
**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): May 30, 2024

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 5.07 Submission of Matters to a Vote of Security Holders.

The Company's 2024 Annual Meeting of Shareholders was held on May 30, 2024. At the meeting, the Company's shareholders:

- (1) elected Jacqueline Ardrey, Barbara Bradley Baekgaard, Kristina Cashman, Robert J. Hall, Mary Lou Kelley, Frances P. Philip, Jessica Rodriguez, Carrie M. Tharp, and Bradley Weston 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 February 1, 2025;
- (3) approved, on an advisory basis, the compensation of the Company's named executive officers;

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

Nominee	For	Withhold	Broker Non-Votes
Jacqueline Ardrey	21,132,242	59,138	2,890,777
Barbara Bradley Baekgaard	20,595,436	595,944	2,890,777
Kristina Cashman	20,883,586	307,794	2,890,777
Robert J. Hall	17,474,398	3,716,982	2,890,777
Mary Lou Kelley	20,917,444	273,936	2,890,777
Frances P. Philip	20,487,181	704,199	2,890,777
Jessica Rodriguez	21,183,212	8,168	2,890,777
Carrie M. Tharp	21,023,218	168,162	2,890,777
Bradley Weston	20,901,982	289,398	2,890,777

- (2) Ratification of Appointment of Independent Registered Public Accounting Firm

For	Against	Abstentions	Broker Non-Votes
23,908,061	163,798	10,298	—

- (3) Advisory Approval of the Company's Named Executive Officer Compensation

For	Against	Abstentions	Broker Non-Votes
20,728,441	387,148	75,791	2,890,777

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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 5, 2024

/s/ Mark C. Dely

Mark C. Dely
Chief Administrative Officer