods or services. The standard also requires enhanced disclosures about the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The standard allows for either a full retrospective or a modified retrospective transition

method. In August 2015, the FASB issued ASU 2015-14 to defer the effective date of ASU 2014-09 for all entities by one year to annual periods beginning after December 15, 2017, including interim periods within that reporting period, which for the Company was February 4, 2018 (the beginning of the Company’s fiscal 2019).

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Vera Bradley, Inc.
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The Company adopted this standard in the first quarter of fiscal 2019 using the modified retrospective method with a $0.5 million cumulative adjustment to beginning retained earnings. As a result of this adoption method, the prior-year period presented in the Company's Condensed Consolidated Financial Statements was not recast.
The Company no longer adjusts revenue for shipments not yet received at each reporting period as it recognizes revenue as control is passed to the customer. It was determined that control is passed to the customer upon shipment, consistent with when legal title is passed. This accelerates the recognition of revenue at each reporting period compared to the Company's historical practice.
Revenue for unredeemed gift cards is estimated and recognized based on the historical patterns of gift card redemption. Historically, the Company recognized revenue for gift card breakage when the likelihood of the customer exercising their remaining rights became remote. The new revenue standard results in accelerated recognition of gift card breakage revenue at each reporting period compared to the Company's historical practice.
Revenue associated with contractually guaranteed minimum royalties in sales-based royalty arrangements is recognized straight-line over the remaining license period once determined that the minimum sales level will not be achieved. Historically, the Company recognized any excess of the guaranteed minimum royalty over the actual royalties earned at the end of the license period.
Certain liabilities for estimated product returns have been re-classified to other accrued liabilities from a contra-asset within accounts receivable, net, as of the adoption date.
Refer to Note 2 herein for additional information regarding the adoption of ASC 606.
Recently Issued Accounting Pronouncements Not Yet Adopted
In February 2016, the FASB issued ASU 2016-02, Leases, which increases transparency and comparability among organizations by requiring lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by leases and disclosing key information about leasing arrangements. This guidance is effective for interim and annual periods beginning on or after December 15, 2018. In July 2018, the FASB issued ASU 2018-11 for targeted improvements, including the option of allowing entities to initially apply the new leases standard at the adoption date (February 3, 2019 for the Company) and recognize a cumulative-effect adjustment to the opening balance of retained earnings. The Company plans to adopt the standard using this adoption method and is on track to adopt the standard on February 3, 2019. In addition, the Company anticipates electing certain practical expedients and transition reliefs, including the short-term lease recognition exemption, which excludes leases with a term of 12 months or less from recognition on the balance sheet, recognizing lease components and nonlease components together as a single lease component, and the transition relief package which, among other things, includes not reassessing the lease classification or whether a contract is or contains a lease.
The Company has operating leases at all of its retail stores; therefore, the adoption of this standard will result in a material increase of assets and liabilities on the Company's Consolidated Balance Sheets. The Company is continuing to evaluate the impact on its consolidated results of operations and cash flows.
In August 2018, the FASB issued ASU 2018-13, Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurements. The amendments in this update remove, modify, and add certain disclosure requirements to ASC 820, Fair Value Measurement. This guidance is effective for interim and annual periods beginning on or after December 15, 2019 (fiscal 2021). Early adoption is permitted, and certain amendments are to be adopted prospectively for only the most recent annual or interim period presented in the initial year of adoption or retrospectively. The Company is currently evaluating the impact of the guidance on its consolidated financial statements.
In August 2018, the FASB issued ASU 2018-15, Customers Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract, which aligns the requirements for capitalizing or expensing implementation costs in hosting arrangements (regardless of whether they convey a license to the hosted software)

with capitalizing or expensing implementation costs incurred to develop or obtain internal-use software. This guidance is effective for interim and annual periods beginning on or after December 15, 2019 (fiscal 2021). Early adoption is permitted, and the amendments can be adopted either retrospectively or prospectively. The Company is currently evaluating the impact of the guidance on its consolidated financial statements.

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2. Revenue from Contracts with Customers
The Company adopted ASC Topic 606 beginning in the first quarter of fiscal 2019 using the modified retrospective adoption method. Accordingly, disclosures herein required by the standard were excluded for the prior-year period.

The following tables illustrate the financial statement line items that were impacted as a result of the adoption of ASC 606 as of and for the thirteen and thirty-nine weeks ended November 3, 2018. These adjustments are a result of adjusting for shipments not yet received by customers, gift card breakage revenue, and the re-classification of certain liabilities for estimated product returns, which are further described in Note 1 herein (schedules in thousands).

	November 3, 2018		
	As Reported	Adjustments	Balances Under Prior U.S. GAAP
Condensed Consolidated Balance Sheet			
Accounts receivable, net	$23,514	$ (2,739)	$20,775
Inventories	96,275	951	97,226
Income taxes receivable	5,314	328	5,642
Total current assets	244,063	(1,460)	242,603
Deferred income taxes	4,687	118	4,805
Total assets	353,009	(1,342)	351,667
Other accrued liabilities	13,733	11	13,744
Total current liabilities	39,263	11	39,274
Total liabilities	63,127	11	63,138
Retained earnings	283,375	(1,353)	282,022
Total shareholders’ equity	289,882	(1,353)	288,529
Total liabilities and shareholders’ equity	353,009	(1,342)	351,667

	Thirteen Weeks Ended November 3, 2018		
	As Reported	Adjustments	Amounts Under Prior U.S. GAAP
Condensed Consolidated Statement of Operations			
Net revenues	$97,688	$ 1,027	$98,715
Cost of sales	40,536	392	40,928
Gross profit	57,152	635	57,787
Operating income	5,343	635	5,978
Income before income taxes	5,518	635	6,153
Income tax expense	1,292	155	1,447
Net income	4,226	480	4,706

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(unaudited)

	Thirty-Nine Weeks Ended November 3, 2018		
	As Reported	Adjustments	Amounts Under Prior U.S. GAAP
Condensed Consolidated Statement of Operations			
Net revenues	$297,904	$ (1,887)	$296,017
Cost of sales	126,396	(700)	125,696
Gross profit (loss)	171,508	(1,187)	170,321
Operating income (loss)	15,447	(1,187)	14,260
Income (loss) before income taxes	16,124	(1,187)	14,937
Income tax expense (benefit)	3,986	(288)	3,698
Net income (loss)	12,138	(899)	11,239

	Thirty-Nine Weeks Ended November 3, 2018		
	As Reported	Adjustments	Amounts Under Prior U.S. GAAP
Condensed Consolidated Statement of Cash Flows			
Cash flows from operating activities			
Net income (loss)	$12,138	$ (899)	$11,239
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Deferred income taxes	540	40	580
Changes in assets and liabilities:			
Accounts receivable	(7,442)	2,079	(5,363)
Inventories	(8,688)	(700)	(9,388)
Income taxes	(443)	(328)	(771)
Accrued and other liabilities	(3,440)	(192)	(3,632)

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Vera Bradley, Inc.
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(unaudited)

Disaggregation of Revenue
The following presents the Company's net revenues disaggregated by product category for the thirteen and thirty-nine weeks ended November 3, 2018 (in thousands):

	Thirteen Weeks Ended November 3, 2018		
	Direct Segment	Indirect Segment	Total
Product categories			
Bags	$31,059	$11,224	$42,283
Travel	18,425	5,830	24,255
Accessories	16,932	4,488	21,420
Home	5,369	952	6,321
Other	1,674 (1)	1,735 (2)	3,409
Total net revenues	$73,459 (3)	$24,229 (4)	$97,688

(1) Primarily includes net revenues from stationery, apparel/footwear, freight, and gift card breakage.
(2) Primarily includes net revenues from licensing agreements, freight, apparel/footwear, and merchandising.
(3) Net revenues were related to product sales recognized at a point in time.
(4) $23.2 million of net revenues related to product sales recognized at a point in time and $1.0 million of net revenues related to sales-based royalties recognized over time.

	Thirty-Nine Weeks Ended November 3, 2018		
	Direct Segment	Indirect Segment	Total
Product categories			
Bags	$95,853	$33,767	$129,620
Travel	59,607	14,880	74,487
Accessories	52,872	13,071	65,943
Home	15,683	1,788	17,471
Other	5,997 (1)	4,386 (2)	10,383
Total net revenues	$230,012 (3)	$67,892 (4)	$297,904

(1) Primarily includes net revenues from stationery, apparel/footwear, freight, and gift card breakage.
(2) Primarily includes net revenues from licensing agreements, freight, apparel/footwear, and merchandising.

(3) Net revenues were related to product sales recognized at a point in time.
(4) $65.1 million of net revenues related to product sales recognized at a point in time and $2.8 million of net revenues related to sales-based royalties recognized over time.

Contract Balances

Contract liabilities as of November 3, 2018, consisted of $1.2 million of unearned revenue related to unredeemed gift cards and an immaterial amount of unearned revenue for pre-payments of royalties in certain of the Company’s licensing arrangements. These contract liabilities are recognized within other accrued liabilities on the Company’s Condensed Consolidated Balance Sheets. The Company did not have contract assets as of November 3, 2018.

The balance for accounts receivable from contracts with customers, net of allowances, as of November 3, 2018 was $19.8 million, which is recognized within accounts receivable, net, on the Company’s Condensed Consolidated Balance Sheets. The provision for doubtful accounts was $0.2 million for the thirty-nine weeks ended November 3, 2018.

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Performance Obligations

The performance obligations for the Direct and Indirect segments include the promise to transfer distinct goods (or a bundle of distinct goods). The Indirect segment also includes the right to access the Company's intellectual property ("IP").

Remaining Performance Obligations

The Company does not have remaining performance obligations in excess of one year or contracts that it does not have the right to invoice as of November 3, 2018.

Significant Judgments

Product Sales

In the Company's retail stores (recognized within the Direct segment), control is transferred and net revenue is recognized at the point of sale. Product shipments for the Company's e-commerce channel (recognized within the Direct segment) and shipments to its Indirect retailers (recognized within the Indirect segment) are generally shipped Free on Board ("FOB") shipping point typically from its distribution center in Roanoke, Indiana, and net revenue is recognized upon shipment consistent with when control is transferred to the customer. Upon shipment, the customer has the right to direct the use of, and obtain substantially all of the benefits from, the product.

