

---

---

**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): June 3, 2021**

---

**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.)

**12420 Stonebridge Road,  
Roanoke, Indiana**  
(Address of Principal Executive Offices)

**46783**  
(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 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))

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

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, without par value	VRA	NASDAQ Global Select Market

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

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.

---

---

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As described under Item 5.07 of this Current Report on Form 8-K, at the Annual Meeting of the Company held on June 3, 2021, the shareholders of the Company approved to amend the Company's Second Amended and Restated Articles of Incorporation to allow shareholders to unilaterally amend its bylaws (the "Amendment"). The Amendment is further described in the Company's definitive Proxy Statement filed with the Securities and Exchange Commission on May 7, 2021. A copy of the Amended and Restated Articles of Incorporation is filed as Exhibit 3.1 hereto and is incorporated by reference to this Current Report on Form 8-K.

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

The Company's 2021 Annual Meeting of Shareholders was held on June 3, 2021. At the meeting, the Company's shareholders:

- (1) elected Barbara Bradley Baekgaard, Kristina Cashman, Robert J. Hall, Mary Lou Kelley, John E. Kyees, Frances P. Philip, Edward M. Schmults, Carrie M. Tharp, Nancy R. Twine and Robert Wallstrom to serve as Directors of the Company's Board of Directors for a one-year term;
- (2) ratified the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending January 29, 2022;
- (3) approved, on an advisory basis, the compensation of the Company's named executive officers; and
- (4) approved an amendment to the Company's Second Amended and Restated Articles of Incorporation to allow shareholders to unilaterally amend its bylaws.

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>
Barbara Bradley Baekgaard	21,542,428	389,388	3,129,072
Kristina Cashman	21,552,719	379,097	3,129,072
Robert J. Hall	21,542,191	389,625	3,129,072
Mary Lou Kelley	21,552,971	378,845	3,129,072
John E. Kyees	21,453,788	478,028	3,129,072
Frances P. Philip	21,508,528	423,288	3,129,072
Edward M. Schmults	21,505,771	426,045	3,129,072
Carrie M. Tharp	21,552,719	379,097	3,129,072
Nancy R. Twine	21,577,904	353,912	3,129,072
Robert Wallstrom	21,542,257	389,559	3,129,072

---

(2)	Ratification of Appointment of Independent Registered Public Accounting Firm			
<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>	
25,037,502	15,298	8,088	—	
(3)	Advisory Approval of the Company's Named Executive Officer Compensation			
<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>	
20,507,209	1,356,428	68,179	3,129,072	
(4)	Approve an Amendment to the Company's Second Amended and Restated Articles of Incorporation			
<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>	
21,474,430	374,608	82,778	3,129,072	

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<a href="#">3.1</a>	<a href="#">Amended and Restated Articles of Incorporation</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

---

**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)

**Date: June 8, 2021**

---

/s/ Mark C. Dely

---

Mark C. Dely  
Chief Administration Officer

---

## EXHIBIT INDEX

Exhibit No.	Description
<a href="#">3.1</a>	<a href="#">Amended and Restated Articles of Incorporation</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**VERA BRADLEY, INC.**

Vera Bradley, Inc. (the "Corporation"), desiring to amend and restate its Amended and Restated Articles of Incorporation, effective as of the date these articles are submitted to the Indiana Secretary of State for approval, pursuant to the provisions of the Indiana Business Corporation Law, as amended (hereinafter referred to as the "Act"), executes the following Amended and Restated Articles of Incorporation.

**ARTICLE I.**

**Name**

Section 1.1. The name of the Corporation is Vera Bradley, Inc.

**ARTICLE II.**

**Purposes**

Section 2.1. The purpose for which the Corporation is formed is to transact any and all lawful business for which corporations may be incorporated under the Act.

**ARTICLE III.**

**Shares and Shareholders**

Section 3.1. Number. The total number of shares which the Corporation is authorized to issue is Two Hundred Five Million (205,000,000), consisting of Two Hundred Million (200,000,000) common shares (the "Common Stock") and Five Million (5,000,000) preferred shares (the "Preferred Stock").

Section 3.2. Relative Rights, Preferences, Limitations and Restrictions of Shares.

(a) Common Stock. The Common Stock shall have all of the rights accorded to shares under the Act, including but not limited to unlimited voting rights and, after payment shall have been made to the holders of any outstanding series of Preferred Stock of the full amount to which they shall be entitled, rights to distribution of the net assets of the Corporation upon dissolution.

