

Vera Bradley, Inc.
Form 8-K
March 06, 2019

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): February 28, 2019

VERA BRADLEY, INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|--------------------------------------|
| Indiana | 001-34918 | 27-2935063 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 12420 Stonebridge Road, Roanoke, Indiana | 46783 | |
| (Address of Principal Executive Offices) | (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)
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Pre-commencement
communications
pursuant to Rule
14d-2(b) under the
Exchange Act (17
CFR 240.14d-2(b))

o Pre-commencement
communications
pursuant to Rule
13e-4(c) under the
Exchange Act (17
CFR 240.13e-4(c))

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 o

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. o

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective February 28, 2019, the Board of Directors of Vera Bradley, Inc. (the “Company”) amended the Company's Amended and Restated Bylaws (“Bylaws”) to eliminate the classified structure of the Board and to elect each director to serve for a one-year term upon expiration of his or her existing term.

The description of the amendment to the Bylaws above is qualified in its entirety to the text of the Amended and Restated Bylaws through February 28, 2019, which are attached as Exhibit 3.2 to this Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.2 Vera Bradley, Inc. Amended and Restated Bylaws through February 28, 2019

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)

March 6, 2019 /s/ Mark C. Dely
Mark C. Dely
Chief Administrative Officer