Licensing Royalties

The Company grants rights to access its IP and accounts for any resulting sales-based royalty revenue over time, as the subsequent sales occur. The Company has contractually guaranteed minimum royalties in certain of its sales-based royalty arrangements which are recognized straight-line over the remaining license period once determined that the minimum sales level will not be achieved. Licensing royalties are recognized within Indirect segment net revenues.

Transaction Price and Amounts Allocated to Performance Obligations

The transaction price is the amount of consideration the Company expects to be entitled to in a sales transaction. The transaction price is net of discounts, estimated variable consideration (if any), and any customer allowances offered or estimated, including those offered to certain Indirect retailers based on various contract terms. The transaction price also is net of allowances for product returns, which the Company is able to reasonably estimate based upon historical experience. The transaction price is allocated to each performance obligation in the contract based upon the standalone selling price.

Contract Costs

Sales commissions are paid to certain employees based upon specific sales achieved during a time period. As the Company's contracts related to these sales commissions do not exceed one year, these incentive payments are expensed as incurred.

Other Practical Expedients

Remaining Performance Obligations

The Company does not disclose the remaining performance obligations for contracts with an original expected duration of one year or less or for contracts which it has the right to invoice.

Significant Financing Components

The Company does not adjust for the time value of money as the majority of its contracts have an original expected duration of one year or less; contracts that are greater than one year are related to net revenues that are constrained until the subsequent sales occur. The net revenues associated with these contracts are immaterial, and the Company does not adjust for the time value of money.

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3. Earnings Per Share
Basic earnings per share is computed based on the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed based on the weighted-average number of common shares outstanding, plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares represent outstanding restricted stock units. The components of basic and diluted earnings per share were as follows (in thousands, except per share data):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Numerator:				
Net income (loss)	$4,226	$359	$12,138	$ (1,497)
Denominator:				
Weighted-average number of common shares (basic)	35,219	35,885	35,431	36,081
Dilutive effect of stock-based awards	277	74	223	—
Weighted-average number of common shares (diluted)	35,496	35,959	35,654	36,081
Net income (loss) per share:				
Basic	$0.12	$0.01	$0.34	$ (0.04)
Diluted	$0.12	$0.01	$0.34	$ (0.04)

For the thirteen weeks ended November 3, 2018 and October 28, 2017, and the thirty-nine weeks ended November 3, 2018, there were an immaterial number of additional shares issuable upon the vesting of restricted stock units that were excluded from the diluted share calculations because they were anti-dilutive.
For the thirty-nine weeks ended October 28, 2017, all potential common shares were excluded from the diluted share calculation because they were anti-dilutive due to the net loss in the period.

4. Fair Value of Financial Instruments
Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities measured at fair value are classified using the following hierarchy, which is based upon the transparency of inputs to the valuation as of the measurement date:
- Level 1 – Quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly;
- Level 3 – Unobservable inputs based on the Company’s own assumptions.

The classification of fair value measurements within the hierarchy is based upon the lowest level of input that is significant to the measurement.
The carrying amounts reflected on the Condensed Consolidated Balance Sheets for cash and cash equivalents, accounts receivable, other current assets, and accounts payable as of November 3, 2018 and February 3, 2018, approximated their fair values.

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The following table details the fair value measurements of the Company's investments as of November 3, 2018 and February 3, 2018 (in thousands):

	Level 1		Level 2		Level 3	
	November 3, 2018	February 3, 2018	November 3, 2018	February 3, 2018	November 3, 2018	February 3, 2018
Cash equivalents(1)	$1,655	$ 1,889	$5,554	$ 4,058	$ —	$ —
Short-term investments:						
Certificate of deposit	—	—	25,173	25,032	—	—
Non-U.S. corporate debt securities	—	—	8,326	6,451	—	—
U.S. corporate debt securities	—	—	5,119	8,727	—	—
Municipal securities	—	—	3,815	12,942	—	—
U.S. treasury securities	3,098	—	—	—	—	—
Commercial paper	—	—	495	998	—	—
Long-term investments:						
U.S. corporate debt securities	—	—	7,982	4,543	—	—
U.S. asset-backed securities	—	—	6,137	—	—	—
Non-U.S. corporate debt securities	—	—	5,311	2,775	—	—
Municipal securities	—	—	2,691	5,098	—	—
Non-U.S. asset-backed securities	—	—	1,126	—	—	—
U.S. treasury securities	—	3,099	—	—	—	—

(1) Cash equivalents include commercial paper, a money market fund, and municipal securities that have a maturity of three months or less at the date of purchase. Due to their short maturity, the Company believes the carrying value approximates fair value.

The Company has certain assets that are measured on a non-recurring basis under circumstances and events described in Note 12 herein. The categorization of the framework to price these assets are within Level 3 due to the subjective nature of unobservable inputs.

5. Debt

On September 7, 2018, VBD, a wholly-owned subsidiary of the Company, entered into an asset-based revolving Credit Agreement (the “New Credit Agreement”) among VBD, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders from time to time party thereto. The New Credit Agreement provides for certain credit facilities to VBD in an aggregate principal amount not to initially exceed the lesser of $75.0 million or the amount of borrowing availability determined in accordance with a borrowing base of certain assets. Any proceeds of the credit facilities will be used to finance general corporate purposes of VBD and its subsidiaries, including but not limited to Vera Bradley International, LLC and Vera Bradley Sales, LLC (collectively, the “Named Subsidiaries”). The New Credit Agreement also contains an option for VBD to arrange with lenders to increase the aggregate principal amount by up to $25.0 million.

Amounts outstanding under the New Credit Agreement bear interest at a per annum rate equal to either (i) for CBFR borrowings (including swingline loans), the CB Floating Rate, where the CB Floating Rate is the prime rate which shall never be less than the adjusted one month LIBOR rate on such day, plus the Applicable Rate, where the Applicable Rate is a percentage spread ranging from -1.00% to -1.50% or (ii) for each eurodollar borrowing, the Adjusted LIBO Rate, where the Adjusted LIBO Rate is the LIBO rate for such interest period multiplied by the statutory reserve rate, for the interest period in effect for such borrowing, plus the Applicable Rate, where the Applicable Rate is a percentage ranging from 1.00% to 1.30%. The applicable CB Floating Rate, Adjusted LIBO Rate, or LIBO Rate shall be determined by the administrative agent. The New Credit Agreement also requires VBD to pay a commitment fee for the unused portion of the revolving facility of up to 0.20% per annum.

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VBD’s obligations under the New Credit Agreement are guaranteed by the Company and the Named Subsidiaries. The obligations of VBD under the New Credit Agreement are secured by substantially all of the respective assets of VBD, the Company, and the Named Subsidiaries and are further secured by the equity interests in VBD and the Named Subsidiaries.

The New Credit Agreement contains various affirmative and negative covenants, including restrictions on the Company's ability to incur debt or liens; engage in mergers or consolidations; make certain investments, acquisitions, loans, and advances; sell assets; enter into certain swap agreements; pay dividends or make distributions or make other restricted payments; engage in certain transactions with affiliates; and amend, modify, or waive any of its rights related to subordinated indebtedness and certain charter and other organizational, governing, and material agreements. The Company may avoid certain of such restrictions by meeting payment conditions defined in the New Credit Agreement.

The New Credit Agreement also requires the Loan Parties to maintain a minimum fixed charge coverage ratio of 1.00 to 1.00 during periods when borrowing availability is less than the greater of (A) $7.5 million, and (B) 10% of the lesser of (i) the aggregate revolving commitment, and (ii) the borrowing base. The fixed charge coverage ratio, availability, aggregate revolving commitment, and the borrowing base are further defined in the New Credit Agreement.

The New Credit Agreement contains customary events of default, including, among other things: (i) the failure to pay any principal, interest, or other fees under the New Credit Agreement; (ii) the making of any materially incorrect representation or warranty; (iii) the failure to observe or perform any covenant, condition, or agreement in the New Credit Agreement or related agreements; (iv) a cross default with respect to other material indebtedness; (v) bankruptcy and insolvency events; (vi) unsatisfied material final judgments; (vii) Employee Retirement Income Security Act of 1974 (“ERISA”) events that could reasonably be expected to have a material adverse effect; and (viii) a change in control (as defined in the New Credit Agreement).

Any commitments made under the New Credit Agreement mature on September 7, 2023. There were no material fees or expenses associated with the New Credit Agreement.

Prior to September 7, 2018, VBD was party to the Second Amended and Restated Credit Agreement (the “Prior Credit Agreement”), which was entered into on July 15, 2015. The Prior Credit Agreement was among VBD, the lenders from time to time party thereto, JPMorgan Chase Bank, National Association, as administrative agent; Wells Fargo Bank, National Association, as syndication agent; and KeyBank National Association, as documentation agent. The Prior Credit Agreement provided for certain credit facilities to VBD in an aggregate principal amount not to initially exceed $125.0 million, the proceeds of which could be used for general corporate purposes of VBD and its subsidiaries, including but not limited to Vera Bradley International, LLC and Vera Bradley Sales, LLC. The Prior Credit Agreement was terminated concurrently with entering into the New Credit Agreement.

As of November 3, 2018 and February 3, 2018, the Company had no borrowings outstanding and availability of $75.0 million and $125.0 million under its New Credit Agreement and Prior Credit Agreement, respectively.

6. Income Taxes

The provision for income taxes for interim periods is based on an estimate of the annual effective tax rate adjusted to reflect the impact of discrete items. Management judgment is required in projecting ordinary income to estimate the Company’s annual effective tax rate.

On December 22, 2017, the Tax Cuts and Jobs Act (the “Tax Act”) was signed into law. The Tax Act includes, among other things, a corporate tax rate decrease from 35% to 21% effective for tax years beginning after December 31, 2017, bonus depreciation that allows for full expensing of qualified property, the transition of U.S. international taxation from a worldwide system to a territorial system with a new provision designed to tax global intangible low-taxed income (“GILTI”), and a one-time transition tax on the mandatory deemed repatriation of cumulative foreign earnings.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Act. Consistent with this guidance, any resulting changes to the provisional estimates and amounts not yet estimated will be recognized as an adjustment to tax expense in the reporting period that the amounts are determined.

