

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
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### 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

|                                                               |  |                                                   |  |                                                                                                    |  |
|---------------------------------------------------------------|--|---------------------------------------------------|--|----------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person - *                   |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                         |  |
| <b>Kramer Robin S</b>                                         |  | <b>VINCE HOLDING CORP. [ VNCE ]</b>               |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                    |  |
| (Last) (First) (Middle)                                       |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| <b>C/O VINCE HOLDING CORP., 500<br/>5TH AVENUE 20TH FLOOR</b> |  | <b>7/31/2020</b>                                  |  |                                                                                                    |  |
| (Street)                                                      |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                        |  |
| <b>NEW YORK, NY 10110</b>                                     |  |                                                   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person                             |  |
| (City) (State) (Zip)                                          |  |                                                   |  | <input 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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |        | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|--------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price  |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 7/31/2020      |                                         | A                            |   | 2500                                                                    | A             | \$0.00 | 7081                                                                                                | D                                                                       |                                                                   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|------------------------------|---|----------------------------------------------------------------------------------------------------|-----|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|-------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                |                                                                    |                   |                                         | Code                         | V | (A)                                                                                                | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |

#### Explanation of Responses:

- (1) These shares represent restricted stock units that were granted to the Reporting Person on July 31, 2020 pursuant to the amended and restated 2013 Omnibus Incentive Plan of Vince Holding Corp. ("the Company"). The restricted stock units convert into shares of common stock of the Company on a one-for-one basis and are solely settled in common stock upon vesting. The restricted stock units vest over a three-year period: 33.33% on the first anniversary of the grant date, 33.33% on the second anniversary of the grant date and remaining 33.33% on the third anniversary of the grant date.

#### Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                        | Director      | 10% Owner | Officer | Other |
| <b>Kramer Robin S<br/>C/O VINCE HOLDING CORP.<br/>500 5TH AVENUE 20TH FLOOR<br/>NEW YORK, NY 10110</b> | <b>X</b>      |           |         |       |

#### Signatures

/s/ Akiko Okuma, by Power of Attorney

8/4/2020

\*\*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.