

Vera Bradley, Inc.  
Form 8-K  
May 30, 2012

**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 24, 2012**

**VERA BRADLEY, INC.**

(Exact name of registrant as specified in its charter)

**Indiana**  
(State or Other Jurisdiction

of Incorporation)

**001-34918**  
(Commission

File Number)

**27-2935063**  
(IRS Employer

Identification No.)

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**2208 Production Road, Fort Wayne, Indiana**

**(Address of Principal Executive Offices)**

**(877) 708-8372**

**46808**

**(Zip Code)**

**(Registrant's telephone number, including area code)**

**None**

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

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

- ..  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 (17CFR240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))

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

The Company's 2012 Annual Meeting of Shareholders was held on May 24, 2012. At the meeting, the Company's shareholders:

- (1) elected Robert J. Hall, P. Michael Miller, and Edward M. Schmults to serve as Class II directors of the Company's board of directors; and
- (2) ratified the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending February 2, 2013.

Set forth below, with respect to each such matter, are the number of votes cast for or against, the number of abstentions, and the number of broker non-votes.

- (1) Election of Directors

<b>Nominee</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Robert J. Hall	28,577,039	8,689,333	1,733,644
P. Michael Miller	28,578,591	8,687,781	1,733,644
Edward M. Schmults	35,943,720	1,322,652	1,733,644

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

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
38,947,823	37,631	14,562	

**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.

Vera Bradley, Inc.

Date: May 30, 2012

By: /s/ Jeffrey A. Blade

Jeffrey A. Blade  
Executive Vice President Chief Financial and

Administrative Officer