

Vera Bradley, Inc.
Form 8-K
June 01, 2018

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 31, 2018

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

| | | |
|--|-----------------------------|--------------------------------------|
| Indiana | 001-34918 | 27-2935063 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS 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) | | |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written
communications
o pursuant to Rule
425 under the
Securities Act (17
CFR 230.425)

Soliciting material
pursuant to Rule
o 14a-12 under the
Exchange Act (17
CFR 240.14a-12)

o

Pre-commencement
communications
pursuant to Rule
14d-2(b) under the
Exchange Act (17
CFR 240.14d-2(b))

o Pre-commencement
communications
pursuant to Rule
13e-4(c) under the
Exchange Act (17
CFR 240.13e-4(c))

Indicate by check mark
whether the registrant
is an emerging growth
company as defined in
Rule 405 of the
Securities Act of 1933
(§230.405 of this
chapter) or Rule 12b-2
of the Securities
Exchange Act of 1934
(§240.12b-2 of this
chapter).

Emerging growth
company o

If an emerging growth
company, indicate by
check mark if the
registrant has elected
not to use the extended
transition period for
complying with any
new or revised
financial accounting
standards provided
pursuant to Section
13(a) of the Exchange
Act. o

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

The Company's 2018 Annual Meeting of Shareholders was held on May 31, 2018. 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;
- (2) ratified the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending February 2, 2019; and
- (3) approved, on an advisory basis, the compensation of the Company's named executive officers.

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

| Nominee | For | Withhold | Broker Non-Votes |
|--------------------|------------|------------|------------------|
| Robert J. Hall | 29,038,439 | 959,031 | 2,652,794 |
| P. Michael Miller | 25,378,326 | 4,619,144 | 2,652,794 |
| Edward M. Schmults | 19,889,825 | 10,107,645 | 2,652,794 |

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

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 32,607,993 | 35,836 | 6,435 | — |

(3) Advisory Approval of the Company's Named Executive Officer Compensation

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 24,753,275 | 4,737,366 | 506,829 | 2,652,794 |

SIGNATURE

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

Vera Bradley, Inc.
(Registrant)

June 1, 2018 /s/ Mark C. Dely
Mark C. Dely
Chief Administrative Officer