

INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Fogel Marie			1/30/2019		VINCE HOLDING CORP. [VNCE]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O VINCE HOLDING CORP., 500 5TH AVENUE 20TH FLOOR			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10110					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

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)
Restricted Stock Units	12500 (1)	D	
Restricted Stock Units	5357 (2)	D	
Restricted Stock Units	8571 (3)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- (1) These shares represent restricted stock units that were granted to the Reporting Person on July 9, 2018 under the Amended and Restated 2013 Omnibus Incentive Plan of Vince Holding Corp. (the "Plan"). These restricted stock units convert into shares of common stock of Vince Holding Corp. on a one-for-one basis and are solely settled in common stock upon vesting. These restricted stock units vest over a four-year period with 25% 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. through each such vesting date.
- (2) These shares represent restricted stock units that were granted to the Reporting Person on May 25, 2018 under the Plan. These restricted stock units convert into shares of common stock of Vince Holding Corp. on a one-for-one basis and are solely settled in common stock upon vesting. These restricted stock units vest over a four-year period with 10% vesting on April 19, 2019; 20% vesting on April 17, 2020; 25% vesting on April 16, 2021; and 45% vesting on April 15, 2022, in each case subject to the Reporting Person's continued employment with Vince Holding Corp. through each such vesting date.
- (3) These shares represent restricted stock units that were granted to the Reporting Person on April 12, 2018 under the Plan. These restricted stock units convert into shares of common stock of Vince Holding Corp. on a one-for-one basis and are solely settled in common stock upon vesting. These restricted stock units vest over a four-year period with 25% vesting on April 19, 2019, 25% vesting on April 17, 2020, 25% vesting on April 16, 2021, and 25% vesting on April 15, 2022, in each case subject to the Reporting Person's continued employment with Vince Holding Corp. through each such vesting date.

Remarks:

Senior Vice President, Merchandising, Product Development and Production

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fogel Marie C/O VINCE HOLDING CORP. 500 5TH AVENUE 20TH FLOOR NEW YORK, NY 10110			See Remarks	

Signatures/s/ Akiko Okuma, by Power of Attorney2/1/2019

**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 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).

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.

EXHIBIT 24

January 30, 2019

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Chief Executive Officer, Chief Financial Officer, and General Counsel of Vince Holding Corp., a Delaware corporation (the "Company"), signing singly, the undersigned's true and lawful attorneys-in-fact to: (i) execute for and on behalf the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of the Company, Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 16 of the Securities Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

/s/ Marie Fogel
Print Name: Marie Fogel
Title: Senior Vice President, Merchandising, Product Development and Production

Section 16 Power of Attorney Signature Page