

**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): January 12, 2011**

**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.)*

**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)*

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))

The information in Items 7.01 and 9.01 of this Form 8-K is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Form 8-K shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

**Item 7.01 Regulation FD Disclosure**

Vera Bradley, Inc. previously announced that the Company will be presenting at the 13th Annual ICR XChange Conference at the St. Regis Monarch Beach Resort & Spa in Dana Point, California, on Wednesday, January 12, 2011, at 1:40 p.m. Pacific Standard Time. The audio portion of the presentation will be webcast live at [www.verabradley.com](http://www.verabradley.com), in the investor relations section. An archived replay will be available two hours after the conclusion of the live presentation and will remain on the Company’s website until January 26, 2011. Copies of the slides containing financial and operating information to be used as part of the presentation are attached as Exhibit 99.1 to this Current Report and are incorporated herein by reference. The Company may also use these slides at future conferences.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

- 99.1 Slide Presentation for 13th Annual ICR XChange Conference to be held on January 12, 2011

**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: January 12, 2011

/s/ JEFFREY A. BLADE

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

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**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99.1 Slide Presentation for 13th Annual ICR XChange Conference to be held on January 12, 2011



*Vera Bradley*

## LEGAL DISCLOSURES

This presentation contains forward-looking statements. These statements include statements about the plans, strategies and prospects of Vera Bradley, Inc. (the "Company") and involve known and unknown risks that are difficult to predict. Therefore, the Company's actual results, performance or achievements may differ materially from those expressed in or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the use of words such as "may", "could", "expect", "intend", "plan", "seek", "anticipate", "believe", "estimate", "predict", "potential", "continue", "likely", "will", "would" and variations of these terms and similar expressions, or the negative of these terms or similar expressions.

These forward-looking statements are necessarily based upon estimates and assumptions that, while considered reasonable by the Company and its management, are inherently uncertain. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, those factors identified in the Company's prospectus relating to its initial public offering in the sections titled "Risk Factors", "Forward-Looking Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Nothing in this presentation should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. The Company undertakes no duty to update these forward-looking statements.

This presentation also contains a non-GAAP financial measure, adjusted operating income, on Slide 20. A reconciliation of adjusted operating income to GAAP operating income is included in the footnote on Slide 20 and in the Company's third quarter fiscal 2011 earnings press release, which is available on the investor relations section of the Company's website, [verabradley.com](http://verabradley.com).

[COMMERCIAL VIDEO CLIP]

## KEY INVESTMENT HIGHLIGHTS

Iconic, authentic **LIFESTYLE BRAND** founded in 1982

Dynamic, **MULTI-CHANNEL** distribution model

Exceptionally loyal, **DIVERSE CONSUMER FOLLOWING**

High quality **PORTFOLIO OF PRODUCTS** that are distinctly Vera Bradley

Multiple **GROWTH OPPORTUNITIES**

**PROVEN TRACK RECORD** of performance





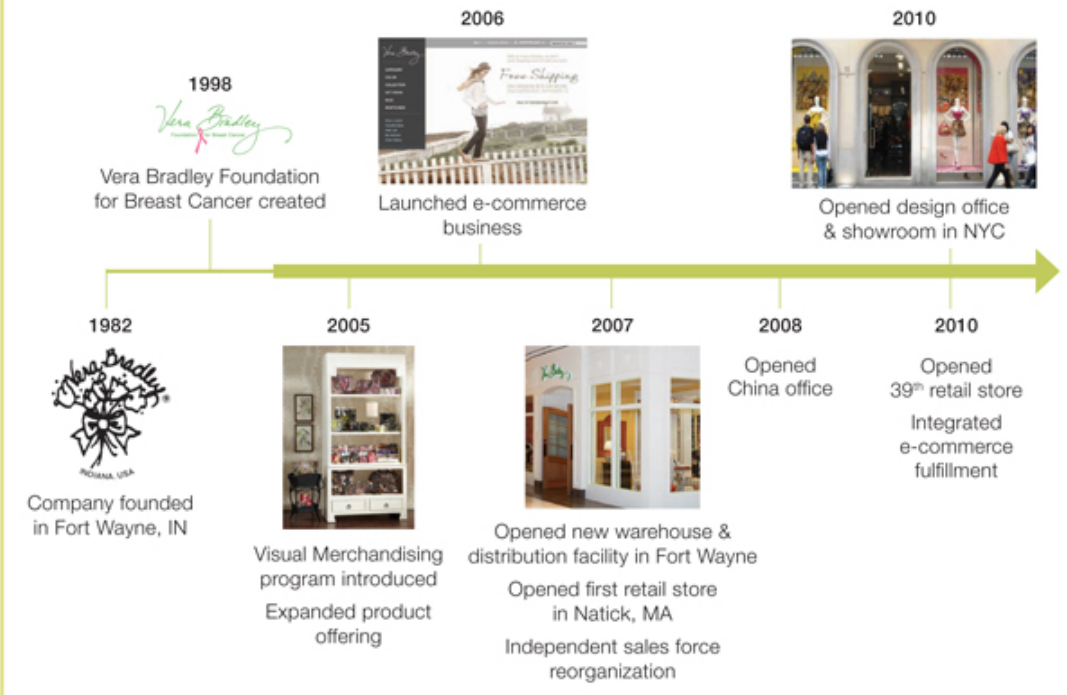
## AUTHENTIC LIFESTYLE BRAND

Founded by Two Visionary Women

### OUR GUIDING PRINCIPLE

Build relationships by exceeding expectations  
through colorful designs and meaningful experiences

