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

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**FORM SD**

**Specialized Disclosure Report**

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**VERA BRADLEY, INC.**

(Exact name of registrant as specified in its charter)

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**Indiana**  
(State or Other Jurisdiction  
of Incorporation)

**001-34918**  
(Commission  
File Number)

**27-2935063**  
(IRS Employer  
Identification No.)

**2208 Production Road, Fort Wayne, Indiana**  
(Address of Principal Executive Offices)

**46808**  
(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)

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Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2013.

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## Section 1 - Conflict Minerals Disclosure

### Item 1.01 Conflict Minerals Disclosure and Report

#### 1. Introduction

The terms “Company” and “Vera Bradley” refer to Vera Bradley, Inc. and its subsidiaries, except where context requires or where otherwise indicated. Vera Bradley is a leading designer, producer, marketer, and retailer of stylish, highly functional accessories primarily for women. The Company’s products include a wide offering of handbags, accessories, and travel and leisure items.

Vera Bradley, Inc. contracts to manufacture products that may contain gold, tantalum, tin and tungsten (3TG), such as handbags, accessories, and travel and leisure items. As these materials are necessary to Vera Bradley, Inc.’s products, the company is dedicated to tracing the origin of these metals to ensure our sourcing practices do not support conflict or human rights abuses in the Democratic Republic of Congo (DRC) and surrounding area.

#### 2. Conflict Minerals Disclosures

In accordance with the execution of this policy, Vera Bradley, Inc. has concluded in good faith that during 2013,

- a) Vera Bradley, Inc. contracted to manufacture products for which “conflict minerals” (as defined in Section 1502(e)(4) of the Dodd-Frank Wall Street Reform and Consumer Protection Act) are necessary to the functionality or production.
- b) Based on a “reasonable country of origin inquiry” (RCOI) and subsequent due diligence, Vera Bradley, Inc. does not have concrete findings on whether its sourcing practices directly or indirectly funded armed groups in the Covered Countries.

In accord with Rule 13p-1 under the Securities Exchange Act of 1934 (“Rule 13p-1”), Vera Bradley, Inc. has filed this Specialized Disclosure Form (“Form SD”) and the associated Conflict Minerals Report, and both reports are posted to a publicly available Internet site at <http://www.verabradley.com/custserv/custserv.jsp?pageName=supplychain>.

#### 3. Reasonable Country of Origin Inquiry Description

To implement the RCOI, Vera Bradley, Inc.’s Tier 1 suppliers were engaged to collect information regarding the presence and sourcing of gold, tantalum, tin and tungsten (3TG) used in the products supplied to Vera Bradley, Inc. Information was collected and stored using an online platform provided by a third party vendor, Source Intelligence.

Supplier engagement followed these steps:

- An introduction email was sent to Tier 1 suppliers describing the compliance requirements and requesting conflict minerals information;
- Following the initial introductions to the program and information request, at least 3 reminder emails were sent to each non-responsive supplier requesting survey completion

An escalation process was initiated with Vera Bradley, Inc. for suppliers who continued to be non-responsive after the above contacts were made. The program utilized the Electronic Industry Citizenship Coalition (EICC) and Global e-Sustainability Initiative (GeSI) Conflict Minerals Due Diligence Template (EICC-GeSI Template) for data collection.

Supplier responses were evaluated for plausibility, consistency, and gaps both in terms of which products were stated to contain or not contain necessary 3TG, as well as the origin of those materials. Additional supplier contacts were conducted to address issues including implausible statements regarding no presence of 3TG, incomplete data on EICC-GeSI reporting templates, responses that did not identify smelters or refiners, responses which indicated sourcing location without complete supporting information from the supply chain, and organizations that were identified as smelter or refiners, but not verified as such through further analysis and research.

#### 4. RCOI Results

A total of 47 suppliers were identified as in-scope for conflict mineral regulatory purposes and contacted as part of the RCOI process. The survey response rate among these suppliers was 75%. Of these responding suppliers, 8% responded yes as to having one or more of the regulated metals (3TG) as necessary to the functionality or production of the products they supply to Vera Bradley, Inc.

## **5. Due Diligence**

A description of the measures Vera Bradley, Inc. took to exercise due diligence on the source and chain of custody of its conflict minerals for which Vera Bradley, Inc. knew or had reason to believe were sourced from the Covered Countries based on the RCOI described above, is provided in the Conflict Minerals Report attached hereto as Exhibit 1.01.

