VINCE HOLDING CORP.
Form 3
February 19, 2016

FORM 3 **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 [*] Â Adeli Katayone (Last) (First) (Middle) C/O VINCE HOLDING CORP.,Â 500 5TH AVE., 20TH FLOOR (Street) NEW YORK,Â NYÂ 10110 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/11/2016	3. Issuer Name **and** Ticker or Trading Symbol VINCE HOLDING CORP. [VNCE]
	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __X__ Officer _____ Other (give title below) (specify below) Artistic Director	5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares			or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	01/25/2026	Common Stock	150,000	$ 4.07	D	Â	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adeli Katayone C/O VINCE HOLDING CORP. 500 5TH AVE., 20TH FLOOR NEW YORK,Â NYÂ 10110	Â	Â	Â Artistic Director	Â

Signatures

/s/ Akiko Okuma, by power of attorney	02/17/2016
**Signature of Reporting Person	Date

Explanation of Responses:

*   If the form is filed by more than one reporting person, *see* Instruction 5(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 options were granted on January 25, 2016 pursuant to the Vince 2013 Omnibus Incentive Plan. Such options shall vest over the course of four years, with 25% of the 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 Vince Holding Corp. (the "Company") through each such vesting date. The Reporting Person was designated by the board of directors of the Company as an executive officer for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, on February 11, 2016.

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Remarks:

ExhibitÂ 24Â PowerÂ ofÂ Attorney

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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