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The provisional amounts recognized as a result of the Tax Act may differ due to, among other things, additional analysis, changes in interpretations and assumptions that the Company has made, additional regulatory guidance issued, and any additional actions the Company may take as a result of the Tax Act. Subsequent to the end of the third quarter of fiscal 2019, the Company filed its fiscal 2018 federal income tax return. The Company does not anticipate making adjustments that would materially affect its financial position, results of operations, or effective tax rate.

The effective tax rate for the thirteen weeks ended November 3, 2018, was 23.4%, compared to 38.5% for the thirteen weeks ended October 28, 2017. The year-over-year effective tax rate decrease was primarily due to a decreased annual effective tax rate as a result of the reduction in the U.S. corporate income tax rate.

The effective tax rate for the thirty-nine weeks ended November 3, 2018, was 24.7%, compared to (298.1)% for the thirty-nine weeks ended October 28, 2017. The year-over-year effective tax rate change was primarily due to the relative impact of discrete items in the current-year period compared to the prior-year period, primarily as a result of tax shortfalls from stock-based compensation, and a decreased annual effective tax rate as a result of the reduction in the U.S. corporate income tax rate.

7. Stock-Based Compensation

The Company recognizes stock-based compensation expense, for its awards of restricted stock units, in an amount equal to the fair market value of the underlying stock on the grant date of the respective award.

The Company reserved 6,076,001 shares of common stock for issuance or transfer under the 2010 Equity and Incentive Plan, which allows for grants of restricted stock units, as well as other equity awards.

Awards of Restricted Stock Units

During the thirteen weeks ended November 3, 2018, the Company granted 15,948 time-based restricted stock units with an aggregate fair value of $0.2 million to certain employees under the 2010 Equity and Incentive Plan compared to a total of 851 time-based restricted stock units with an aggregate fair value of $7 thousand granted in the same period of the prior year.

During the thirty-nine weeks ended November 3, 2018, the Company granted 491,162 time-based and performance-based restricted stock units with an aggregate fair value of $5.5 million to certain employees and non-employee directors under the 2010 Equity and Incentive Plan compared to a total of 507,423 time-based and performance-based restricted stock units with an aggregate fair value of $4.7 million granted in the same period of the prior year. The Company determined the fair value of the awards based on the closing price of the Company’s common stock on the grant date.

The majority of the time-based restricted stock units vest and settle in shares of the Company’s common stock, on a one-for-one basis, in equal installments on each of the first three anniversaries of the grant date. Restricted stock units issued to non-employee directors vest after a one-year period from the grant date. The Company recognizes the expense relating to these units, net of estimated forfeitures, on a straight-line basis over the vesting period.

Performance-based restricted stock units vest upon the completion of a three-year period of time (cliff vesting), subject to the employee’s continuing employment throughout and the Company’s achievement of annual earnings per share targets, or other Company performance targets, during the three-year performance period. The Company recognizes the expense relating to these units, net of estimated forfeitures, based on the probable outcome of achievement of the financial targets, on a straight-line basis over three years.

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The following table sets forth a summary of restricted stock unit activity for the thirty-nine weeks ended November 3, 2018 (units in thousands):

	Time-based Restricted Stock Units		Performance-based Restricted Stock Units	
	Number of Units	Weighted-Average Grant Date Fair Value (per unit)	Number of Units	Weighted-Average Grant Date Fair Value (per unit)
Nonvested units outstanding at February 3, 2018	401	$ 12.38	363	$ 13.83
Granted	300	11.23	191	10.94
Vested	(213)	12.25	(20)	16.06
Forfeited	(12)	11.02	(80)	15.17
Nonvested units outstanding at November 3, 2018	476	$ 11.75	454	$ 12.28

As of November 3, 2018, there was $5.5 million of total unrecognized compensation cost, net of estimated forfeitures, related to nonvested restricted stock units. That cost is expected to be recognized over a weighted-average period of 1.6 years, subject to meeting performance conditions.

8. Commitments and Contingencies

Payment Card Incident

Description of Event

On September 15, 2016, the Company received information from law enforcement regarding a potential data security issue related to its retail store network. Findings from the investigation showed unauthorized access to the Company's payment processing system and the installation of a program that looked for payment card data. The program was specifically designed to find track data in the magnetic stripe of a payment card that may contain the card number, cardholder name, expiration date, and internal verification code as the data was being routed through the affected payment system. There is no indication that other customer information was at risk. Payment cards used at Vera Bradley store locations between July 25, 2016 and September 23, 2016 may have been affected. Not all cards used in stores during this time frame were affected. Cards used on verabradley.com were not affected.

The Company timely resolved this incident and continues to work with a computer security firm to further strengthen the security of its systems to help prevent events of this nature from happening in the future. The Company promptly notified the payment card networks so that the banks that issue payment cards could initiate heightened monitoring on the affected cards. Claims have been received from payment card networks for this incident and are all expected to be covered by the Company's insurance, as described below. The Company also received inquiries from the states of New Jersey and Indiana regarding the incident. The Company continues to be in discussions with Indiana regarding the incident.

Expenses Incurred and Amounts Accrued

During the thirteen and thirty-nine weeks ended November 3, 2018 and October 28, 2017, the Company recorded an immaterial amount of expense relating to remediation activities as a result of the Payment Card Incident. There were no incremental expenses associated with the claims received in fiscal 2019 or fiscal 2018 as they were, or are expected to be, reimbursed under the Company's insurance coverage.

Future Costs

The Company does not believe that the amounts to be paid with respect to any remaining matters will have a material adverse effect on its financial condition and operating results taken as a whole.

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Insurance Coverage
The Company maintains $15.0 million of cyber security insurance coverage above a $0.1 million deductible.
Other Commitments and Contingencies
The Company is also subject to various claims and contingencies arising in the normal course of business, including those relating to product liability, legal claims, employee benefits, environmental issues, and other matters. Management believes that at this time it is not probable that any of these claims will have a material adverse effect on the Company’s financial condition, results of operations, or cash flows. However, the outcomes of legal proceedings and claims brought against the Company are subject to uncertainty, and future developments could cause these actions or claims, individually or in aggregate, to have a material adverse effect on the Company’s financial condition, results of operations, or cash flows of a particular reporting period.

9. Common Stock
On December 8, 2015, the Company's board of directors approved a share repurchase program (the “2015 Share Repurchase Program”) authorizing up to $50.0 million of repurchases of shares of the Company's common stock. The initial term of the 2015 Share Repurchase Program expired on December 31, 2017. On November 30, 2017, the Company’s board of directors authorized the Company to extend the 2015 Share Repurchase Program during an open window period until December 31, 2018. On November 29, 2018, subsequent to the end of the Company's third quarter, the Company's board of directors approved a new share repurchase plan. Refer to Note 14 herein for additional details.
The Company purchased 531,665 shares at an average price of $14.15 per share, excluding commissions, for an aggregate amount of $7.5 million during the thirteen weeks ended November 3, 2018, under the 2015 Share Repurchase Program.
The Company purchased 783,866 shares at an average price of $14.18 per share, excluding commissions, for an aggregate amount of $11.1 million during the thirty-nine weeks ended November 3, 2018, under the 2015 Share Repurchase Program. As of November 3, 2018, there was $2.3 million remaining available to repurchase shares of the Company's common stock under the 2015 Share Repurchase Program, which was fully exhausted subsequent to the end of the third quarter.
As of November 3, 2018, the Company held as treasury shares 6,426,351 shares of its common stock at an average price of $13.65 per share, excluding commissions, for an aggregate carrying amount of $87.7 million. The Company’s treasury shares may be issued under the 2010 Equity and Incentive Plan or for other corporate purposes.

10. Vision 20/20 Restructuring and Other Charges
Vision 20/20 Initiatives and Charges
During fiscal 2018, the Company launched its Vision 20/20 strategic plan, which involves an aggressive approach to turn around its business over the period ending in fiscal 2021. The plan is primarily focused on product and pricing initiatives, as well as selling, general, and administrative (“SG&A”) expense reduction initiatives. The product and pricing initiatives include restoring the Company's full-price business by significantly reducing the amount of clearance merchandise offered on verabradley.com and in its full-line stores, streamlining current product offerings by eliminating unproductive or incongruent categories and SKUs from its assortment, and introducing tighter guardrails around new product categories, patterns, and pricing.
The SG&A expense reductions include right-sizing the Company’s corporate infrastructure to better align with the size of the business, lowering marketing spending by focusing on efficiencies, and taking a more aggressive stance on closing underperforming full-line stores. These SG&A expense reductions began in the third quarter of fiscal 2018, largely aimed at right-sizing the corporate infrastructure. The majority of the product and pricing initiatives are being

completed in the current fiscal year. There have been $16.7 million of pre-tax Vision 20/20-related charges ($10.6 million after the associated tax benefit) since inception, all of which were recognized during fiscal 2018. There were no Vision 20/20-related charges during the thirteen and thirty-nine weeks ended November 3, 2018.

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The Company incurred the following Vision 20/20-related charges during the thirteen weeks ended October 28, 2017 (in thousands):

	Thirteen Weeks Ended October 28, 2017					
	Statements of Income Line Item		Total Expense	Reportable Segment		Unallocated Corporate Expenses
	SG&A	Cost of Sales		Direct	Indirect	
Asset impairment charges[1]	$5,852	$—	$5,852	$5,852	$—	$ —
Strategic consulting charges[2]	2,325	—	2,325	—	—	2,325
Severance charges	2,767	84	2,851	115	680	2,056
Inventory-related charges[3]	—	935	935	—	935	—
Other charges[4]	603	—	603	433	115	55
Total	$11,547	$1,019	$12,566 [5]	$6,400	$1,730	$ 4,436

(1) Refer to Note 12 herein for additional details
(2) Consulting charges for the identification and implementation of Vision 20/20 initiatives
(3) Inventory adjustments for the discontinuation of certain inventory categories
(4) Includes a net lease termination charge and accelerated depreciation charges
(5) After the associated tax benefit, the charges were $7.9 million

The Company incurred the following Vision 20/20-related charges during the thirty-nine weeks ended October 28, 2017 (in thousands):

	Thirty-Nine Weeks Ended October 28, 2017					
	Statements of Income Line Item		Total Expense	Reportable Segment		Unallocated Corporate Expenses
	SG&A	Cost of Sales		Direct	Indirect	
Asset impairment charges[1]	$5,852	$—	$5,852	$5,852	$—	$ —
Strategic consulting charges[2]	4,649	—	4,649	—	—	4,649
Severance charges	2,767	84	2,851	115	680	2,056
Inventory-related charges[3]	—	935	935	—	935	—
Other charges[4]	603	—	603	433	115	55
Total	$13,871	$1,019	$14,890 [5]	$6,400	$1,730	$ 6,760

(1) Refer to Note 12 herein for additional details
(2) Consulting charges for the identification and implementation of Vision 20/20 initiatives
(3) Inventory adjustments for the discontinuation of certain inventory categories
(4) Includes a net lease termination charge and accelerated depreciation charges
(5) After the associated tax benefit, the charges were $9.4 million

There were $1.6 million of cash payments made during fiscal 2019 for severance charges and no liabilities remaining for Vision 20/20-related charges as of November 3, 2018.

