

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form S-1**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Vera Bradley, Inc.**

*(Exact name of registrant as specified in its charter)*

**Indiana**

*(State or other jurisdiction of  
incorporation or organization)*

**3171**

*(Primary Standard Industrial  
Classification Code Number)*

**27-2935063**

*(I.R.S. Employer  
Identification Number)*

**2208 Production Road  
Fort Wayne, Indiana 46808  
Phone: (877) 708-8372**

*(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)*

**Michael C. Ray  
Chief Executive Officer  
Vera Bradley, Inc.  
2208 Production Road  
Fort Wayne, Indiana 46808  
Phone: (877) 708-8372**

*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

**Copies to:**

**Steven J. Gavin, Esq.  
Arlene K. Lim, Esq.  
Winston & Strawn LLP  
35 West Wacker Drive  
Chicago, Illinois 60601  
Phone: (312) 558-5600  
Fax: (312) 558-5700**

**Patrick Daugherty, Esq.  
Foley & Lardner LLP  
321 North Clark Street  
Chicago, Illinois 60654  
Phone: (312) 832-4500  
Fax: (312) 832-4700**

**Approximate date of commencement of proposed sale to the public:**  
As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-173277

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>(1)(2)</sup>	Proposed Maximum Offering Price Per Unit <sup>(3)</sup>	Proposed Maximum Aggregate Offering Price <sup>(3)</sup>	Amount of Registration Fee <sup>(4)</sup>
Common Stock, without par value	995,454	\$43.50	\$43,302,249	\$5,028

(1) Includes 130,435 shares that the underwriters have the option to purchase to cover overallotments.

(2) The 995,454 shares being registered under this Registration Statement are in addition to the 5,950,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-173277).

(3) Based on the public offering price.

(4) The registrant previously paid \$27,985 in connection with its Registration Statement on Form S-1 (Registration No. 333-173277).

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.**

## EXPLANATORY NOTE

This registration statement is being filed with the Securities and Exchange Commission (the "Commission") by Vera Bradley, Inc. (the "Company") pursuant to Rule 462(b) and General Instruction V of Form S-1, both as promulgated under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form S-1 (File No. 333-173277) filed by the Company with the Commission, as amended, including each of the documents included therein or incorporated by reference therein and all exhibits thereto, which was declared effective by the Commission on April 8, 2011, as well as the Post-Effective Amendment No. 1 to Form S-1 filed by the Company with the Commission on April 13, 2011 and deemed immediately effective pursuant to Rule 462(d) of the Securities Act, are incorporated herein by reference into, and shall be deemed part of, this registration statement. This registration statement includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of the Company's independent registered public accounting firm.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Wayne, State of Indiana, on April 13, 2011.

VERA BRADLEY, INC.

By: /s/ Michael C. Ray  
Michael C. Ray  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael C. Ray</u> Michael C. Ray	Director and Chief Executive Officer (principal executive officer)	April 13, 2011
* <u>Jeffrey A. Blade</u>	Executive Vice President — Chief Financial and Administrative Officer (principal accounting and financial officer)	April 13, 2011
* <u>Barbara Bradley Baekgaard</u>	Director	April 13, 2011
* <u>Robert J. Hall</u>	Director	April 13, 2011
* <u>John E. Kyees</u>	Director	April 13, 2011
* <u>Patricia R. Miller</u>	Director	April 13, 2011
* <u>P. Michael Miller</u>	Director	April 13, 2011
* <u>Edward M. Schmults</u>	Director	April 13, 2011

By: /s/ Michael C. Ray  
Michael C. Ray, as *attorney-in-fact*

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Ice Miller LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ice Miller LLP (contained in Exhibit 5.1)
24.1*	Power of Attorney

\* Included on the signature page to the Company's Registration Statement on Form S-1 (File No. 333-173277) filed with the Commission on April 1, 2011.

April 13, 2011

Board of Directors  
Vera Bradley, Inc.  
2208 Production Road  
Fort Wayne, Indiana 46808

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Vera Bradley, Inc., an Indiana corporation (the "Company"), in connection with the filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") of (i) a Registration Statement on Form S-1 (Registration No. 333-173277), as amended by Amendment No. 1 thereto filed with the Commission on April 8, 2011 and by Post-Effective Amendment No. 1 thereto filed with the Commission on April 13, 2011 (as so amended, the "Registration Statement"), and (ii) a Registration Statement on Form S-1 filed pursuant to Rule 462(b) (the "462(b) Registration Statement"), relating to the public offering by certain selling shareholders of the Company named in the Registration Statement of up to 6,945,454 shares of the Company's authorized Common Stock (the "Shares"), assuming the over-allotment option is exercised. The Shares in excess of the 5,945,960 shares covered by our original opinion filed as an exhibit to the Registration Statement, are referred to herein as "462(b) Shares." Unless otherwise defined herein, capitalized terms used herein shall have the meaning assigned to them in the Registration Statement.

We have investigated those questions of law as we have deemed necessary or appropriate for purposes of this opinion. We have also examined originals, or copies certified or otherwise identified to our satisfaction, of those documents, corporate or other records, certificates and other papers that we deemed necessary to examine for purposes of this opinion, including:

1. The Registration Statement and the 462(b) Registration Statement, each as amended through the date hereof;
2. A copy of the Second Amended and Restated Articles of Incorporation of the Company, together with all amendments thereto;
3. A copy of the Amended and Restated Bylaws of the Company, as amended to date;
4. An Officer's Certificate of even date herewith as to certain factual matters; and
5. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

We have also relied, without investigation as to the accuracy thereof, on other certificates of and oral and written communications from public officials and officers of the Company.

For purposes of this opinion, we have assumed (i) the genuineness of all signatures; (ii) the authenticity of all documents submitted to us as originals and the conformity to authentic originals of all documents submitted to us as certified or photostatic copies; and (iii) that the registration requirements of the Securities Act and all applicable requirements of state laws regulating the offer and sale of the Common Stock will have been duly satisfied. The opinion set forth herein is limited to the law of the State of Indiana.

Based upon the foregoing and subject to the qualifications set forth in this letter, we are of the opinion that the 462(b) Shares are legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the reference to our firm in the Registration Statement under the caption "Legal Matters." In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ice Miller LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 1, 2011, relating to the consolidated financial statements of Vera Bradley, Inc. and its subsidiaries, which appears in the Registration Statement on Form S-1 (No. 333-173277) incorporated by reference into this Registration Statement. We also consent to the references to us under the headings "Summary Consolidated Financial and Other Data" and "Experts" in the Registration Statement on Form S-1 (No. 333-173277) incorporated by reference into this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Indianapolis, Indiana  
April 13, 2011