

Vera Bradley, Inc.  
Form 8-K  
October 26, 2017

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

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): October 20, 2017

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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<br>of Incorporation)                                  | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 12420 Stonebridge Road,<br>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  
 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))

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

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Item 1.01 Entry into a Material Definitive Agreement.

On October 20, 2017, Vera Bradley Designs, Inc. (“VBD”), a wholly-owned subsidiary of Vera Bradley, Inc., entered into an Amendment No. 2 (the “Amendment”) to the Second Amended and Restated Credit Agreement dated as of July 15, 2015, among VBD, JPMorgan Chase Bank, National Association, Wells Fargo Bank, National Association, and KeyBank National Association (the “Credit Agreement”).

The Amendment modifies the ratio requirements of certain financial covenants in the Credit Agreement including the maximum leverage ratio and the minimum ratio of EBITDAR to the sum of interest expense plus rentals (as defined in the Credit Agreement). The Amendment also modifies certain restrictive covenants including the acquisition of investments and the limit of investments in foreign subsidiaries.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in response to Item 1.01 of this Report is incorporated by reference in response to this Item.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Amendment No. 2 to Second Amended and Restated Credit Agreement, dated as of October 20, 2017, among Vera Bradley Designs, Inc., JPMorgan Chase Bank, National Association, and the lenders party thereto

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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)

October 26, 2017 /s/ Mark C. Dely  
Mark C. Dely  
Chief Administrative Officer and Corporate Secretary