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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A**

**Amendment No. 1**

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ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended January 30, 2016

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

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Vera Bradley

**VERA BRADLEY, INC.**

(Exact name of registrant as specified in its charter)

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**Indiana**

(State or other jurisdiction of  
incorporation or organization)

27-2935063

(I.R.S. Employer  
Identification No.)

**12420 Stonebridge Road,  
Roanoke, Indiana**

(Address of principal executive offices)

46783

(Zip Code)

(877) 708-8372

(Registrant's telephone number, including area code)

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Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock

Name of each exchange on which registered

The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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  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  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

The aggregate market value of the registrant's voting common stock held by non-affiliates of the registrant as of August 1, 2015 was \$219,293,786.

The registrant had 37,604,770 shares of its common stock outstanding as of March 29, 2016.

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#### DOCUMENT INCORPORATED BY REFERENCE:

Portions of the registrant's definitive proxy statement for the 2016 Annual Meeting of Shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

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#### EXPLANATORY NOTE FOR AMENDMENT NO. 1:

Vera Bradley, Inc. (the "Company") is filing this amendment (this "Amendment") to our Annual Report on Form 10-K for the fiscal year ended January 30, 2016 (the "Initial Filing"), filed with the SEC on March 29, 2016, (i) to amend and restate the shares of its common stock outstanding as of March 29, 2016, as presented on the cover page of the Company's Form 10-K; and (ii) to provide relevant portions of the certifications required by Section 302 of the Sarbanes-Oxley Act of 2002 as of the date of this Amendment.

This Amendment should be read in conjunction with the Initial Filing, which continues to speak as of the date of the Initial Filing. Except as specifically noted above, this Amendment does not modify or update disclosures in the Initial Filing. Accordingly, this Amendment does not reflect events occurring after the filing of the Initial Filing or modify or update any related or other disclosures.

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**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

<b>Exhibit No.</b>	<b>Description</b>
31.1*	Rule 13a-14(a)/15d-4(a) Certification of Chief Executive Officer
31.2*	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
*	Filed herewith

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, thereunto duly authorized, on March 30, 2016.

Vera Bradley, Inc.

/s/ Kevin J. Sierks

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Kevin J. Sierks

Executive Vice President – Chief Financial Officer

**CERTIFICATIONS**

I, Robert Wallstrom, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K of Vera Bradley, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 30, 2016

/s/ Robert Wallstrom

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Robert Wallstrom  
*Chief Executive Officer*

**CERTIFICATIONS**

I, Kevin J. Sierks, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K of Vera Bradley, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 30, 2016

/s/ Kevin J. Sierks

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Kevin J. Sierks  
*Chief Financial Officer*