

VINCE HOLDING CORP.

Form 4

November 27, 2013

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gregersen Karin

(Last) (First) (Middle)

C/O VINCE HOLDING  
CORP., 1441 BROADWAY - 6TH  
FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

VINCE HOLDING CORP. [VNCE]

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

11/27/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

See Remarks

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|

# Edgar Filing: VINCE HOLDING CORP. - Form 4

| Security<br>(Instr. 3)                           | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year) | (Instr. 3 and 4) |                     |                    |                 |                            |
|--------------------------------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|-----------------|----------------------------|
|                                                  |                                                   |                         | Code               | V                                                                           | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 6.64                                           | 11/27/2013              | A <sup>(1)</sup>   |                                                                             | 170,372          |                  | <sup>(1)</sup>      | 06/10/2023         | Common<br>stock | 170,372                    |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |         |             |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------------|
|                                                                                               | Director      | 10% Owner | Officer | Other       |
| Gregersen Karin<br>C/O VINCE HOLDING CORP.<br>1441 BROADWAY - 6TH FLOOR<br>NEW YORK, NY 10018 |               |           |         | See Remarks |

## Signatures

/s/ Jay Dubiner, by power of attorney  
11/27/2013

\_\_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 assumption of outstanding options that were granted by Kellwood Company pursuant to the 2010 Stock Option Plan of Kellwood Company on June 10, 2013. Vince Holding Corp. (the "Company") assumed Kellwood Company's obligations with respect to such options on November 21, 2013; provided that such options did not become exercisable until the consummation of the Company's initial public offering on November 27, 2013. The board of directors of the Company approved such assumption on November 21, 2013 in accordance with Rule 16d-3(d) as promulgated under the Securities Exchange Act of 1934 (as amended). The options provide for vesting 20% each year on the anniversary of the grant date, beginning on the first anniversary of the grant date so long as the Reporting Person remains employed with the Company. On November 26, 2013, the Company amended the related grant agreement to eliminate restrictions on the exercisability of such options as they vest.

(2) Pursuant to the Amended and Restated Certificate of Incorporation of the Company filed immediately prior to the consummation of the Company's initial public offering, each share of voting common stock, par value \$0.001 per share, was converted into 28.5177 shares of common stock, par value \$0.01 per share (the "Stock Split"). The options and the related exercise price have been adjusted to give effect to the assumption discussed in Footnote 1 and the Stock Split.

### Remarks:

President and Chief Creative Officer

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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