Vera Bradley, Inc. Form 8-K June 01, 2016

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 26, 2016

VERA BRADLEY, INC.

(Exact name of registrant as specified in its charter)

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Indiana 001-34918 27-2935063 (State or Other Jurisdiction (Commission (IRS Employer of Incorporation) File Number) 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)

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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 (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 o 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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company's 2016 Annual Meeting of Shareholders was held on May 26, 2016. At the meeting, the Company's shareholders:

- (1) elected Barbara Bradley Baekgaard, Richard Baum, Patricia R. Miller, and Frances P. Philip to serve as Class III directors of the Company's board of directors; and
- (2) ratified the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending January 28, 2017.

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

 Barbara Bradley Baekgaard
 32,480,821
 1,138,704
 1,865,296

 Richard Baum
 32,362,336
 1,257,189
 1,865,296

 Patricia R. Miller
 31,787,779
 1,831,746
 1,865,296

 Frances P. Philip
 26,233,835
 7,385,690
 1,865,296

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

For Against Abstentions Broker Non-Votes

35,460,401 22,236 2,184 1,865,296

### **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 1, 2016 /s/ Sheryl Miller

Sheryl Miller

Vice President – Corporate Controller