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Other Charges
Thirty-Nine Weeks Ended October 28, 2017
Other charges recognized in SG&A expenses during the thirty-nine weeks ended October 28, 2017 totaled $2.8 million ($1.7 million after the associated tax benefit). These pre-tax charges consisted of $2.5 million in severance charges (recognized within corporate unallocated expenses) and $0.3 million for a net lease termination charge (recognized within the Direct segment).
These charges were recognized before the implementation of Vision 20/20.

11. Investments
Cash Equivalents
Investments classified as cash equivalents relate to highly-liquid investments with a maturity of three months or less at the date of purchase. As of November 3, 2018 and February 3, 2018, these investments in the Company's portfolio consisted of commercial paper, a money market fund, and municipal securities.
Short-Term Investments
As of November 3, 2018 and February 3, 2018, short-term investments consisted of a certificate of deposit, U.S. and non-U.S. corporate debt securities, municipal securities, and commercial paper with a maturity within one year of the balance sheet date. The balance as of November 3, 2018, also included U.S. treasury securities. These debt securities are classified as available-for-sale; therefore, unrealized gains and losses are recorded within other comprehensive income. Interest income earned is recorded within interest income, net, in the Company's Condensed Consolidated Statements of Operations.
The Company held $46.0 million and $54.2 million in short-term investments as of November 3, 2018 and February 3, 2018, respectively. The following table summarizes the Company's short-term investments (in thousands):

	November 3, 2018	February 3, 2018
Certificate of deposit	$ 25,173	$ 25,032
Non-U.S. corporate debt securities	8,326	6,451
U.S. corporate debt securities	5,119	8,727
Municipal securities	3,815	12,942
U.S. treasury securities	3,098	—
Commercial paper	495	998
Total short-term investments	$ 46,026	$ 54,150

Long-Term Investments
As of November 3, 2018 and February 3, 2018, long-term investments consisted of U.S. and non-U.S. corporate debt securities and municipal securities with a maturity greater than one year from the balance sheet date. The balance as of November 3, 2018 also included U.S. and non-U.S. asset-backed securities and the balance as of February 3, 2018 included U.S. treasury securities. These debt securities are classified as available-for-sale; therefore, unrealized gains and losses are recorded within other comprehensive income. Interest income earned is recorded within interest income, net, in the Company's Condensed Consolidated Statements of Operations.

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The Company held $23.2 million and $15.5 million in long-term investments as of November 3, 2018 and February 3, 2018, respectively. The following table summarizes the Company's long-term investments (in thousands):

	November 3, 2018	February 3, 2018
U.S. corporate debt securities	$ 7,982	$ 4,543
U.S. asset-backed securities	6,137	—
Non-U.S. corporate debt securities	5,311	2,775
Municipal securities	2,691	5,098
Non-U.S. asset-backed securities	1,126	—
U.S. treasury securities	—	3,099
Total long-term investments	$ 23,247	$ 15,515

There were no material gross unrealized gains or losses on available-for-sale debt securities as of November 3, 2018 and February 3, 2018.

12. Property, Plant, and Equipment

Property, plant, and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The reviews are conducted at the lowest identifiable level of cash flows. If the estimated undiscounted future cash flows related to the property, plant, and equipment are less than the carrying value, the Company recognizes a loss equal to the difference between the carrying value and the fair value, typically determined by an estimated discounted cash flow analysis of the asset.

Impairment charges for the thirteen and thirty-nine weeks ended November 3, 2018, and October 28, 2017 were as follows (in thousands):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Impairment charges	$ —	$ 5,852	$ —	$ 5,852

These impairment charges were recognized using level 3 inputs and were for assets related to underperforming stores. The charges are included in selling, general, and administrative expenses in the Condensed Consolidated Statements of Income and in impairment charges in the Condensed Consolidated Statements of Cash Flows. The impairment charges are included in the Direct segment.

13. Segment Reporting

The Company has two operating segments, which are also its reportable segments: Direct and Indirect. These operating segments are components of the Company for which separate financial information is available and for which operating results are evaluated on a regular basis by the chief operating decision maker in deciding how to allocate resources and in assessing the performance of the segments.

The Direct segment includes the Company’s full-line and factory outlet stores; the Company’s website, verabradley.com; the Company’s online outlet site; and the annual outlet sale. Revenues generated from this segment are driven through the sale of Company-branded products from Vera Bradley to end consumers.

The Indirect segment represents revenues generated through the distribution of Company-branded products to specialty retailers representing approximately 2,300 locations, substantially all of which are located in the United

States; key accounts, which include department stores, national accounts, third-party e-commerce sites, and third-party inventory liquidators; and royalties recognized through licensing agreements.

Corporate costs represent the Company's administrative expenses, which include, but are not limited to: human resources, legal, finance, information technology, design, product development, merchandising, corporate-level

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marketing and advertising, and various other corporate-level-activity-related expenses. All intercompany-related activities are eliminated in consolidation and are excluded from the segment reporting.
Company management evaluates segment operating results based on several indicators. The primary or key performance indicators for each segment are net revenues and operating income. Net revenues and operating income information for the Company's reportable segments during the thirteen and thirty-nine weeks ended November 3, 2018 and October 28, 2017, respectively, consisted of the following (in thousands):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Segment net revenues:				
Direct	$73,459	$83,168	$230,012	$241,347
Indirect	24,229	30,927	67,892	81,301
Total	$97,688	$114,095	$297,904	$322,648
Segment operating income:				
Direct	$14,259	$11,238	$43,867	$35,362
Indirect	10,075	10,519	27,186	27,797
Total	$24,334	$21,757	$71,053	$63,159
Reconciliation:				
Segment operating income	$24,334	$21,757	$71,053	$63,159
Less:				
Unallocated corporate expenses	(18,991)	(21,295)	(55,606)	(63,792)
Operating income (loss)	$5,343	$462	$15,447	$(633)

14. Subsequent Event
On November 29, 2018, the Company's Board of Directors authorized Company management to utilize up to $50.0 million of available cash to buy back the Company's own common shares beginning December 14, 2018 through December 14, 2020. The Company's prior $50.0 million share repurchase program was completed on November 27, 2018.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion summarizes the significant factors affecting the condensed consolidated operating results, financial condition, liquidity, and cash flows of the Company as of and for the thirteen and thirty-nine weeks ended November 3, 2018 and October 28, 2017. The following discussion should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended February 3, 2018, and our unaudited condensed consolidated financial statements and the related notes included in Item 1 of this Quarterly Report. The results of operations for the thirteen and thirty-nine weeks ended November 3, 2018, are not necessarily indicative of the results to be expected for the full fiscal year.

Executive Summary

Below is a summary of our strategic progress and financial results for the third quarter of fiscal 2019:

Strategic Progress

- We reduced the clearance activity in our full-line stores and on verabradley.com (excluding our online outlet site) by over 70% compared to the prior-year period.
- We increased comparable full-price selling in our full-line stores and on verabradey.com (excluding our online outlet site) by over 10%.
- We continued to focus on increasing brand awareness through our "digital first" strategy by focusing our marketing on high-quality placements and targeted digital efforts, with an emphasis on full-price offerings.
- We launched customization, where our customers can design their own duffel, hipster, tote, or shoulder bag.
- During the third quarter, we strengthened our store base by closing two underperforming full-line stores.

Financial Summary (all comparisons are to the third quarter of fiscal 2018)

- Net revenues decreased 14.4% to $97.7 million.
- Direct segment sales decreased 11.7% to $73.5 million. Comparable sales decreased 16.5%.
- Indirect segment sales decreased 21.7% to $24.2 million.
- Gross profit was $57.2 million, or 58.5% of net revenue.
- Operating income was $5.3 million and net income was $4.2 million, or $0.12 per diluted share.
- Capital expenditures for the thirteen weeks totaled $0.7 million.
- Cash and cash equivalents and investments were $131.6 million at November 3, 2018.

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of performance and financial measures.

Net Revenues

Net revenues reflect sales of our merchandise and revenue from distribution and shipping and handling fees, less returns and discounts. Revenues for the Direct segment reflect sales through our full-line and factory outlet stores; verabradley.com; our online outlet site; and our annual outlet sale in Fort Wayne, Indiana. Revenues for the Indirect segment reflect sales to specialty retail partners; department stores; national accounts; third-party e-commerce sites; third-party inventory liquidators; and royalties recognized through licensing agreements.

Comparable Sales

Comparable sales are calculated based upon our stores that have been open for at least 12 full fiscal months and net revenues from our e-commerce operations. Comparable store sales are calculated based solely upon our stores that have been open for at least 12 full fiscal months. Remodeled stores are included in both comparable sales and comparable store sales unless the store was closed for more than one week of the current or comparable prior period, in which case the non-comparable temporary closure periods are not included, or the remodel resulted in a significant change in square footage. Fiscal 2019 comparable sales do not adjust for the shift in weeks during the current-year period associated with the 53rd week in fiscal 2018. Some of our competitors and other retailers calculate comparable or "same store" sales differently than we do. As a result, data in this report regarding our comparable sales and comparable store sales may not be comparable to similar data made available by other companies. Non-comparable sales include sales from stores not included in comparable sales or comparable store sales.

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Measuring the change in year-over-year comparable sales allows us to evaluate how our store base and e-commerce operations are performing. Various factors affect our comparable sales, including:

- Overall economic trends;
- Consumer preferences and fashion trends;
- Competition;
- The timing of our releases of new patterns and collections;
- Changes in our product mix;
- Pricing and level of promotions;
- Amount of store, mall, and e-commerce traffic;
- The level of customer service that we provide in stores and to our on-line customers;
- Our ability to source and distribute products efficiently;
- The number of stores we open and close in any period; and
- The timing and success of promotional and marketing efforts.

