
**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): August 4, 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 8.01 Other Events.

The record date for the previously-announced non-transferable rights offering of Vince Holding Corp. (the “Company”) will be August 14, 2017. The rights offering is expected to commence on or about August 15, 2017 and expire on or about August 31, 2017, subject to the effectiveness of the registration statement related to the rights offering and provided the rights offering may be extended by the Company.

On August 4, 2017, the Company mailed to its stockholders of record on August 3, 2017 a notice of the rights offering record date in accordance with the rules of the New York Stock Exchange. Such notice is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Notice of the Company to its stockholders relating to the rights offering record date, dated August 4, 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: August 4, 2017

By: /s/ David Stefko

David Stefko
Executive Vice President, Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99.1	Notice of the Company to its stockholders relating to the rights offering record date, dated August 4, 2017.

VINCE HOLDING CORP.
500 FIFTH AVENUE, 20th FLOOR
NEW YORK, NY 10110
NOTICE OF PROPOSED RIGHTS OFFERING
August 4, 2017

To our Stockholders:

This Notice is being furnished to the stockholders of Vince Holding Corp., a Delaware corporation (the “Company,” “we,” “us” or “our”), to notify stockholders of the Company’s common stock, par value \$0.01 per share (the “common stock”), of a proposed Rights Offering (as defined below).

We intend to commence a rights offering (the “Rights Offering”) on or about August 15, 2017, whereby the Company will distribute, at no charge, to stockholders of record as of August 14, 2017 (the “Record Date”) rights to purchase new shares of the Company’s common stock. Each stockholder as of the Record Date (“Rights Holders”) will receive one non-transferrable right for every share of common stock owned on the Record Date. Each right entitles the Rights Holder to purchase a number of shares of common stock (the “subscription right”) at a subscription price per whole share of common stock to be set forth in the prospectus relating to the Rights Offering. Subscription rights may only be exercised for whole numbers of shares; no fractional shares of common stock will be issued in the Rights Offering. We intend to issue a press release with final pricing and timing information and Rights Holders are encouraged to review our future press releases for more information regarding the Rights Offering.

Commencement; Expiration

Subscription rights may be exercised at any time during the subscription period, which we expect will commence on or about August 15, 2017, and end at 5:00 p.m., New York City time, on or about August 31, 2017, unless extended by us. All exercises of subscription rights are irrevocable.

Over-Subscription Right

Rights Holders who fully exercise their subscription rights will be entitled to subscribe for additional shares of our common stock that remain unsubscribed as a result of any unexercised subscription rights. The over-subscription right allows a rights holder to subscribe for an additional amount equal to up to 100% of the shares of our common stock for which such subscriber was otherwise entitled to subscribe pursuant to the subscription right (calculated prior to the exercise of subscription rights). If sufficient remaining shares of our common stock are available, all over-subscription requests will be honored in full, subject to the 100% cap and the ownership restriction in our certificate of incorporation.

Non-Transferability of Rights

The subscription rights are evidenced by a subscription certificate and are non-transferable. The rights will not be listed for trading on the New York Stock Exchange (“NYSE”) or any other securities exchange or automated quotation system. The shares of common stock issued in the Rights Offering will be listed on the NYSE.

Use of Proceeds

We intend to use a portion of the net proceeds received from the Rights Offering and the Backstop Commitment to repay \$9.0 million in principal amount of outstanding indebtedness under our term loan facility, which is a condition to the effectiveness of an amendment thereto entered into on July 30, 2017, and \$15.0 million in principal amount of outstanding indebtedness under our revolving credit facility (without a concurrent commitment reduction). We intend to use the remaining net proceeds for general corporate purposes, which may include additional payments on our outstanding indebtedness.

Sincerely,

Brendan L. Hoffman
Chief Executive Officer and Director