
**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): October 24, 2017 (October 23, 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 3.03 Material Modification to Rights of Security Holders

On October 23, 2017, Vince Holding Corp. (the “Company”) filed with the Secretary of State of Delaware a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, to effect a reverse stock split (the “Reverse Stock Split”), as described in its Definitive Information Statement on Schedule 14C filed with the Securities and Exchange Commission on October 2, 2017 (the “Information Statement”). The Certificate of Amendment and, as a result, the Reverse Stock Split took effect on October 23, 2017 and the common stock will begin trading on a split-adjusted basis when the market opens on October 24, 2017.

Pursuant to the Reverse Stock Split, shares of common stock were automatically consolidated at the rate of one for ten (1 for 10) without any further action on the part of the stockholders. All fractional shares owned by each stockholder were aggregated and to the extent after aggregating all fractional shares any stockholder was entitled to a fraction of a share, such stockholder became entitled to receive, in lieu of the issuance of such fractional share, a cash payment based on a pre-split cash in lieu rate of \$0.48, which is the average closing price per share (as adjusted to give effect to the Reverse Stock Split) on the New York Stock Exchange (“NYSE”) on the five (5) consecutive trading days immediately preceding October 23, 2017.

Following the Reverse Stock Split, stockholders holding certificated shares are required to exchange their stock certificates for new stock certificates representing the appropriate number of shares of the common stock resulting from the Reverse Stock Split and will be furnished the necessary materials and instructions for the surrender and exchange of share certificates at the appropriate time by our transfer agent. Stockholders will not have to pay any transfer fee or other fee in connection with such exchange.

Certain of the Company’s registered holders of the Company’s common stock may hold some or all of their shares electronically in book-entry form with the transfer agent. These stockholders do not have stock certificates evidencing their ownership of the common stock. They are, however, provided with a statement reflecting the number of shares registered in their accounts. Stockholders who hold shares electronically in book-entry form with the transfer agent will not need to take action to receive whole shares reflecting the Reverse Stock Split, subject to adjustment for treatment of fractional shares.

The Company’s shares of common stock will continue to trade on the NYSE under the symbol “VNCE” but will trade under the new CUSIP number 92719W207. The Reverse Stock Split was intended to increase the market price per share of the Company’s common stock in order to comply with the NYSE’s continued listing standards relating to minimum price per share.

For all the terms and conditions of the Certificate of Amendment reference is hereby made to such certificate annexed hereto as Exhibit 3.1. All statements made herein concerning the Certificate of Amendment and the Information Statement are qualified by references to said documents.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth in Item 3.03 hereof is incorporated by reference into this item 5.03.

The Certificate of Amendment also decreased the number of authorized shares of common stock from two hundred fifty million (250,000,000) shares to one hundred million (100,000,000) shares.

Item 8.01 Other Events.

On October 24, 2017, the Company issued a press release announcing the effectiveness of the Reverse Stock Split. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
Number Description**

3.1 [Certificate of Amendment of Amended and Restated Certificate of Incorporation of Vince Holding Corp., filed with the Secretary of State of the State of Delaware on October 23, 2017.](#)

99.1 [Press Release of the Company, dated October 24, 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: October 24, 2017

By: /s/ David Stefko

David Stefko
Executive Vice President, Chief Financial Officer

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VINCE HOLDING CORP.

(under Section 242 of the Delaware General Corporation Law)

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the undersigned, being an authorized officer of Vince Holding Corp., a Delaware corporation (the "Company"), does hereby certify the following:

FIRST The name of the Company is Vince Holding Corp.

SECOND PART A of ARTICLE FOUR of the Amended and Restated Certificate of Incorporation of the Company shall be amended to read in its entirety as follows:

ARTICLE FOUR

PART A. AUTHORIZED SHARES

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 110,000,000 shares, consisting of:

- (1) 10,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"); and
- (2) 100,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock").

The Preferred Stock and the Common Stock shall have the rights, preferences and limitations set forth below.

THIRD The Amended and Restated Certificate of Incorporation of the Company is hereby amended by adding a new PART E to ARTICLE FOUR which shall read in its entirety as follows:

PART E. REVERSE STOCK SPLIT OF COMMON STOCK

Section 1. Reverse Stock Split. Immediately upon the filing of the Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation first inserting this sentence (the "Effective Time"), each ten (10) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be, without further action by the Corporation or any of the holders thereof, automatically reclassified and combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, subject to the treatment of fractional shares

as described below (the "Reverse Stock Split"). Fractional shares of Common Stock shall not be issued as a result of the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional share interests of Common Stock in connection with the Reverse Stock Split shall, with respect to such fractional interest, be entitled to receive cash, without interest, in lieu of fractional shares of Common Stock. Each certificate (until surrendered) or book-entry then outstanding representing shares of Common Stock shall automatically represent from and after the Effective Time that number of whole shares of Common Stock into which the shares of Common Stock represented by such certificate or book-entry shall have been reclassified and combined pursuant to the Reverse Stock Split.

FOURTH The foregoing amendments to the Amended and Restated Certificate of Incorporation of the Company were duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of Delaware.

* * * * *

IN WITNESS WHEREOF , the Company has caused this Certificate of Amendment to be signed by its duly authorized officer on this 23rd day of October 2017.

