

FORM 4

**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 * HOFFMAN BRENDAN (Last) (First) (Middle) C/O VINCE HOLDING CORP., 500 5TH AVENUE, 20TH FLOOR (Street) NEW YORK, NY 10110 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VINCE HOLDING CORP. [VNCE] 3. Date of Earliest Transaction (MM/DD/YYYY) 5/25/2018 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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			
Restricted Stock Units	5/25/2018		A		40179 <u>(1)</u>	A	\$0.00	87400	D	
Restricted Stock Units	5/25/2018		A		105117 <u>(2)</u>	A	\$0.00	192517	D	

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				
Employee Stock Option (right to buy)	\$39.90	5/24/2018		D		50000		<u>(3)</u>	10/22/2025	Common Stock	50000	<u>(4)</u>	8886	D	
Employee Stock Option (right to buy)	\$56.10	5/24/2018		D		8866		<u>(5)</u>	10/22/2025	Common Stock	8886	<u>(4)</u>	0	D	

Explanation of Responses:

- (1) These shares represent restricted stock units which were granted to the Reporting Person on May 25, 2018 under the Amended and Restated 2013 Omnibus Incentive Plan (the "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 100% upon the occurrence of certain change in control events, as defined under the applicable grant agreement. The restricted stock units will expire if they do not vest within two years of grant.
- (2) These shares represent restricted stock units that were granted to the Reporting Person under the Plan on May 25, 2018 in exchange for the stock options which were cancelled pursuant to the Company's option exchange program on May 24, 2018. These 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. These restricted stock units vest in the following manner: 10% on April 19, 2019; 20% on April 17, 2020; 25% on April 16, 2021; and 45% on April 15, 2022, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.
- (3) The stock options were granted on October 22, 2015 to the Reporting Person under the Plan. Prior to cancellation, the stock options were scheduled to vest over the course of four years, with 25% of the stock options granted to the Reporting Person 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 the Company through each such vesting date.
- (4) On May 24, 2018, the Company cancelled, pursuant to the terms of its option exchange program, eligible stock options of the Reporting Person. In exchange, on May 25, 2018, the Reporting Person was granted replacement restricted stock units based on the exchange ratio of 1-to-1.7857.
- (5) These stock options were granted to the Reporting Person under the Plan to effect the adjustment of outstanding options that were granted to the Reporting Person on October 22, 2015, with the same terms as those original options. Prior to cancellation, the stock options were scheduled to vest over the course of four years, with 25% of the stock options granted to the Reporting Person 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 the Company through each such vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOFFMAN BRENDAN C/O VINCE HOLDING CORP. 500 5TH AVENUE, 20TH FLOOR NEW YORK, NY 10110	X		Chief Executive Officer	

Signatures/s/ Akiko Okuma, by power of attorney5/25/2018

—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.

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