

Vera Bradley, Inc.  
Form 8-K  
May 24, 2011

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 20, 2011**

**VERA BRADLEY, INC.**

(Exact name of registrant as specified in its charter)

Indiana

(State or Other Jurisdiction

of Incorporation)

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**001-34918**  
(Commission

File Number)

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

**(877) 708-8372**

(Registrant's telephone number, including area code)

**None**

(Former name, former address and former fiscal year, if changed since last report)

**27-2935063**  
(IRS Employer

Identification No.)

**46808**  
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 20, 2011, the board of directors of Vera Bradley, Inc. (the Company) adopted a resolution increasing the size of the board from seven to eight directors and, to fill the resulting vacancy, unanimously elected Frances P. Philip as an independent, Class III director, effective May 20, 2011. Ms. Philip's term will expire with the terms of the other Class III directors at the 2013 annual meeting of shareholders.

As a director of the Company, Ms. Philip will receive compensation as a non-employee director in accordance with the Company's non-employee director compensation practices described in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 1, 2011. This compensation generally consists of an annual retainer in the amount of \$34,000, meeting attendance fees of \$2,000 for each board or committee meeting (\$500 for a telephonic meeting), and an annual equity grant with a value of \$50,000.

A copy of the press release announcing Ms. Philip's election is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated May 24, 2011

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 24, 2011

Vera Bradley, Inc.

By: /s/ Jeffrey A. Blade

Jeffrey A. Blade

Executive Vice President Chief Financial and

Administrative Officer

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release dated May 24, 2011