# FOUNDATION FOR GROWTH



## DYNAMIC MULTI-CHANNEL DISTRIBUTION MODEL

Provides access to broad range of consumers

Allows for differentiated merchandising

Multiple opportunities to shop

Brand enhancing

Indirect:

- 3,300 accounts
- Passionate independent partners
- Well-established and healthy

Retail:

- 39 stores today
- Strong same store sales
- Inspiring brand presentation

E-commerce:

- Holistic web experience
- Synergistic with other channels
- Consumer information source

INDIRECT



E-COMMERCE



RETAIL



## UNIVERSAL APPEAL

Multi-generational appeal

Different life stages

Multiple occasions



## OUR STRENGTH IN DESIGN

Legacy

Depth of expertise

Portfolio design approach

Collaborative/research based

## FREQUENCY OF RELEASE

Continual stream of new product releases

Portfolio approach

Consistently leverage Signature platform

RELEASE	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
Signature Collection	●			●			●		●			
Special Collections	●	●	●	●	●		●	●	●	●		
Paper & Gift	●			●			●			●		





# PRODUCT BREADTH & ACCESSIBILITY

VIBRANT, STYLISH PRODUCTS



**Handbags** \$25 to \$125  
(52% of FY10 net revenues)



**Travel & Leisure**  
\$15 to \$130  
(11% of FY10 net revenues)



**Accessories** \$15 to \$35  
(32% of FY10 net revenues)



Excludes merchandising, freight, promotional products and licensing revenues



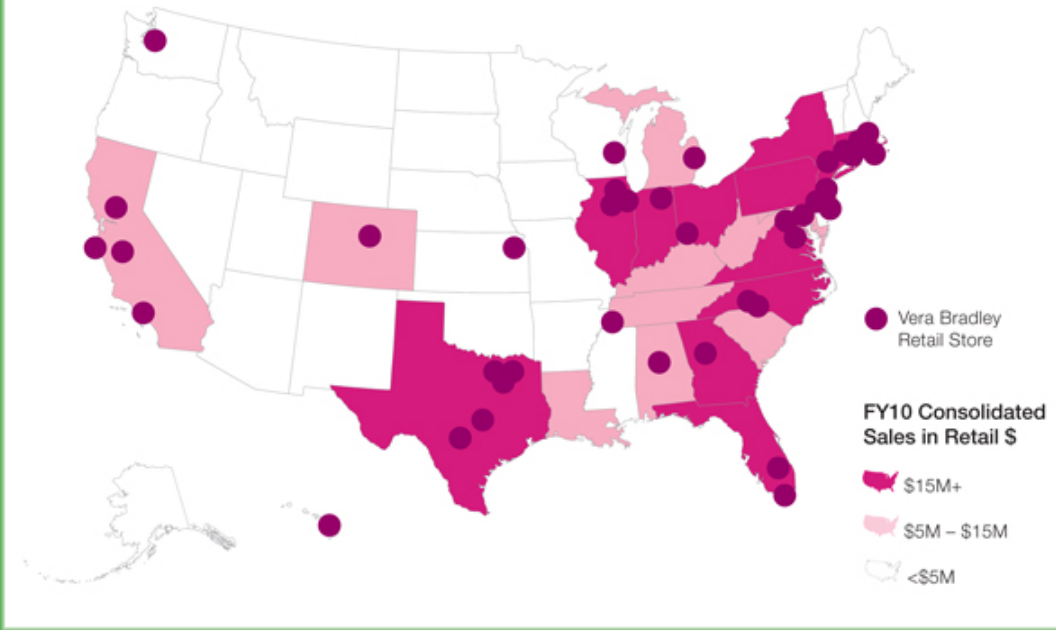
## GROWTH OPPORTUNITIES

- Expand product offerings
- Expand in underpenetrated markets
- Grow Indirect channel
- Grow Direct channel
  - Open new retail stores