Gross Profit

Gross profit is equal to our net revenues less our cost of sales. Cost of sales includes the direct cost of purchased merchandise, distribution center costs, operations overhead, duty, and all inbound freight costs incurred. The components of our reported cost of sales may not be comparable to those of other retail and wholesale companies. Gross profit can be impacted by changes in volume; fluctuations in sales price; operational efficiencies, such as leveraging of fixed costs; promotional activities, including free shipping; commodity prices, such as for cotton; tariffs; and labor costs.

Selling, General, and Administrative Expenses (“SG&A”)

SG&A expenses include selling; advertising, marketing, and product development; and administrative expenses. Selling expenses include Direct business expenses, such as store expenses, employee compensation, and store occupancy and supply costs, as well as Indirect business expenses consisting primarily of employee compensation and other expenses associated with sales to Indirect retailers. Advertising, marketing, and product development expenses include employee compensation, media costs, creative production expenses, marketing agency fees, new product design costs, public relations expenses, and market research expenses. A portion of our advertising expenses may be reimbursed by Indirect retailers, and such amount is classified as other income. Administrative expenses include employee compensation for corporate functions, corporate headquarters occupancy costs, consulting and software expenses, and charitable donations.

Other Income

We support many of our Indirect retailers’ marketing efforts by distributing certain catalogs and promotional mailers to current and prospective customers. Our Indirect retailers reimburse us for a portion of the cost to produce these materials. Reimbursement received is recorded as other income. The related cost to design, produce, and distribute the catalogs and mailers is recorded as SG&A expense. Other income also includes proceeds from the sales of tickets to our annual outlet sale.

Operating Income (Loss)

Operating income (loss) is equal to gross profit less SG&A expenses plus other income. Operating income (loss) excludes interest income, interest expense, and income taxes.

Net Income (Loss)

Net income (loss) is equal to operating income (loss) plus net interest income less income taxes.

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Results of Operations

The following tables summarize key components of our condensed consolidated results of operations for the periods indicated, both in dollars and as a percentage of our net revenues ($ in thousands):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Statement of Operations Data:				
Net revenues	$97,688	$114,095	$297,904	$322,648
Cost of sales	40,536	50,266	126,396	142,826
Gross profit	57,152	63,829	171,508	179,822
Selling, general, and administrative expenses	51,866	63,511	156,341	181,029
Other income	57	144	280	574
Operating income (loss)	5,343	462	15,447	(633)
Interest income, net	(175)	(122)	(677)	(257)
Income (loss) before income taxes	5,518	584	16,124	(376)
Income tax expense	1,292	225	3,986	1,121
Net income (loss)	$4,226	$359	$12,138	$(1,497)
Percentage of Net Revenues:				
Net revenues	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales	41.5 %	44.1 %	42.4 %	44.3 %
Gross profit	58.5 %	55.9 %	57.6 %	55.7 %
Selling, general, and administrative expenses	53.1 %	55.7 %	52.5 %	56.1 %
Other income	0.1 %	0.1 %	0.1 %	0.2 %
Operating income (loss)	5.5 %	0.4 %	5.2 %	(0.2)%
Interest income, net	(0.2)%	(0.1)%	(0.2)%	(0.1)%
Income (loss) before income taxes	5.6 %	0.5 %	5.4 %	(0.1)%
Income tax expense	1.3 %	0.2 %	1.3 %	0.3 %
Net income (loss)	4.3 %	0.3 %	4.1 %	(0.5)%

The following tables present net revenues and operating income by operating segment, both in dollars and as a percentage of associated net revenues, and store data for the periods indicated ($ in thousands, except as otherwise indicated):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Net Revenues by Segment:				
Direct	$73,459	$83,168	$230,012	$241,347
Indirect	24,229	30,927	67,892	81,301
Total	$97,688	$114,095	$297,904	$322,648
Percentage of Net Revenues by Segment:				
Direct	75.2 %	72.9 %	77.2 %	74.8 %
Indirect	24.8 %	27.1 %	22.8 %	25.2 %
Total	100.0 %	100.0 %	100.0 %	100.0 %

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	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Operating Income (Loss) by Segment:				
Direct	$14,259	$11,238	$43,867	$35,362
Indirect	10,075	10,519	27,186	27,797
Less: Corporate unallocated	(18,991)	(21,295)	(55,606)	(63,792)
Total	$5,343	$462	$15,447	$(633)
Operating Income as a Percentage of Net Revenues by Segment:				
Direct	19.4 %	13.5 %	19.1 %	14.7 %
Indirect	41.6 %	34.0 %	40.0 %	34.2 %
Store Data (1):				
Total stores opened during period	—	4	6	7
Total stores closed during period	(2)	(1)	(7)	(2)
Total stores open at end of period	159	164	159	164
Comparable sales (including e-commerce) decrease (2)	(16.5)%	(7.4)%	(9.9)%	(7.7)%
Total gross square footage at end of period (all stores)	383,504	385,786	383,504	385,786
Average net revenues per gross square foot (3)	$143	$157	$452	$454

(1) Includes our full-line and factory outlet stores.

(2) Comparable sales are calculated based upon our stores that have been open for at least 12 full fiscal months and net revenues from our e-commerce operations. Increase or decrease is reported as a percentage of the comparable sales for the same period in the prior fiscal year. Remodeled stores are included in comparable sales unless the store was closed for a more than one week of the current or comparable prior period, in which case the non-comparable temporary closure periods are not included, or the remodel resulted in a significant change in square footage. Fiscal 2019 comparable sales do not adjust for the shift in weeks during the current-year period associated with the 53rd week in fiscal 2018.

(3) Dollars not in thousands. Average net revenues per gross square foot are calculated by dividing total net revenues for our stores that have been open at least 12 full fiscal months as of the end of the period by total gross square footage for those stores. Remodeled stores are included in average net revenues per gross square foot unless the store was closed for a portion of the period.

Payment Card Incident

Description of Event

On September 15, 2016, we received information from law enforcement regarding a potential data security issue related to our retail store network. Findings from the investigation showed unauthorized access to our payment processing system and the installation of a program that looked for payment card data. The program was specifically designed to find track data in the magnetic stripe of a payment card that may contain the card number, cardholder name, expiration date, and internal verification code as the data was being routed through the affected payment system. There is no indication that other customer information was at risk. Payment cards used at Vera Bradley store locations between July 25, 2016 and September 23, 2016 may have been affected. Not all cards used in stores during this time frame were affected. Cards used on verabradley.com were not affected.

We have timely resolved this incident and continue to work with a computer security firm to further strengthen the security of our system to help prevent events of this nature from happening in the future. We promptly notified the payment card networks so that the banks that issue payment cards could initiate heightened monitoring on the affected cards. Claims have been received from payment card networks for this incident and are expected to be covered by our insurance, as described below. We also received inquiries from the states of New Jersey and Indiana regarding the incident. We continue to be in discussions with Indiana regarding the incident.

Expenses Incurred and Amounts Accrued

During the thirteen and thirty-nine weeks ended November 3, 2018 and October 28, 2017, we recorded an immaterial amount of expense relating to remediation activities as a result of the Payment Card Incident. There were no incremental expenses associated with the claims received in fiscal 2019 or fiscal 2018 as they were, or are expected to be, reimbursed under our insurance coverage.

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Future Costs
We do not believe that the amounts to be paid with respect to any remaining matters will have a material adverse effect on our financial condition and operating results taken as a whole.
Insurance Coverage
We maintain $15.0 million of cyber security insurance coverage above a $0.1 million deductible.
Vision 20/20 Initiatives
During fiscal 2018, we launched our Vision 20/20 strategic plan, which involves an aggressive approach to turn around our business over the period ending in fiscal 2021. This plan is primarily focused on product and pricing initiatives, as well as SG&A expense reduction initiatives.
The product and pricing initiatives include restoring our full-price business by significantly reducing the amount of clearance merchandise offered on verabradley.com and in our full-line stores; streamlining current product offerings by eliminating unproductive or incongruent categories and SKUs from our assortment; and introducing tighter guardrails around new categories, patterns, and pricing. We expect fiscal 2019 revenues will be negatively impacted by these initiatives by $38.0 million to $43.0 million from fiscal 2018 levels.
The SG&A expense reduction initiatives include right-sizing our corporate infrastructure to better align with the size of the business, lowering our marketing spending by focusing on efficiencies while keeping our most loyal customer engaged, and taking a more aggressive stance on reducing store operating costs and closing underperforming full-line stores. We expect to reduce annual SG&A expenses by up to $30.0 million (from our fiscal 2017 base level and excluding severance, store impairment, and Vision 20/20 charges from all periods). We expect that approximately $25.0 million of the annualized SG&A expense reductions will be made by the end of fiscal 2019. We are forecasting to close up to 45 full-line stores by the end of fiscal 2021, primarily as leases expire. We have closed 12 full-line stores since fiscal 2018.
The implementation of the plan began in the third quarter of fiscal 2018, with the majority of the product and pricing initiatives being completed in the current fiscal year. The SG&A expense reductions began in the third quarter of fiscal 2018, largely aimed at right-sizing our corporate infrastructure. There have been $16.7 million of pre-tax Vision 20/20-related charges ($10.6 million after the associated tax benefit) since inception, all of which were recognized during fiscal 2018. There were no Vision 20/20-related charges during the thirteen or thirty-nine weeks ended November 3, 2018.
We incurred the following Vision 20/20-related charges during the thirteen weeks ended October 28, 2017 (in thousands):

	Thirteen Weeks Ended October 28, 2017					
	Statements of Income Line Item		Total Expense	Reportable Segment		Unallocated Corporate Expenses
	SG&A	Cost of Sales		Direct	Indirect	
Asset impairment charges[1]	$5,852	$—	$5,852	$5,852	$—	$ —
Strategic consulting charges[2]	2,325	—	2,325	—	—	2,325
Severance charges	2,767	84	2,851	115	680	2,056
Inventory-related charges[3]	—	935	935	—	935	—
Other charges[4]	603	—	603	433	115	55
Total	$11,547	$1,019	$12,566 [5]	$6,400	$1,730	$ 4,436

