

Vera Bradley, Inc.  
Form 10-K/A  
March 30, 2016

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

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FORM 10-K/A  
Amendment No. 1

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x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the Fiscal Year Ended January 30, 2016

OR

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-34918

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

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Indiana 27-2935063  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

12420 Stonebridge Road, 46783  
Roanoke, Indiana (Zip Code)  
(Address of principal executive offices)  
(877) 708-8372  
(Registrant's telephone number, including area code)

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Securities registered pursuant to Section 12(b) of the Act:	
Title of each class	Name of each exchange on which registered
Common Stock	The NASDAQ Global Select Market
Securities registered pursuant to Section 12(g) of the Act:	
None	

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's voting common stock held by non-affiliates of the registrant as of August 1, 2015 was \$219,293,786.

The registrant had 37,604,770 shares of its common stock outstanding as of March 29, 2016.

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**DOCUMENT INCORPORATED BY REFERENCE:**

Portions of the registrant's definitive proxy statement for the 2016 Annual Meeting of Shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

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**EXPLANATORY NOTE FOR AMENDMENT NO. 1:**

Vera Bradley, Inc. (the "Company") is filing this amendment (this "Amendment") to our Annual Report on Form 10-K for the fiscal year ended January 30, 2016 (the "Initial Filing"), filed with the SEC on March 29, 2016, (i) to amend and restate the shares of its common stock outstanding as of March 29, 2016, as presented on the cover page of the Company's Form 10-K; and (ii) to provide relevant portions of the certifications required by Section 302 of the Sarbanes-Oxley Act of 2002 as of the date of this Amendment.

This Amendment should be read in conjunction with the Initial Filing, which continues to speak as of the date of the Initial Filing. Except as specifically noted above, this Amendment does not modify or update disclosures in the Initial Filing. Accordingly, this Amendment does not reflect events occurring after the filing of the Initial Filing or modify or update any related or other disclosures.

PART IV

Item 15. Exhibits, Financial Statement Schedules

Exhibit No. Description

31.1\* Rule 13a-14(a)/15d-4(a) Certification of Chief Executive Officer

31.2\* Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer

\* Filed herewith

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 30, 2016.

Vera Bradley, Inc.

/s/ Kevin J. Sierks

Kevin J. Sierks

Executive Vice President – Chief Financial Officer