

# 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Sun Cardinal, LLC</b>  (Last) (First) (Middle)  <b>C/O SUN CAPITAL PARTNERS, INC., 5200 TOWN CIRCLE CENTER, SUITE 600</b>  (Street)  <b>BOCA RATON, FL 33486</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>VINCE HOLDING CORP. [ VNCE ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/8/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	9/8/2017		X (1)		28200985	A	\$0.45	49129360 (3)	I	See Footnote (3)
Common Stock, par value \$0.01	9/8/2017		P (2)		13373435	A	\$0.45	62502795 (3)	I	See Footnote (3)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Subscription Rights (Right to buy)	\$0.45	9/8/2017		X (1)		20928375		8/15/2017	9/8/2017	Common Stock	28200985	\$0.00	0	I	See Footnote (3)

**Explanation of Responses:**

- (1) Represents the exercise of subscription rights in the Vince Holding Corp. ("Vince") rights offering by Sun Cardinal, LLC ("Sun Cardinal"), with each right entitling the holder to purchase 1.3475 shares of Vince common stock, resulting in the purchase by Sun Cardinal of 28,200,985 shares of Vince common stock.
- (2) Represents the purchase by Sun Cardinal of 13,373,435 shares of Vince common stock pursuant to the rights offering backstop investment agreement by and among Vince, Sun Cardinal and SCSF Cardinal, LLC.
- (3) Represents common stock owned of record by Sun Cardinal. Sun Captial Partners V, L.P. ("SCP V") owns all of the ownership interests in Sun Cardinal. Sun Capital Partners V, Ltd. is the general partner of Sun Capital Advisors V, L.P., which is the general partner of SCP V. As a result, SCP V, Sun Capital Partners V, Ltd. and Sun Capital Advisors V, L.P. (collectively, the "Indirect Sun Owners") may be deemed to have indirect beneficial ownership of the securities owned by Sun Cardinal. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in which it does not have a pecuniary interest.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sun Cardinal, LLC C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
SUN CAPITAL PARTNERS V LP				

C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
SUN CAPITAL PARTNERS V, LTD. C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
Sun Capital Advisors V, L.P. C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		

**Signatures**

/s/ C. Deryl Couch, by power of attorney, for Sun Capital Partners V, L.P.

9/12/2017

--Signature of Reporting Person

Date

/s/ C. Deryl Couch, by power of attorney, for Sun Capital Advisors V, L.P.

9/12/2017

--Signature of Reporting Person

Date

/s/ C. Deryl Couch, by power of attorney, for Sun Capital Partners V, Ltd.

9/12/2017

--Signature of Reporting Person

Date

/s/ C. Deryl Couch, by power of attorney, for Sun Cardinal, LLC

9/12/2017

--Signature of Reporting Person

Date

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

\* 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).

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

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.