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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): April 13, 2011**

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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 below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On April 13, 2011, Vera Bradley, Inc. (the “Company”) and certain shareholders of the Company entered into an underwriting agreement (the “Underwriting Agreement”) with Robert W. Baird & Co. Incorporated and Piper Jaffrey & Co., as representatives of the underwriters named therein, in connection with the public offering of a total of 6,039,525 shares of common stock of the Company (the “Offering”), sold by the selling shareholders, at a public offering price of \$43.50 per share. The Underwriting Agreement grants the underwriters an option to purchase an additional 905,929 shares of the Company’s common stock from the selling shareholders, and the underwriters exercised this option in full on April 15, 2011. The Underwriting Agreement contains customary representations, warranties, covenants and closing conditions. In the Underwriting Agreement, the Company and the selling shareholders agreed to indemnify the underwriters against certain liabilities that could be incurred by them in connection with the Offering.

The closing of the Offering contemplated by the Underwriting Agreement occurred on April 19, 2011. The selling shareholders received all of the proceeds from the Offering, and the Company did not receive any proceeds from the Offering.

The Offering was made pursuant to a prospectus dated April 8, 2011, filed as part of the Company’s registration statement on Form S-1 (Registration No. 333-173277), as amended (the “Registration Statement”). The Company also filed an additional automatically effective registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) (Registration No. 333-173477) on April 13, 2011 to register additional shares of common stock in the Offering.

The foregoing summary of the Underwriting Agreement is qualified in its entirety by reference to the form of Underwriting Agreement filed as Exhibit 1.1 to the Registration Statement.

**Item 8.01. Other Events.**

On April 14, 2011, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release of Vera Bradley, Inc. dated April 14, 2011

**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: April 19, 2011

By: /s/ Jeffrey A. Blade

Jeffrey A. Blade  
Executive Vice President—Chief Financial and  
Administrative Officer

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release of Vera Bradley, Inc. dated April 14, 2011



Vera Bradley Public Relations

Mediacontact@verabradley.com

877-708 VERA (8372)

### **Vera Bradley Announces Pricing of Secondary Public Offering**

FORT WAYNE, IND., APRIL 14, 2011 – Vera Bradley, Inc. (Nasdaq: VRA) announced today the pricing of the offering of 6,039,525 shares of its common stock by certain shareholders at a price of \$43.50 per share, reflecting an upsize from the previously announced offering of 5,169,960 shares of its common stock. The underwriters have a 30-day option to purchase up to 905,929 additional shares from the selling shareholders. Vera Bradley, Inc. will not receive any proceeds from the sale of shares by the selling shareholders.

Robert W. Baird & Co. Incorporated and Piper Jaffray & Co. acted as joint book-running managers for the offering. Wells Fargo Securities, LLC, KeyBanc Capital Markets Inc. and Lazard Capital Markets acted as co-managers of the offering.

The offering of these securities will be made only by means of a prospectus. A copy of the final prospectus related to the offering may be obtained by contacting: Robert W. Baird & Co. Incorporated, Attention: Syndicate Department, 777 E. Wisconsin Avenue, Milwaukee, WI 53202, telephone: 800-792-2413 or email: [syndicate@rwbaird.com](mailto:syndicate@rwbaird.com); or Piper Jaffray & Co., Attention: Prospectus Department, 800 Nicollet Mall, Suite 800, Minneapolis, MN 55402, telephone: 800-747-3924 or email: [prospectus@pjc.com](mailto:prospectus@pjc.com).

A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About Vera Bradley:** Friends Barbara Bradley Baekgaard and Patricia R. Miller founded Vera Bradley in 1982. Vera Bradley accessories, handbags, travel and paper & gift items have recently been spotted on: *Desperate Housewives*, *Brothers and Sisters*, *Entourage*, *Modern Family* and in over 20 feature-length films as well as in celebrity gift lounges surrounding the 2010 Tony Awards, 2009 Daytime Emmys and 2009 Primetime Emmys. Today, Vera Bradley is sold through 3,300 specialty stores as well as 38 Vera Bradley stores. Visit [www.verabradley.com](http://www.verabradley.com) for a store near you or to learn more.