# EXPAND IN UNDERPENETRATED MARKETS





## GROWING THE INDIRECT CHANNEL

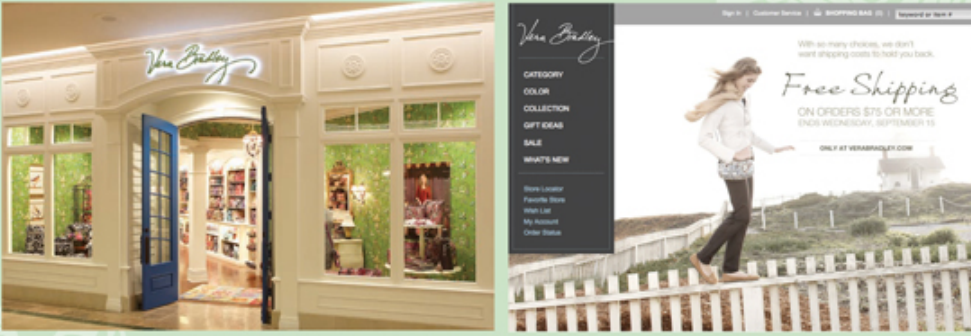
Geographic expansion

Development of new channels

Development of independent retailer productivity

Leverage field team

Educational and collaborative opportunities



## GROWING THE DIRECT CHANNEL

Continue to grow established retail model

Leverage strong unit economics

Expand our e-commerce platform





## RETAIL STRATEGY & CAPABILITIES

Designed with a high standard of visual merchandising

Knowledgeable and passionate associates

Unique store look and shopping experience

Holistic, multi-channel approach

Balance of brand execution and economic priorities

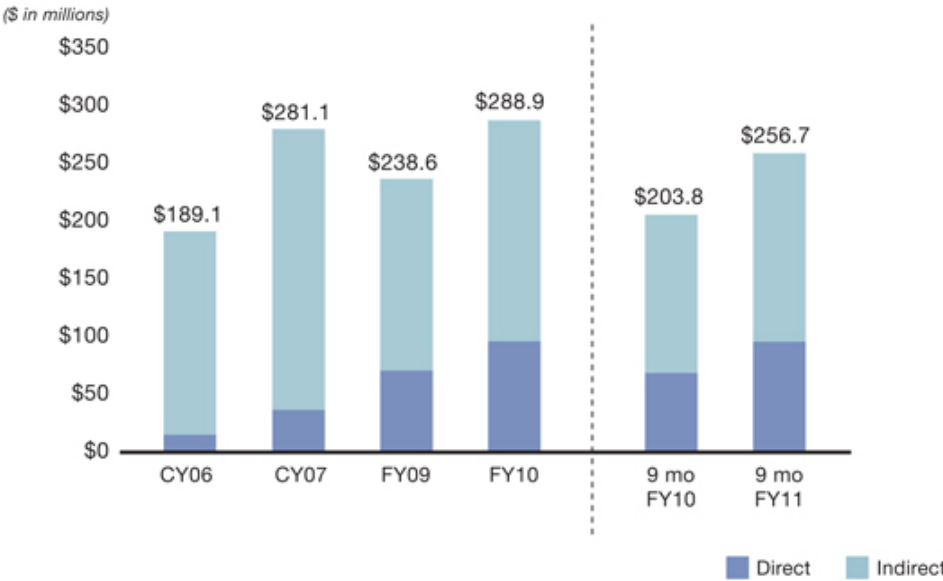
## TARGET STORE ECONOMICS

Key Metrics	
Average First Year Sales*	\$1,100 – \$1,300
Estimated Gross Square Feet	1,800
Average Sales/Gross Square Foot	\$610 – \$720
4 Wall Contribution	20% – 25%
Initial Investment**	\$360
Cash-on-Cash Return	75%
Payback Period	<1.5 years

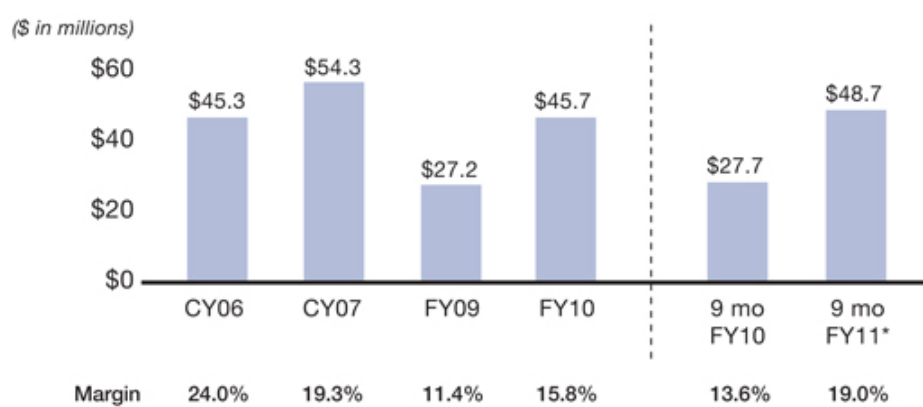
\*in thousands

\*\*less tenant allowances, plus inventory and pre-opening costs, in thousands

# CONSOLIDATED NET REVENUE GROWTH



## CONSOLIDATED OPERATING INCOME PERFORMANCE



\*On a GAAP basis, operating income for the first nine months of FY11 was \$26.8 million, to which we added back \$21.9 million of expense related to our initial equity grants to calculate the \$48.7 million shown for the period.





## LONG TERM PERFORMANCE TARGETS

Metric	Target
Total Revenue Growth	Mid-High Teens
Annual Store Growth (Unit Growth)	14-20 units/year
Annual Comparable Store Sales Growth	Mid-High Single Digits
Operating Income Margin Expansion	~30 bps/year
Annual Net Income Growth	High Teens

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## OUR CULTURE

People

Passion

Creativity