(1) Refer to Note 12 “Property, Plant, and Equipment” within Item 1 “Financial Statements” of this Quarterly Report on Form 10-Q for additional details
(2) Consulting charges for the identification and implementation of Vision 20/20 initiatives
(3) Inventory adjustments for the discontinuation of certain inventory categories
(4) Includes a net lease termination charge and accelerated depreciation charges
(5) After the associated tax benefit, the charges were $7.9 million

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We incurred the following Vision 20/20-related charges during the thirty-nine weeks ended October 28, 2017 (in thousands):

	Thirty-Nine Weeks Ended October 28, 2017					
	Statements of Income Line Item		Total Expense	Reportable Segment		Unallocated Corporate Expenses
	SG&A	Cost of Sales		Direct	Indirect	
Asset impairment charges[1]	$5,852	$—	$5,852	$5,852	$—	$ —
Strategic consulting charges[2]	4,649	—	4,649	—	—	4,649
Severance charges	2,767	84	2,851	115	680	2,056
Inventory-related charges[3]	—	935	935	—	935	—
Other charges[4]	603	—	603	433	115	55
Total	$13,871	$1,019	$14,890 [5]	$6,400	$1,730	$ 6,760

(1) Refer to Note 12 “Property, Plant, and Equipment” within Item 1 “Financial Statements” of this Quarterly Report on Form 10-Q for additional details
(2) Consulting charges for the identification and implementation of Vision 20/20 initiatives
(3) Inventory adjustments for the discontinuation of certain inventory categories
(4) Includes a net lease termination charge and accelerated depreciation charges
(5) After the associated tax benefit, the charges were $9.4 million

Other Charges Affecting Comparability of the Thirty-Nine Weeks Ended November 3, 2018, and October 28, 2017

Thirty-Nine Weeks Ended October 28, 2017

Other charges recognized in SG&A expenses during the thirty-nine weeks ended October 28, 2017 totaled $2.8 million ($1.7 million after the associated tax benefit). These pre-tax charges consisted of $2.5 million in severance charges (recognized within corporate unallocated expenses) and $0.3 million for a net lease termination charge (recognized within the Direct segment).

These charges were recognized before the implementation of Vision 20/20.

Tax Act

On December 22, 2017, the Tax Cuts and Jobs Act (the “Tax Act”) was signed into law. The Tax Act includes, among other things, a corporate tax rate decrease from 35% to 21% effective for tax years beginning after December 31, 2017, bonus depreciation that will allow for full expensing of qualified property, the transition of U.S. international taxation from a worldwide system to a territorial system with a new provision designed to tax global intangible low-taxed income (“GILTI”), and a one-time transition tax on the mandatory deemed repatriation of cumulative foreign earnings. Any resulting changes to the provisional estimates and amounts not yet estimated will be recognized as an adjustment to tax expense in the reporting period that the amounts are determined. Subsequent to the end of the third quarter of fiscal 2019, we filed our fiscal 2018 federal income tax return. We do not anticipate making adjustments that would materially affect our financial position, results of operations, or effective tax rate.

Refer to Note 6 to the Notes to the Condensed Consolidated Financial Statements herein for additional information regarding the Tax Act.

Revenue from Contracts with Customers

We adopted Accounting Standards Codification (“ASC”) Topic 606 beginning in the first quarter of fiscal 2019 using the modified retrospective adoption method. The adoption of this standard impacted fiscal 2019 beginning retained earnings by $0.5 million. As a result of the adoption of ASC Topic 606 using the modified retrospective method, the financial statements from the prior-year periods are not reported under ASC Topic 606 which affects the comparability of the Condensed Consolidated Financial Statements. The primary impacts from the adoption of the standard are that we are no longer reversing sales associated with shipments not yet received by customers, gift card breakage revenue recognition is accelerated, a change in the method of recognizing minimum guaranteed royalties in certain licensing agreements, and the re-classification of certain liabilities for estimated product returns to other accrued liabilities from a contra-asset within accounts receivable, net, in the current-year period. Refer to Note 2 to the Notes to the Condensed Consolidated Financial Statements herein for additional information, as well as what the reported financial results would have been under prior accounting principles generally accepted in the United States (“GAAP”).

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Thirteen Weeks Ended November 3, 2018, Compared to Thirteen Weeks Ended October 28, 2017

Net Revenues

For the thirteen weeks ended November 3, 2018, net revenues decreased $16.4 million, or 14.4%, to $97.7 million, from $114.1 million in the comparable prior-year period. The adoption of ASC 606 negatively impacted the current-year period by $1.0 million.

Direct. For the thirteen weeks ended November 3, 2018, net revenues in the Direct segment decreased $9.7 million, or 11.7%, to $73.5 million, from $83.2 million in the comparable prior-year period. The current-year Direct segment net revenues were negatively impacted by approximately $6.0 million due to a shift in certain promotional events from the third quarter in the prior-year to the second quarter in the current-year, as well as the planned reduction in clearance activity. Our non-comparable stores, which included six additional factory outlet stores opened in the current fiscal year, contributed $3.7 million of revenue, which was more than offset by a comparable sales decrease (including the promotional event shift) of $13.4 million, or 16.5%. The decrease in comparable sales includes a 24.8% decrease in e-commerce sales and a 13.1% decrease in comparable store sales. Comparable sales (particularly for verabradley.com) were negatively impacted by the aforementioned planned reduction in clearance activity.

The adoption of ASC 606 negatively impacted Direct segment net revenues in the current-year period by $0.4 million primarily due to the timing of shipments to customers.

Indirect. For the thirteen weeks ended November 3, 2018, net revenues in the Indirect segment decreased $6.7 million, or 21.7%, to $24.2 million, from $30.9 million in the comparable prior-year period. This change was primarily due to a decline in orders from the Company's specialty retail accounts and certain key accounts.

The adoption of ASC 606 negatively impacted Indirect segment net revenues in the current-year period by $0.6 million primarily due to the timing of shipments to customers as a result of changes in the frequency of product launches compared to the prior-year period.

Gross Profit

For the thirteen weeks ended November 3, 2018, gross profit decreased $6.6 million, or 10.5%, to $57.2 million, from $63.8 million in the comparable prior-year period. As a percentage of net revenues, gross profit increased to 58.5% for the thirteen weeks ended November 3, 2018, from 55.9% in the comparable prior-year period. The increase as a percentage of net revenues was primarily due to reduced clearance activity and increased full-price selling on verabradley.com and in our full-line stores, channel mix changes, and a reduction in product costs. In addition, the prior-year period included adjustments taken against certain inventory categories as a result of Vision 20/20 initiatives that did not recur in the current-year period.

The adoption of ASC 606 negatively impacted the current-year period gross profit by $0.6 million primarily due to the factors described above.

Selling, General, and Administrative Expenses

For the thirteen weeks ended November 3, 2018, SG&A expenses decreased $11.6 million, or 18.3%, to $51.9 million, from $63.5 million in the comparable prior-year period. As a percentage of net revenues, SG&A expenses decreased to 53.1% for the thirteen weeks ended November 3, 2018, from 55.7% in the comparable prior-year period. The decrease in SG&A expenses for the thirteen weeks ended November 3, 2018 was primarily due to expenses incurred in the prior-year period that did not recur in the current-year period, including $5.9 million in store impairment charges, $2.8 million in severance expenses, and $2.3 million in strategic consulting charges. SG&A expenses as a percentage of net revenues decreased primarily due to the aforementioned expense savings, partially offset by SG&A expense deleverage associated with lower sales.

Other Income

For the thirteen weeks ended November 3, 2018, other income was consistent with the comparable prior-year period at $0.1 million.

Operating Income

For the thirteen weeks ended November 3, 2018, operating income increased $4.8 million to $5.3 million in the current-year period, from $0.5 million in the comparable prior-year period. As a percentage of net revenues, operating income was 5.5% and 0.4% for the thirteen weeks ended November 3, 2018 and October 28, 2017, respectively. Operating income increased due to the factors described above.

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The adoption of ASC 606 negatively impacted the current-year period operating income by $0.6 million due to the factors described above.

Direct. For the thirteen weeks ended November 3, 2018, operating income in the Direct segment increased $3.1 million, or 26.9%, to $14.3 million from $11.2 million in the comparable prior-year period. As a percentage of Direct segment net revenues, operating income in the Direct segment was 19.4% and 13.5% for the thirteen weeks ended November 3, 2018 and October 28, 2017, respectively. The increase in operating income as a percentage of Direct segment net revenues was primarily due to $5.9 million of store impairment charges in the prior-year period that did not recur in the current-year period, a reduction of $1.6 million in employee-related expenses, and a reduction of $0.6 million in depreciation expense primarily as a result of prior-year store impairment charges. In addition, there was an increase in gross margin as a percentage of net revenues, as described above. These benefits were partially offset by SG&A expense deleverage associated with lower sales.

The adoption of ASC 606 negatively impacted the current-year period Direct segment operating income by $0.3 million due to the factors described above.

Indirect. For the thirteen weeks ended November 3, 2018, operating income in the Indirect segment decreased $0.4 million, or 4.2%, to $10.1 million from $10.5 million in the comparable prior-year period. As a percentage of Indirect segment net revenues, operating income in the Indirect segment was 41.6% and 34.0% for the thirteen weeks ended November 3, 2018 and October 28, 2017, respectively. The increase in operating income as a percentage of Indirect segment net revenues was primarily due to an increase in gross margin as a percentage of net revenues and severance expenses that were incurred in the prior-year period but did not recur in the current-year period, as described above. These benefits were partially offset by SG&A expense deleverage associated with lower sales.

The adoption of ASC 606 negatively impacted the current-year period Indirect segment operating income by $0.3 million due to the factors described above.

Corporate Unallocated. For the thirteen weeks ended November 3, 2018, unallocated expenses decreased $2.3 million, or 10.8%, to $19.0 million from $21.3 million in the comparable prior-year period. The decrease in unallocated expenses was primarily due to expenses from the prior-year period that did not recur in the current-year period, including $2.3 million in strategic consulting charges and $2.1 million in severance charges, partially offset by a $0.9 million increase in employee-related expenses and a $0.6 million increase in advertising expenses.

Income Tax Expense

The effective tax rate for the thirteen weeks ended November 3, 2018, was 23.4%, compared to 38.5% for the thirteen weeks ended October 28, 2017. The year-over year effective tax rate decrease was primarily due to a decreased annual effective tax rate as a result of the reduction in the U.S. corporate income tax rate to 21% from 35%.

