

HOFFMAN BRENDAN  
Form 4/A  
May 29, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HOFFMAN BRENDAN

2. Issuer Name and Ticker or Trading Symbol  
VINCE HOLDING CORP. [VNCE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O VINCE HOLDING CORP., 500  
5TH AVENUE, 20TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/24/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

(Street)  
NEW YORK, NY 10110

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/25/2018

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Restricted Stock Units	05/25/2018		A		40,179 (1)	A	\$ 0 87,400 D
Restricted Stock Units	05/25/2018		A		105,117 (2)	A	\$ 0 192,517 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474  
(9-02)



## Edgar Filing: HOFFMAN BRENDAN - Form 4/A

units convert into shares of common stock of the Company on a one-for-one basis and are solely settled in common stock upon vesting. These restricted stock units vest in the following manner: 10% on April 19, 2019; 20% on April 17, 2020; 25% on April 16, 2021; and 45% on April 15, 2022, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

- (3) The stock options were granted on October 22, 2015 to the Reporting Person under the Plan. Prior to cancellation, the stock options were scheduled to vest over the course of four years, with 25% of the stock options granted to the Reporting Person vesting on each of the first, second, third and fourth anniversaries of the grant date, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

- (4) On May 24, 2018, the Company cancelled, pursuant to the terms of its option exchange program, eligible stock options of the Reporting Person. In exchange, on May 25, 2018, the Reporting Person was granted replacement restricted stock units based on the exchange ratio of 1-to-1.7857.

- (5) These stock options were granted to the Reporting Person under the Plan to effect the adjustment of outstanding options that were granted to the Reporting Person on October 22, 2015, with the same terms as those original options. Prior to cancellation, the stock options were scheduled to vest over the course of four years, with 25% of the stock options granted to the Reporting Person vesting on each of the first, second, third and fourth anniversaries of the grant date, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

### Remarks:

This amendment is being filed solely to correct the date of the earliest transaction reported.

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.