

# 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 *                     |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |  |
| <b>Stefko David</b>   |  |  | <b>VINCE HOLDING CORP. [ VNCE ]</b>               |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>See Remarks</b> |  |  |
| (Last) (First) (Middle)                                       |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |   |  |  |
| <b>C/O VINCE HOLDING CORP., 500<br/>5TH AVENUE 20TH FLOOR</b> |  |  | <b>5/24/2018</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>                                     |  |  | <b>5/25/2018</b>                                  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| (City) (State) (Zip)  |  |  |   |  |  |   |  |  |

**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  |   |   |   |
| Restricted Stock Units             | 5/25/2018      |   | A                            |   | 15625<br>(1)  | A             | \$0.00 | 47118   | D   |   |
| Restricted Stock Units             | 5/25/2018      |   | A                            |   | 47301<br>(2)  | A             | \$0.00 | 94419   | 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.<br>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<br>Number of<br>Shares |   |  |   |  |
| Employee Stock<br>Option (right to<br>buy)     | \$44.40 (3)  | 5/24/2018         |   | D                               |   | 22500 (3)  | (4) | 1/14/2026                                  | Common<br>Stock    | 22500  | (5)                              | 3989  | D  |   |  |
| Employee Stock<br>Option (right to<br>buy)     | \$56.10 (3)  | 5/24/2018         |   | D                               |   | 3989 (3)   | (6) | 1/14/2026                                  | Common<br>Stock    | 3989   | (5)                              | 0   | D  |   |  |

### Explanation of Responses:

- These shares represent the 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 will expire if they do not vest within two years of grant.
- 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 15th, 2022, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.
- At the close of business on October 23, 2017, the Company effected a 1-for-10 reverse stock split (the "Reverse Stock Split"). The Company's common stock began trading on a split-adjusted basis when the market opened on October 24, 2017. Pursuant to the Reverse Stock Split, every 10 shares of the Company's issued and outstanding common stock were automatically converted into one share of common stock. All references to our common stock provided in this report have been adjusted to reflect the effect of the Reverse Stock Split.
- These stock options were granted on January 14, 2016 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.
- 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.

- (6) 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 January 14, 2016, 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.

**Remarks:**

Executive Vice President, Chief Financial Officer

This amendment is being filed solely to correct the date of the earliest transaction reported.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Stefko David<br>C/O VINCE HOLDING CORP.<br>500 5TH AVENUE 20TH FLOOR<br>NEW YORK, NY 10110 |               |           | See Remarks |       |

**Signatures**

/s/ Akiko Okuma, by power of attorney

5/29/2018

\*\*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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