

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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VERA BRADLEY, INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction of
incorporation or organization)

27-2935063
(I.R.S. Employer
Identification No.)

**12420 Stonebridge Road,
Roanoke, Indiana 46783**
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated Vera Bradley, Inc. 2020 Equity and Incentive Plan
(Full title of the plan)

Mark C. Dely
Chief Administrative Officer
Vera Bradley, Inc.
12420 Stonebridge Road,
Roanoke, Indiana 46783
(877) 708-8372
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Stephen J. Hackman, Esq.
Ice Miller LLP
One American Square, Suite 2900
Indianapolis, Indiana 46282-0200
(317) 236-2289

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This registration statement on Form S-8 is being filed for the purpose of registering the offer and sale of an additional 3,000,000 shares of Common Stock of Vera Bradley, Inc. (the “Registrant”) which may be issued under the Registrant’s Amended and Restated Vera Bradley, Inc. 2020 Equity and Incentive Plan. Accordingly, this registration statement incorporates by reference the contents of the Registrant’s Registration Statement on Form S-8 (File No. 333-249701) filed by the Registrant on October 28, 2020, relating to the Common Stock to be issued under the Vera Bradley, Inc. 2020 Equity and Incentive Plan.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith files reports, proxy statements and other information with the Commission. The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference (excluding any information and exhibits furnished pursuant to Items 2.02 or 7.01 of any report on Form 8-K):

- Our [Annual Report on Form 10-K](#) for the fiscal year ended January 28, 2023, filed with the Commission on March 28, 2023 (including portions of the Registrant’s [Definitive Proxy Statement](#) for the 2023 Annual Meeting of Shareholders, filed with the Commission on April 21, 2023, that are specifically incorporated therein by reference);
- Our [Quarterly Report on Form 10-Q](#) for the quarterly period ended April 29, 2023 filed with the Commission on June 7, 2023;
- Our Current Reports on Form 8-K filed on [March 8, 2023](#), [April 25, 2023](#), [May 31, 2023](#) and [June 7, 2023](#);
- The description of our common stock contained in our [Registration Statement on Form 8-A](#) filed with the Commission on October 19, 2010 pursuant to Section 12(b) of the Exchange Act, including any subsequent amendment or any report filed for the purpose of updating such description.

Except to the extent that information therein is deemed furnished and not filed pursuant to the Exchange Act, each document filed subsequent to the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained therein (or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

Item 8. Exhibits.

The following documents are included as part of this Registration Statement.

Exhibit Number	Description
<u>4.1</u>	<u>Amended and Restated Articles of Incorporation (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed June 8, 2021).</u>
<u>4.2</u>	<u>Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed March 6, 2019).</u>
<u>5.1*</u>	<u>Opinion of Ice Miller LLP</u>
<u>23.1*</u>	<u>Consent of Ice Miller LLP (contained in Exhibit 5.1 hereto)</u>
<u>23.2*</u>	<u>Consent of Deloitte & Touche LLP</u>
<u>24.1*</u>	<u>Powers of Attorney (contained in the signature pages to this Registration Statement).</u>
<u>99.1</u>	<u>Amended and Restated Vera Bradley, Inc. 2020 Equity and Incentive Plan (incorporated by reference to Appendix A to the registrant's Definitive Proxy Statement filed April 21, 2023).</u>
<u>107*</u>	<u>Filing Fee Table</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roanoke, Indiana, on the 22nd day of June, 2023.

VERA BRADLEY, INC.