### **Section 2 - Exhibits**

#### **Item 2.01 Exhibits**

Exhibit 1.02 - Conflict Minerals Report

**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: June 2, 2014

By: /s/ Kevin J. Sierks

Kevin J. Sierks

Executive Vice President – Chief Financial Officer

**Conflict Minerals Report of Vera Bradley, Inc.**  
**In accord with Rule 13p-1 under the Securities Exchange Act of 1934**

This is the Conflict Mineral Report of Vera Bradley, Inc. for calendar year 2013 (excepting conflict minerals that, prior to January 31, 2013, were located outside of the supply chain) in accord with Rule 13p-1 under the Securities Exchange Act of 1934 (“Rule 13p-1”).

### 1. Introduction

The intent of this Conflict Minerals Report (CMR) is to describe Vera Bradley, Inc.’s due diligence process following Rule 13p-1 requirements. Per Rule 13p-1, due diligence is used to support a company’s determination whether or not there is evidence that the smelters or refiners within its supply chain are sourcing minerals that are considered “DRC Conflict Free”, that have “not been found to be DRC Conflict Free”, or that are “DRC Conflict Undeterminable”.

### 2. Product Description

Vera Bradley, Inc. contracts to manufacture products that may contain 3TG, such as handbags, apparel and fashion accessories.

Suppliers were requested to use the Electronic Industry Citizenship Coalition (EICC) and Global e-Sustainability Initiative (GeSI) Conflict Minerals Due Diligence Template (EICC-GeSI Template) to identify 3TG smelters and refiners (SORs) and associated countries of origin. Below is a summary of verified smelters<sup>1</sup>:

SOR / Facility Name	Conflict-Free Status
<b>Gold</b>	
None	N/A
<b>Tin</b>	
Minmetals Ganzhou Tin Co. Ltd.	Unknown
Jiangxi Nanshan	Unknown
<b>Tungsten</b>	
None	N/A
<b>Tantalum</b>	
None	N/A

**Countries of Origin for these SORs are believed to include:**

China, Indonesia

### 3. Design of Due Diligence Measures

Vera Bradley, Inc.’s due diligence process is based on the Organization for Economic Cooperation and Development’s (OECD’s) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and accompanying Supplements<sup>2</sup>. It is important to note that the OECD Guidance was written for both upstream<sup>3</sup> and downstream<sup>4</sup> companies in the supply chain. As Vera Bradley, Inc. is a downstream company in the supply chain, our due diligence practices were tailored accordingly.

<sup>1</sup>Verified smelters are those listed by the EICC.

#### 4. Due Diligence Measures Implemented

Due Diligence measures undertaken by Vera Bradley, Inc. included the following:

- Adopt a conflict minerals policy. Our conflict minerals policy is publicly available at <http://www.verabradley.com/custserv/custserv.jsp?pageName=supplychain>.
- Implement internal measures taken to strengthen company engagement with suppliers
- Engage with suppliers to identify the Smelters or Refiners (SORs) in the supply chain
- Engage with SORs to obtain mine of origin and transit routes and assess whether SORs have carried out all elements of due diligence for responsible supply chains of minerals from conflict-affected and high-risk areas
- Report risk management findings to senior management
- Report Annually on Supply Chain Due Diligence. The Form SD and CMR contained herein and publicly available at <http://www.verabradley.com/custserv/custserv.jsp?pageName=supplychain>.

#### 5. Steps to Improve Due Diligence

Vera Bradley, Inc. will endeavor to continuously improve upon its supply chain due diligence efforts via the following measures:

- Continue to assess the presence of 3TG in its supply chain
- Clearly communicate expectations with regard to supplier performance, transparency and sourcing
- Increase the response rate for RCOI process
- Continue to compare RCOI results to information collected via independent conflict free smelter validation programs such as the EICC/GeSI Conflict Free Smelter program
- Design and implement a strategy to respond to supply chain risks
- Devise and adopt a risk management plan
- Contact smelters identified as a result of the RCOI process and request their participation in obtaining a “conflict free” designation from an industry program such as the EICC/GeSI Conflict Free Smelter program.

#### 6. Independent Private Sector Audit

Based on Vera Bradley, Inc.’s declaration of “DRC Conflict Undeterminable”, a private sector audit is not required.

<sup>2</sup> OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, Supplement on Tin, Tantalum and Tungsten and Supplement on Gold, 2013; <http://www.oecd.org/daf/inv/mne/GuidanceEdition2.pdf>.

<sup>3</sup> Upstream companies refer to those between the mine and SOR. As such, the companies typically include miners, local traders, or exporters from the country of mineral origin, international concentrate traders and SORs.

<sup>4</sup> Downstream companies refer to those entities between the SOR and retailer. As such, the companies typically include metal traders and exchanges, component manufacturers, product manufacturers, original equipment manufacturers (OEMs) and retailers.