

Vera Bradley, Inc.
Form 8-K
January 11, 2013

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): January 7, 2013

VERA BRADLEY, INC.

(Exact name of registrant as specified in its charter)

Edgar Filing: Vera Bradley, Inc. - Form 8-K

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

2208 Production Road, Fort Wayne, Indiana
(Address of Principal Executive Offices)

(877) 708-8372

46808
(Zip Code)

(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:

- .. 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 (17CFR240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 7, 2013, Jeffery A. Blade, Chief Financial and Administrative Officer of Vera Bradley, Inc. (the Company), informed the Company that he intended to resign from his position with the Company. The resignation was effective on January 11, 2013. In connection with his resignation, and by mutual agreement, Mr. Blade will receive the severance benefits set forth in his offer letter with the Company in exchange for a release of any and all claims he may have against the Company. In addition, Mr. Blade has agreed not to compete with the Company and not to solicit the Company's customers or employees for a period of 12 months following the date of his resignation and to maintain the confidentiality of certain of the Company's information in exchange for a payment of \$62,200. A copy of the settlement and release agreement with Mr. Blade is filed herewith as Exhibit 10.1

Kevin J. Sierks has been appointed interim Chief Financial Officer until a new Chief Financial Officer is appointed. Mr. Sierks has served as the Vice President Controller, Chief Accounting Officer since joining the Company in December 2011. Mr. Sierks has extensive experience in accounting and finance roles with various public companies. Before joining the Company, Mr. Sierks served as the Vice President and Corporate Controller for Biomet, Inc. from October 2007 to December 2011. Prior to that, he served in various financial and accounting positions with Boston Scientific Corporation from 2002 to 2007 and at Deloitte from 1995 to 2002.

A copy of a press release announcing Mr. Blade's resignation and Mr. Sierks' appointment is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 10.1 Waiver and Release Agreement dated January 11, 2013 between Vera Bradley, Inc. and Jeffrey A. Blade
- 99.1 Press Release dated January 11, 2013

SIGNATURES

Pursuant to the requirements 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 hereunto duly authorized.

Vera Bradley, Inc.

Date: January 11, 2013

By: /s/ Anastacia S. Knapper

&>(3) 12/31/2011 Common 11,332 \$ 0 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BASCH JEFFREY W 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Vice Pres.& Chief	Accounting Officer

Signatures

David M. Coffey, by Power of
Attorney

06/22/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.830 to \$20.840, inclusive. The reporting person undertakes to provide to The Progressive Corporation, any security holder of The Progressive Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote 1.

(2) This option previously was reported as an option covering 10,786 shares at an exercise price of \$11.8556 per share, and it has been adjusted by the Board of Directors pursuant to the terms of The Progressive Corporation 1995 Incentive Plan, as approved by shareholders, in connection with the \$1.00 per Common Share extraordinary dividend paid on December 29, 2010 to shareholders of record on December 20, 2010.

(3) The option vests in three equal annual installments beginning January 1, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.