VINCE HOLDING CORP.

By: /s / Brendan L. Hoffman
Name: Brendan L. Hoffman
Title: Chief Executive Officer

VINCE.

Vince Holding Corp. Announces Completion of its Reverse Stock Split

NEW YORK, New York – October 24, 2017 - Vince Holding Corp. (NYSE:VNCE), a leading global luxury apparel and accessories brand (“Vince” or the “Company”), today announced that at the close of business on October 23, 2017, it effected its previously-announced, 1-for-10 reverse stock split (the “Reverse Stock Split”). The Company’s common stock will begin trading on a split-adjusted basis when the market opens on October 24, 2017.

Pursuant to the Reverse Stock Split, every 10 shares of Vince’s issued and outstanding common stock were automatically converted into one share of common stock. No fractional shares will be issued if, as a result of the Reverse Stock Split, a stockholder would otherwise have been entitled to a fractional share. Instead, each stockholder is entitled to receive a cash payment based on a pre-split cash in lieu rate of \$0.48, which is the average closing price per share on the New York Stock Exchange (“NYSE”) for the five consecutive trading days immediately preceding October 23, 2017.

Following the Reverse Stock Split, the number of outstanding shares of Vince’s common stock was reduced by a factor of ten. The number of authorized shares of common stock has also been reduced from 250,000,000 to 100,000,000.

The Company’s shares of common stock will continue to trade on the NYSE under the symbol “VNCE” but will trade under the new CUSIP number 92719W207. The Reverse Stock Split was intended to increase the market price per share of the Company’s common stock in order to comply with the NYSE’s continued listing standards relating to minimum price per share.

ABOUT VINCE

Established in 2002, Vince is a global luxury brand best known for utilizing luxe fabrications and innovative techniques to create a product assortment that combines urban utility and modern effortless style. From its edited core collection of ultra-soft cashmere knits and cotton tees, Vince has evolved into a global lifestyle brand and destination for both women’s and men’s apparel and accessories. As of July 29, 2017, Vince products were sold in prestige distribution worldwide, including approximately 2,300 distribution locations across more than 40 countries. With corporate headquarters in New York and its design studio in Los Angeles, the Company operated 41 full-price retail stores, 14 outlet stores and its e-commerce site, vince.com. Please visit www.vince.com for more information.

Forward-Looking Statements: This document, and any statements incorporated by reference herein, contains forward-looking statements under the Private Securities Litigation Reform Act of 1995. Forward-looking statements include the statements regarding, among other things, our current expectations about the Company's future results and financial condition, revenues, store openings and closings, margins, expenses and earnings and are indicated by words or phrases such as "may," "will," "should," "believe," "expect," "seek," "anticipate," "intend," "estimate," "plan," "target," "project," "forecast," "envision" and other similar phrases. Although we believe the assumptions and expectations reflected in these forward-looking statements are reasonable, these assumptions and expectations may not prove to be correct and we may not achieve the results or benefits anticipated. These forward-looking statements are not guarantees of actual results, and our actual results may differ materially from those suggested in the forward-looking statements. These forward-looking statements involve a number of risks and uncertainties, some of which are beyond our control, including, without limitation: our ability to continue having the liquidity necessary to service our debt, meet contractual payment obligations (including under the tax receivable agreement) and fund our operations; our ability to continue as a going concern; our ability to successfully operate the newly implemented systems, processes, and functions recently transitioned from Kellwood Company; our ability to remediate the identified material weaknesses in our internal control over financial reporting; our ability to regain compliance with the continued listing standards of the New York Stock Exchange; our ability to ensure the proper operation of the distribution facility by a third party logistics provider recently transitioned from Kellwood; our ability to remain competitive in the areas of merchandise quality, price, breadth of selection, and customer service; our ability to anticipate and/or react to changes in customer demand and attract new customers, including in connection with making inventory commitments; our ability to control the level of sales in the off-price channels; our ability to manage excess inventory in a way that will promote the long-term health of the brand; changes in consumer confidence and spending; our ability to maintain projected profit margins; unusual, unpredictable and/or severe weather conditions; the execution and management of our retail store growth plans, including the availability and cost of acceptable real estate locations for new store openings; the execution and management of our international expansion, including our ability to promote our brand and merchandise outside the U.S. and find suitable partners in certain geographies; our ability to expand our product offerings into new product categories, including the ability to find suitable licensing partners; our ability to successfully implement our marketing initiatives; our ability to protect our trademarks in the U.S. and internationally; our ability to maintain the security of electronic and other confidential information; serious disruptions and catastrophic events; changes in global economies and credit and financial markets; competition; our ability to attract and retain key personnel; commodity, raw material and other cost increases; compliance with domestic and international laws, regulations and orders; changes in laws and regulations; outcomes of litigation and proceedings and the availability of insurance, indemnification and other third-party coverage of any losses suffered in connection therewith; tax matters; and other factors as set forth from time to time in our Securities and Exchange Commission filings, including under the heading "Item 1A—Risk Factors" in our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. We intend these forward-looking statements to speak only as of the time of this release and do not undertake to update or revise them as more information becomes available, except as required by law.

Investor Relations Contact:

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