Net Income

For the thirteen weeks ended November 3, 2018, net income increased $3.8 million to $4.2 million from $0.4 million in the comparable prior-year period due to the factors described above. The prior-year period included store impairment charges of $5.9 million; severance charges of $2.9 million; strategic consulting charges of $2.3 million; inventory adjustments of $0.9 million; and a net lease termination charge and other Vision 20/20 charges of $0.6 million ($7.9 million collectively after the associated tax benefit) that did not recur in the current-year period.

The adoption of ASC 606 negatively impacted the current-year period net income by $0.5 million due to the factors described above.

Thirty-Nine Weeks Ended November 3, 2018, Compared to Thirty-Nine Weeks Ended October 28, 2017

Net Revenues

For the thirty-nine weeks ended November 3, 2018, net revenues decreased $24.7 million, or 7.7%, to $297.9 million, from $322.6 million in the comparable prior-year period. The adoption of ASC 606 benefited the current-year period by $1.9 million.

Direct. For the thirty-nine weeks ended November 3, 2018, net revenues in the Direct segment decreased $11.3 million, or 4.7%, to $230.0 million, from $241.3 million in the comparable prior-year period. Our non-comparable stores contributed $11.4 million of revenue, which included six additional factory outlet stores opened in the current fiscal year, which was more than offset by a comparable sales decrease of $22.8 million, or 9.9%. The decrease in comparable sales includes a 23.2% decrease in e-commerce sales and a 4.9% decrease in comparable store sales.

Comparable sales (particularly for verabradley.com) were negatively impacted by the planned reduction in clearance activity.

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The adoption of ASC 606 negatively impacted Direct segment net revenues in the current-year period by $0.1 million primarily due to the timing of shipments to customers.

Indirect. For the thirty-nine weeks ended November 3, 2018, net revenues in the Indirect segment decreased $13.4 million, or 16.5%, to $67.9 million, from $81.3 million in the comparable prior-year period. This change was primarily due to a decline in orders from the Company's specialty retail accounts and certain key accounts.

The adoption of ASC 606 benefited Indirect segment net revenues in the current-year period by $2.0 million primarily due to the timing of shipments to customers as a result of changes in the frequency of product launches compared to the prior-year period.

Gross Profit

For the thirty-nine weeks ended November 3, 2018, gross profit decreased $8.3 million, or 4.6%, to $171.5 million, from $179.8 million in the comparable prior-year period. As a percentage of net revenues, gross profit increased to 57.6% for the thirty-nine weeks ended November 3, 2018, from 55.7% in the comparable prior-year period. The increase as a percentage of net revenues was primarily due to reduced clearance activity and increased full-price selling on verabradley.com and in our full-line stores, freight and shipping savings, channel mix changes, and a reduction in product costs. The prior year included certain reserves taken against slow-moving inventory in the second quarter and adjustments taken against certain inventory categories as a result of Vision 20/20 initiatives in the third quarter that did not recur in the current year.

The adoption of ASC 606 benefited the current-year period gross profit by $1.2 million primarily due to the factors described above.

Selling, General, and Administrative Expenses

For the thirty-nine weeks ended November 3, 2018, SG&A expenses decreased $24.7 million, or 13.6%, to $156.3 million, from $181.0 million in the comparable prior-year period. As a percentage of net revenues, SG&A expenses decreased to 52.5% for the thirty-nine weeks ended November 3, 2018, from 56.1% in the comparable prior-year period. The decrease in SG&A expenses for the thirty-nine weeks ended November 3, 2018 was primarily due to expenses incurred in the prior-year period that did not recur in the current-year period that provided savings of approximately $16.7 million, of which $5.9 million related to store impairment charges, $5.3 million related to severance expenses, and $4.6 million related to strategic consulting charges. In addition, there were approximately $8.0 million in expense reductions due in part to expense management strategies associated with Vision 20/20, including a $4.0 million decrease in employee-related expenses and a $2.0 million decrease in depreciation expenses. SG&A expenses as a percentage of net revenues decreased primarily due to the aforementioned expense savings, partially offset by SG&A expense deleverage associated with lower sales.

Other Income

For the thirty-nine weeks ended November 3, 2018, other income decreased $0.3 million, or 51.2%, to $0.3 million, from $0.6 million in the comparable prior-year period, primarily due to a decrease in participation in the co-op mailer program.

Operating Income (Loss)

For the thirty-nine weeks ended November 3, 2018, operating income (loss) increased $16.0 million to $15.4 million in the current-year period, from $(0.6) million in the comparable prior-year period. As a percentage of net revenues, operating income (loss) was 5.2% and (0.2)% for the thirty-nine weeks ended November 3, 2018 and October 28, 2017, respectively. Operating income (loss) increased due to the factors described above.

The adoption of ASC 606 benefited the current-year period operating income by $1.2 million due to the factors described above.

Direct. For the thirty-nine weeks ended November 3, 2018, operating income in the Direct segment increased $8.5 million, or 24.1%, to $43.9 million from $35.4 million in the comparable prior-year period. As a percentage of Direct segment net revenues, operating income in the Direct segment was 19.1% and 14.7% for the thirty-nine weeks ended November 3, 2018 and October 28, 2017, respectively. The increase in operating income as a percentage of Direct segment net revenues was primarily due to $5.9 million in store impairment charges incurred in the prior-year period that did not recur in the current-year period, a $4.1 million reduction in employee-related expenses due in part to expense management strategies associated with Vision 20/20, and $1.4 million in depreciation expense primarily as a result of prior-year store impairment charges. In addition, there was an increase in gross margin as a percentage of net revenues. These benefits were partially offset by SG&A expense deleverage associated with lower sales.

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The adoption of ASC 606 immaterially impacted Direct segment operating income.
Indirect. For the thirty-nine weeks ended November 3, 2018, operating income in the Indirect segment decreased $0.6 million, or 2.2%, to $27.2 million from $27.8 million in the comparable prior-year period. As a percentage of Indirect segment net revenues, operating income in the Indirect segment was 40.0% and 34.2% for the thirty-nine weeks ended November 3, 2018 and October 28, 2017, respectively. The increase in operating income as a percentage of Indirect segment net revenues was primarily due to an increase in gross margin as a percentage of net revenues, a reduction in employee-related expenses, and severance expenses incurred in the prior-year period that did not recur in the current-year period, as described above, partially offset by SG&A expense deleverage associated with lower sales.
The adoption of ASC 606 benefited the current-year period Indirect segment operating income by $1.2 million due to the factors described above.
Corporate Unallocated. For the thirty-nine weeks ended November 3, 2018, unallocated expenses decreased $8.2 million, or 12.8%, to $55.6 million from $63.8 million in the comparable prior-year period. The decrease in unallocated expenses was primarily due to expenses from the prior-year period that did not recur in the current-year period, including $4.6 million in severance charges and $4.6 million in strategic consulting charges. These savings were partially offset by an increase in incentive compensation expense of approximately $1.6 million primarily as a result of Company performance.
Income Tax Expense
The effective tax rate for the thirty-nine weeks ended November 3, 2018, was 24.7%, compared to (298.1)% for the thirty-nine weeks ended October 28, 2017. The year-over year effective tax rate change was primarily due to the relative impact of discrete items in the current-year period compared to the prior-year period, primarily as a result of tax shortfalls from stock-based compensation, and a decreased annual effective tax rate as a result of the reduction in the U.S. corporate income tax rate to 21% from 35%.
Net Income (Loss)
For the thirty-nine weeks ended November 3, 2018, net income (loss) increased $13.6 million to $12.1 million from $(1.5) million in the comparable prior-year period due to the factors described above. The prior-year period included store impairment charges of $5.9 million; severance charges of $5.4 million; strategic consulting charges of $4.6 million; inventory adjustments of $0.9 million; and net lease termination charges and other Vision 20/20 charges of $0.9 million ($11.2 million collectively after the associated tax benefit) that did not recur in the current-year period.
The adoption of ASC 606 benefited the current-year period net income by $0.9 million due to the factors described above.
Liquidity and Capital Resources
General
Our primary sources of liquidity are cash on hand and cash equivalents, investments, and cash flow from operations. We also have access to additional liquidity, if needed, through borrowings under our $75.0 million asset-based revolving credit agreement (the “New Credit Agreement”) which began on September 7, 2018. Through September 6, 2018, we had access to additional liquidity under our $125.0 million second amended and restated credit agreement (the “Prior Credit Agreement”). There were no borrowings under the New Credit Agreement or Prior Credit Agreement during the thirty-nine weeks ended November 3, 2018, and there was no debt outstanding as of November 3, 2018.
Historically, our primary cash needs have been for merchandise inventories; payroll; store rent; capital expenditures associated with operational equipment, buildings, information technology, and opening new stores; and share repurchases. The most significant components of our working capital are cash and cash equivalents, short-term investments, merchandise inventories, accounts receivable, accounts payable, and other current liabilities.
We believe that cash on hand and cash equivalents, investments, cash flows from operating activities, and the availability of borrowings under our New Credit Agreement or other financing arrangements will be sufficient to meet working capital requirements, anticipated capital expenditures, share repurchases, and debt payments for the foreseeable future.

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Investments

Cash Equivalents. Investments classified as cash equivalents relate to highly-liquid investments with a maturity of three months or less from the date of purchase. As of November 3, 2018 and February 3, 2018, these investments in our portfolio consisted of commercial paper, a money market fund, and municipal securities.

Short-Term Investments. As of November 3, 2018 and February 3, 2018, short-term investments consisted of a certificate of deposit, U.S. and non-U.S. corporate debt securities, municipal securities, and commercial paper with a maturity within one year of the balance sheet date. The balance as of November 3, 2018 also included U.S. treasury securities.

Long-Term Investments. As of November 3, 2018 and February 3, 2018, long-term investments consisted of U.S. and non-U.S. corporate debt securities and municipal securities with a maturity greater than one year from the balance sheet date. The balance as of November 3, 2018 also included U.S. and non-U.S. asset-backed securities and the balance as of February 3, 2018 included U.S. treasury securities.

Refer to Note 11 “Investments” within Item 1 “Financial Statements” of this Quarterly Report on Form 10-Q for additional detail regarding investments.

