
**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): September 8, 2017 (September 6, 2017)

Vince Holding Corp.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36212

(Commission File Number)

75-3264870
(IRS Employer
Identification No.)

500 5 th Avenue – 20 th Floor
New York, New York 10110
(Address of Principal Executive Offices)

10110
(Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 515-2600

Not Applicable

(Former Name or Former Address, 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 (see General Instructions A.2. below):

- 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 (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02 Unregistered Sales of Equity Securities.

On September 8, 2017, in connection with the closing of its previously-announced rights offering, Vince Holding Corp. (“Vince”) issued an aggregate of 17,831,247 shares (the “Shares”) of its common stock, par value \$0.01 per share, to Sun Cardinal, LLC and SCSF Cardinal, LLC, affiliates of Sun Capital Partners, Inc. (collectively, the “Investors”) for an aggregate purchase price of approximately \$8.0 million, pursuant to the previously disclosed Investment Agreement, dated as of August 10, 2017, between Vince and the Investors. The Investors purchased the Shares at the rights offering subscription price of \$0.45 per share.

The sale of the Shares was made in reliance on the exemption from registration of Section 4(a)(2) of the Securities Act of 1933, as amended.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 6, 2017, Vince filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to increase the number of authorized shares of its common stock from one hundred million (100,000,000) shares of common stock to two hundred fifty million (250,000,000) shares of common stock (the “Authorized Shares Increase”). The Authorized Shares Increase was effective upon filing the Certificate of Amendment with the Secretary of State of the State of Delaware. The Authorized Shares Increase was approved by Vince’s board of directors on August 7, 2017 and the shareholders holding a majority of the total issued and outstanding shares of common stock on August 8, 2017. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.01.

Item 8.01 Other Events.

On September 8, 2017, Vince completed its rights offering and, in connection therewith, issued approximately 48.8 million shares of common stock to the rights offering participants, raising gross proceeds of approximately \$22.0 million. The Company raised aggregate gross proceeds of \$30.0 million between the rights offering and related backstop investment pursuant to the Investment Agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.01	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Vince Holding Corp., filed with the Secretary of State of the State of Delaware on September 6, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VINCE HOLDING CORP.

Date: September 8, 2017

By: /s/ David Stefko

David Stefko

Executive Vice President, Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
3.01	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Vince Holding Corp., filed with the Secretary of the State of Delaware on September 6, 2017.</u>

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VINCE HOLDING CORP.

(under Section 242 of the Delaware General Corporation Law)

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the undersigned, being an authorized officer of Vince Holding Corp., a Delaware corporation (the "Company"), does hereby certify the following:

FIRST: The name of the Company is Vince Holding Corp.

SECOND: The original Certificate of Incorporation of the Company was filed with the Secretary of State of Delaware on February 20, 2008 under the name Kellwood Holding Corp. The Amended and Restated Certificate of Incorporation of the Company was filed with the Secretary of State of Delaware on November 26, 2013.

THIRD : The Amended and Restated Certificate of Incorporation of the Company is hereby amended to change PART A of ARTICLE FOUR thereof, relating to the authorized shares of capital stock of the Company. Accordingly, PART A of ARTICLE FOUR of the Amended and Restated Certificate of Incorporation shall be amended to read in its entirety as follows:

" ARTICLE FOUR

PART A. AUTHORIZED SHARES

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 260,000,000 shares, consisting of:

- (1) 10,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"); and
- (2) 250,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock").

The Preferred Stock and the Common Stock shall have the rights, preferences and limitations set forth below."

FOURTH : This amendment to the Amended and Restated Certificate of Incorporation of the Company was approved by the Board of Directors of the Company and by the holders of a majority of the issued and outstanding shares of capital stock

entitled to vote thereon in accordance with Sections 228 and 242 of the General Corporation Law of Delaware.

* * * * *

IN WITNESS WHEREOF, the undersigned affirms as true the foregoing under penalties of perjury, and has executed this Certificate this 6th day of September, 2017.

VINCE HOLDING CORP.

By: /s/ Brendan L. Hoffman
Name: Brendan L. Hoffman
Title: Chief Executive Officer