

VINCE HOLDING CORP.  
Form 4  
June 28, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
Griffith Jerome

(Last) (First) (Middle)

C/O VINCE HOLDING CORP., 500  
5TH AVE., 20TH FLOOR

(Street)

NEW YORK, NY 10110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VINCE HOLDING CORP. [VNCE]

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

06/24/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/24/2016		A		222 <sup>(1)</sup> / <sub>(2)</sub> A \$ 0 29,037	D	
Common Stock	06/24/2016		A		261 <sup>(3)</sup> / <sub>(4)</sub> A \$ 0 29,298	D	
Common Stock	06/24/2016		A		1,487 <sup>(5)</sup> / <sub>(6)</sub> A \$ 0 30,785	D	

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

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(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffith Jerome C/O VINCE HOLDING CORP. 500 5TH AVE., 20TH FLOOR NEW YORK, NY 10110	X			

## Signatures

/s/ Akiko Okuma, by power of attorney  
Date: 06/28/2016

\*\*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 reported transaction involved the grant of additional restricted stock units (the "2013 Adjustment RSUs") to effect the adjustment of outstanding restricted stock units (the "2013 Existing RSUs") that were granted to the Reporting Person on November 21, 2013 pursuant to the Vince 2013 Omnibus Incentive Plan (the "Plan") of Vince Holding Corp. (the "Company"). The 2013 Existing RSUs were adjusted in accordance with the terms of the Plan to reflect the impact of the rights offering completed by the Company on April 21, 2016.
- (2) (Continued from Footnote 1) The adjustment was approved by the compensation committee of the board of directors of the Company on May 16, 2016 and the terms of the adjustment were finalized and communicated to the Reporting Person on June 24, 2016. The 2013 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and are solely settled in common stock upon vesting. The 2013 Adjustment RSUs have the same terms as the 2013 Existing RSUs and will vest on November 21, 2016.
- (3) The reported transaction involved the grant of additional restricted stock units (the "2014 Adjustment RSUs") to effect the adjustment of outstanding restricted stock units (the "2014 Existing RSUs") that were granted to the Reporting Person on November 21, 2014 pursuant to the Plan. The 2014 Existing RSUs were adjusted in accordance with the terms of the Plan to reflect the impact of the rights offering completed by the Company on April 21, 2016. The adjustment was approved by the compensation committee of the board of directors of the Company on May 16, 2016 and the terms of the adjustment were finalized and communicated to the Reporting Person on June 24,

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2016.

- (4) (Continued from Footnote 3) The 2013 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and are solely settled in common stock upon vesting. The 2014 Adjustment RSUs have the same terms as the 2014 Existing RSUs and will vest over a period of two years with 50% of the units vesting on each of November 21, 2016 and November 21, 2017.

- (5) The reported transaction involved the grant of additional restricted stock units (the "2015 Adjustment RSUs") to effect the adjustment of outstanding restricted stock units (the "2015 Existing RSUs") that were granted to the Reporting Person on December 15, 2015 pursuant to the Plan. The 2015 Existing RSUs were adjusted in accordance with the terms of the Plan to reflect the impact of the rights offering completed by the Company on April 21, 2016. The adjustment was approved by the compensation committee of the board of directors of the Company on May 16, 2016 and the terms of the adjustment were finalized and communicated to the Reporting Person on June 24, 2016. The 2015 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and are solely settled in common stock upon vesting.

- (6) (Continued from Footnote 5) The 2015 Adjustment RSUs have the same terms as the 2015 Existing RSUs and will vest over a three-year period with 33.3% of the units vesting on each of December 16, 2016, December 16, 2017 and December 16, 2018.

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

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