Cash Flow Analysis

A summary of operating, investing, and financing activities is shown in the following table (in thousands):

	Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017
Net cash provided by operating activities	$11,603	$ 7,491
Net cash used in investing activities	(6,540)	(15,735)
Net cash used in financing activities	(11,502)	(6,849)

Net Cash Provided by Operating Activities

Net cash provided by operating activities consists primarily of net income adjusted for non-cash items, including depreciation, amortization, impairment charges, deferred taxes, and stock-based compensation; the effect of changes in assets and liabilities; and tenant-improvement allowances received from landlords under our store leases.

Net cash provided by operating activities for the thirty-nine weeks ended November 3, 2018, was $11.6 million compared to $7.5 million for the thirty-nine weeks ended October 28, 2017. The increase in cash provided by operating activities was primarily a result of an increase in net income of $13.6 million, partially offset by a decrease in non-cash and cash adjustments of $6.6 million and a net use of cash as a result of changes in assets and liabilities of $2.9 million. The changes in assets and liabilities were primarily a result of the change in accounts payable, more than offset by the change in inventories and accounts receivable.

Net Cash Used in Investing Activities

Investing activities consist primarily of short-term and long-term investments and capital expenditures related to new store openings, buildings, operational equipment, and information technology investments.

Net cash used in investing activities was $6.5 million and $15.7 million for the thirty-nine weeks ended November 3, 2018 and October 28, 2017, respectively. The decrease in cash used in investing activities was primarily a result of net investment activity related to debt securities and certificates of deposit in the current-year period compared to the comparable prior-year period.

Capital expenditures for fiscal 2019 are expected to be approximately $8.0 million.

Net Cash Used in Financing Activities

Net cash used in financing activities was $11.5 million and $6.8 million for the thirty-nine weeks ended November 3, 2018 and October 28, 2017, respectively. The increase in cash used in financing activities was primarily due an increase in cash purchases of our common stock under the 2015 Share Repurchase Plan.

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New Credit Agreement

On September 7, 2018, VBD, a wholly-owned subsidiary of the Company, entered into an asset based revolving Credit Agreement (the "New Credit Agreement") among VBD, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders from time to time party thereto. The New Credit Agreement provides for certain credit facilities to VBD in an aggregate principal amount not to initially exceed the lesser of $75.0 million or the amount of borrowing availability determined in accordance with a borrowing base of certain assets. Any proceeds of the credit facilities will be used to finance general corporate purposes of VBD and its subsidiaries, including but not limited to Vera Bradley International, LLC and Vera Bradley Sales, LLC (collectively, the "Named Subsidiaries"). The New Credit Agreement also contains an option for VBD to arrange with lenders to increase the aggregate principal amount by up to $25.0 million.

Amounts outstanding under the New Credit Agreement bear interest at a per annum rate equal to either (i) for CBFR borrowings (including swingline loans), the CB Floating Rate, where the CB Floating Rate is the prime rate which shall never be less than the adjusted one month LIBOR rate on such day, plus the Applicable Rate, where the Applicable Rate is a percentage spread ranging from -1.00% to -1.50% or (ii) for each eurodollar borrowing, the Adjusted LIBO Rate, where the Adjusted LIBO Rate is the LIBO rate for such interest period multiplied by the statutory reserve rate, for the interest period in effect for such borrowing, plus the Applicable Rate, where the Applicable Rate is a percentage ranging from 1.00% to 1.30%. The applicable CB Floating Rate, Adjusted LIBO Rate, or LIBO Rate shall be determined by the administrative agent. The New Credit Agreement also requires VBD to pay a commitment fee for the unused portion of the revolving facility of up to 0.20% per annum.

VBD's obligations under the New Credit Agreement are guaranteed by the Company and the Named Subsidiaries. The obligations of VBD under the New Credit Agreement are secured by substantially all of the respective assets of VBD, the Company, and the Named Subsidiaries and are further secured by the equity interests in VBD and the Named Subsidiaries.

The New Credit Agreement contains various affirmative and negative covenants, including restrictions on the Company's ability to incur debt or liens; engage in mergers or consolidations; make certain investments, acquisitions, loans, and advances; sell assets; enter into certain swap agreements; pay dividends or make distributions or make other restricted payments; engage in certain transactions with affiliates; and amend, modify, or waive any of its rights related to subordinated indebtedness and certain charter and other organizational, governing, and material agreements. The Company may avoid certain of such restrictions by meeting payment conditions defined in the New Credit Agreement. The Company was in compliance with these covenants as of November 3, 2018.

The New Credit Agreement also requires the Loan Parties to maintain a minimum fixed charge coverage ratio of 1.00 to 1.00 during periods when borrowing availability is less than the greater of (A) $7.5 million, and (B) 10% of the lesser of (i) the aggregate revolving commitment, and (ii) the borrowing base. The fixed charge coverage ratio, availability, aggregate revolving commitment, and the borrowing base are further defined in the New Credit Agreement.

The New Credit Agreement contains customary events of default, including, among other things: (i) the failure to pay any principal, interest, or other fees under the New Credit Agreement; (ii) the making of any materially incorrect representation or warranty; (iii) the failure to observe or perform any covenant, condition, or agreement in the New Credit Agreement or related agreements; (iv) a cross default with respect to other material indebtedness; (v) bankruptcy and insolvency events; (vi) unsatisfied material final judgments; (vii) Employee Retirement Income Security Act of 1974 ("ERISA") events that could reasonably be expected to have a material adverse effect; and (viii) a change in control (as defined in the New Credit Agreement).

Any commitments made under the New Credit Agreement mature on September 7, 2023.

On July 15, 2015, VBD entered into the Second Amended and Restated Credit Agreement among VBD, the lenders from time to time party thereto, JPMorgan Chase Bank, National Association, as administrative agent; Wells Fargo Bank, National Association, as syndication agent; and KeyBank National Association, as documentation agent (the "Prior Credit Agreement"). The Prior Credit Agreement provided for certain credit facilities to VBD in an aggregate principal amount not to initially exceed $125.0 million, the proceeds of which could be used for general corporate purposes of VBD and its subsidiaries, including but not limited to Vera Bradley International, LLC and Vera Bradley

Sales, LLC. The Prior Credit Agreement was terminated concurrently with entering into the New Credit Agreement.

Off-Balance-Sheet Arrangements

We do not have any off-balance-sheet financing or unconsolidated special-purpose entities.

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Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses, as well as the related disclosures of contingent assets and liabilities at the date of the financial statements. A summary of the Company's significant accounting policies is included in Note 2 to the Company's consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2018. In addition to these policies, refer to Note 1 "Description of the Company and Basis of Presentation" and Note 2 "Revenue from Contracts with Customers" within Item 1 "Financial Statements" of this Quarterly Report on Form 10-Q for a discussion of the Company's revenue accounting policy under the recently adopted Accounting Standards Codification Topic 606.

Certain accounting policies and estimates of the Company are considered critical, as these policies and estimates are the most important to the depiction of the Company's consolidated financial statements and require significant, difficult, or complex judgments, often about the effect of matters that are inherently uncertain. Such policies are summarized in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2018. With the exception of revenue recognition, there were no significant changes to any of the critical accounting policies and estimates described in the Annual Report as of November 3, 2018.

Recently Issued Accounting Pronouncements

Refer to Note 1 "Description of the Company and Basis of Presentation" within Item 1 "Financial Statements" of this Quarterly Report on Form 10-Q for a discussion of recently issued accounting pronouncements.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As of November 3, 2018, there was no material change in the market risks described in "Quantitative and Qualitative Disclosures About Market Risks" in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2018.

ITEM 4. CONTROLS AND PROCEDURES

At the end of the period covered by this Quarterly Report on Form 10-Q, the Company carried out an evaluation, under the supervision and with the participation of the Company's Disclosure Committee and management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 of the Securities Exchange Act of 1934. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of November 3, 2018.

There has been no change in our internal control over financial reporting during the most recent fiscal quarter that has materially affected, or that is reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS

There has been no material change to our risk factors as previously set forth in the Company’s Annual Report on Form 10-K for the fiscal year ended February 3, 2018.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On December 8, 2015, the Company's board of directors approved a share repurchase program (the “2015 Share Repurchase Program”) authorizing up to $50.0 million of repurchases of shares of the Company's common stock. The initial term of the 2015 Share Repurchase Program expired on December 31, 2017. On November 30, 2017, the Company’s board of directors authorized the Company to extend the 2015 Share Repurchase Program during an open window period until December 31, 2018. On November 29, 2018, subsequent to the end of the Company's third quarter, the Company's board of directors approved a new share repurchase plan. Refer to Note 14 “Subsequent Event” within Item 1 “Financial Statements” of this Quarterly Report on Form 10-Q for additional details.

The Company purchased 531,665 shares at an average price of $14.15 per share, excluding commissions, for an aggregate amount of $7.5 million during the thirteen weeks ended November 3, 2018, under the 2015 Share Repurchase Program.

Details regarding the activity under the program during the thirteen weeks ended November 3, 2018 are as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Program
August 5, 2018 - September 1, 2018	28,389	$ 14.16	28,389	$ 9,428,497
September 2, 2018 - October 6, 2018	247,543	14.94	247,543	5,730,030
October 7, 2018 - November 3, 2018	255,733	13.38	255,733	2,308,483
	531,665	$ 14.15	531,665	

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ITEM 6. EXHIBITS

a. Exhibits

Exhibit No.	Description
31.1	CEO Section 302 Certification
31.2	CFO Section 302 Certification
32.1	Section 906 Certifications*
101	The following materials from Vera Bradley, Inc.'s Quarterly Report on Form 10-Q for the quarter ended November 3, 2018 formatted in Extensible Business Reporting Language (XBRL): (i) Condensed Consolidated Statements of Operations for the Thirteen and Thirty-Nine Weeks ended November 3, 2018 and October 28, 2017; (ii) Condensed Consolidated Statements of Comprehensive Income for the Thirteen and Thirty-Nine Weeks ended November 3, 2018 and October 28, 2017; (iii) Condensed Consolidated Balance Sheets as of November 3, 2018 and February 3, 2018; (iv) Condensed Consolidated Statements of Cash Flows for the Thirty-Nine Weeks ended November 3, 2018 and October 28, 2017, and (v) Notes to Condensed Consolidated Financial Statements. **

* Furnished, not filed.

** Pursuant to Rule 406T of SEC Regulation S-T, the Interactive Data Files included as Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these Sections.

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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)
Date: December 12, 2018	/s/ John Enwright John Enwright Chief Financial Officer