By: /s/ Mark C. Dely

Mark C. Dely
Chief Administrative Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Jacqueline Ardrey, Michael Schwindle and Mark C. Dely and each of them, each with full power to act without the other, his/her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution for him/her and in his/her name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he/she might or could do in person hereby ratifying and confirming that each of said attorneys-in-fact and agents or his/her substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Jacqueline Ardrey</u> Jacqueline Ardrey	Director and Chief Executive Officer (Principal Executive Officer)	June 22, 2023
<u>/s/ Michael Schwindle</u> Michael Schwindle	Chief Financial Officer (Principal Financial and Accounting Officer)	June 22, 2023
<u>/s/ Barbara Bradley Baekgaard</u> Barbara Bradley Baekgaard	Director	June 22, 2023
<u>/s/ Kristina Cashman</u> Kristina Cashman	Director	June 22, 2023
<u>/s/ Robert J. Hall</u> Robert J. Hall	Director	June 22, 2023
<u>/s/ Mary Lou Kelley</u> Mary Lou Kelley	Director	June 22, 2023
<u>/s/ Frances P. Philip</u> Frances P. Philip	Director	June 22, 2023
<u>/s/ Carrie M. Tharp</u> Carrie M. Tharp	Director	June 22, 2023

Calculation of Filing Fees Tables

Form S-8

(Form Type)

Vera Bradley, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price per Share (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock	Rules 457(c) and 457(h)	3,000,000	\$6.10	\$18,300,000	\$0.0001102	\$2,016.66
Total Offering Amounts					\$18,300,000		\$2,016.66
Total Fee Offsets							—
Net Fee Due							\$2,016.66

- (1) Represents additional shares issuable under the Amended and Restated Vera Bradley, Inc. 2020 Equity and Incentive Plan (the "Plan"). The securities registered hereunder include options and rights to acquire Common Stock. Pursuant to Rule 416(a), this registration statement also registers such indeterminate number of additional shares of Common Stock of the registrant as may become issuable with respect to any or all of such shares by reason of any stock split, stock dividend, recapitalization or similar transaction.
- (2) The proposed maximum offering price per share and the maximum aggregate offering price are estimated solely for purposes of calculating the registration fee and are based, pursuant to Rule 457(h) under the Securities Act, upon the average of the high and low sale prices of the Common Stock, as reported on the NASDAQ Global Select Market on June 16, 2023.

June 22, 2023

Board of Directors
Vera Bradley, Inc.
12420 Stonebridge Road
Roanoke, Indiana 46783

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Vera Bradley, Inc., an Indiana corporation (the "Company"), in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 3,000,000 shares of the Company's authorized but unissued common stock (the "Shares") which may be issued under the Amended and Restated Vera Bradley, Inc. 2020 Equity and Incentive Plan, as amended through May 25, 2023 (the "Plan"). Unless otherwise defined herein, capitalized terms used herein shall have the meanings assigned to them in the Registration Statement.

We have investigated those questions of law as we have deemed necessary or appropriate for purposes of this opinion. We have also examined originals, or copies certified or otherwise identified to our satisfaction, of those documents, corporate or other records, certificates and other papers that we deemed necessary to examine for purposes of this opinion, including:

1. The Registration Statement;
2. The Plan;
3. A copy of the Amended and Restated Articles of Incorporation of the Company, together with all amendments thereto;
4. A copy of the Amended and Restated Bylaws of the Company, as amended to date;
5. An Officer's Certificate of even date herewith as to certain factual matters;
6. Resolutions relating to the approval of the Plan adopted by the Company's Board of Directors and shareholders (the "Resolutions"); and
7. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

We have also relied, without investigation as to the accuracy thereof, on other certificates of and oral and written communications from public officials and officers of the Company.

For purposes of this opinion, we have assumed (i) the genuineness of all signatures; (ii) the authenticity of all documents submitted to us as originals and the conformity to authentic originals of all documents submitted to us as certified or photostatic copies; (iii) that the Resolutions have not been and will not be amended, altered or superseded before the filing of the Registration Statement; and (iv) that the registration requirements of the Securities Act and all applicable requirements of state laws regulating the offer and sale of the Common Stock will have been duly satisfied. The opinion set forth herein is limited to the Indiana Business Corporation Law.

Based upon the foregoing and subject to the qualifications set forth in this letter, we are of the opinion that the Shares are duly authorized and, if and when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ice Miller LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 28, 2023 relating to the financial statements of Vera Bradley, Inc. and subsidiaries (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended January 28, 2023.

/s/ Deloitte & Touche LLP

Indianapolis, Indiana
June 22, 2023