

Vera Bradley, Inc.
Form 8-K
June 27, 2018

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): June 26, 2018

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 8.01 Other Events.

On June 26, 2018, Vera Bradley, Inc. (the "Company") agreed to repurchase 200,000 common shares from the Barbara B Baekgaard 2009 Grantor Retained Annuity Trust (the "Trust") at a price of \$14.43 per share, representing an approximate four percent (4%) discount from the closing price of \$15.03 on June 25, 2018. The Trust was established by the Company's co-founder, Barbara Bradley Baekgaard, and is managed by two of Ms. Baekgaard's children, Joan Byrne Hall (who is also the spouse of the Company's chairman) and James Bradley Byrne. The transaction was approved by the Company's Audit Committee and was effected as part of the Company's previously announced share repurchase program. Following the Company's June 26, 2018 repurchase, the Trust remains the beneficial owner of 2,810,469 of the Company's common shares, or approximately 7.9% of the outstanding common shares, and approximately \$10.5 million remained available under the Company's share repurchase program.

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)

June 27, 2018 /s/ John Enwright
John Enwright
Chief Financial Officer