(b) Preferred Stock. The Preferred Stock shall have such rights and preferences as are prescribed to it by the Board of Directors of the Corporation.

Section 3.3. Voting Rights. Each holder of Common Stock shall be entitled to one (1) vote for each share owned of record on the books of the Corporation on each matter submitted to a vote of the holders of Common Stock. Each holder of Preferred Stock shall have such voting rights as are prescribed to it by the Board of Directors.

**ARTICLE IV.**

**Registered Office and Registered Agent**

Section 4.1. Registered Office. The street address of the Corporation's registered office is One American Square, Suite 2900, Indianapolis, Indiana 46282-0200.

Section 4.2. Registered Agent. The name of the Corporation's registered agent at such registered office is Stephen J. Hackman.

## ARTICLE V.

### Board of Directors

Section 5.1. Powers. All corporate powers are exercised by or under the authority of, and the business and affairs of the Corporation are managed under the direction of, the Board of Directors.

Section 5.2. Number. The total number of directors shall be that specified in or fixed in accordance with the bylaws. The bylaws or these Articles may provide for staggering the terms of directors by dividing the directors into two (2) or three (3) groups, as provided in the Act. In the absence of a provision in the bylaws specifying the number of directors or setting forth the manner in which such number shall be fixed, the number of directors shall be eleven (11).

Section 5.3. Removal of Directors. Any one or more of the members of the Board of Directors may be removed, with or without cause, only at a meeting of shareholders called expressly for that purpose, by the affirmative vote of holders of outstanding shares representing at least a majority of all of the votes then entitled to be cast at an election of directors. No director may be removed except as provided in this Section 5.3.

Section 5.4. By-Laws. Except as otherwise expressly provided in these Articles of Incorporation or by the Act, the By-Laws of the Corporation may be amended or repealed by either (a) the Board of Directors by the affirmative vote of a majority of the entire number of Directors at the time, or (b) the shares of all classes of stock of the Corporation entitled to vote generally pursuant to Section 3.3. of these Articles of Incorporation, provided, however, that no By-Law may be adopted that is inconsistent with the Act.

## ARTICLE VI.

### Indemnification

Section 6.1. Rights to Indemnification and Advancement of Expenses. The Corporation shall, to the fullest extent permitted by applicable law now or hereafter in effect, indemnify any person who is or was a director, officer or employee of the Corporation (an "Eligible Person") and who is or was involved in any manner (including, without limitation, as a party or a witness) or is threatened to be made so involved in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor) (a "Proceeding") by reason of the fact that such person is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, partner, member, manager, trustee, fiduciary or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise (including, without limitation, any employee benefit plan), against all expenses (including attorneys' fees), judgments, fines or penalties (including excise taxes assessed with respect to an employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such Eligible Person in connection with such Proceeding if the Eligible Person acted in good faith and in a manner the Eligible Person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding either (i) had reasonable cause to believe the Eligible Person's conduct was lawful, or (ii) had no reasonable cause to believe the Eligible Person's conduct was unlawful; provided, however, that the foregoing shall not apply to a Proceeding commenced by an Eligible Person except to the extent provided otherwise in the Corporation's Bylaws or an agreement with an Eligible Person. The Corporation may establish provisions supplemental to or in furtherance of the provisions of this Article VI, including, but not limited to, provisions concerning the determination of the right of any Eligible Person to indemnification, mandatory or permissive advancement of expenses to an Eligible Person incurred in connection with a Proceeding, the effect of any change in control of the Corporation on indemnification and advancement of expenses and the funding or other payment of amounts necessary to effect indemnification and advancement of expenses, in the Bylaws of the Corporation or in agreements with any Eligible Person.

Section 6.2. Other Rights Not Affected. Nothing contained in this Article VI shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of

or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article VI to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article VI. Therefore, indemnification shall be provided in accordance with this Article VI irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws.

**IN WITNESS WHEREOF**, the undersigned officer of Vera Bradley, Inc. caused these Amended and Restated Articles of Incorporation to be signed this 3<sup>rd</sup> day of June, 2021.

VERA BRADLEY, INC.

By: /s/  
Robert Wallstrom  
Title: Chief  
Executive Officer