

**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 11, 2020 (August 7, 2020)

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 5th Avenue – 20th Floor
New York, New York 10110
(Address of Principal Executive Offices)

10110
(Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 944-2600

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	VNCE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On August 7, 2020, Brendan Hoffman, Chief Executive Officer of Vince Holding Corp. (the “Company”) and a member of the Company’s Board of Directors (the “Board”), notified the Board of his decision to resign from his positions to pursue another opportunity, effective August 28, 2020. Mr. Hoffman’s decision to resign is not related to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. The vacancy on the Board created by Mr. Hoffman’s resignation will be filled at a later time.

The Board has appointed David Stefko as an interim Chief Executive Officer, effective August 28, 2020, until a permanent Chief Executive Officer is appointed. Mr. Stefko, age 63, has served as Executive Vice President, Chief Financial Officer of the Company since September 2015, and will continue to do so during this time. Prior to joining the Company, Mr. Stefko served as Group Chief Financial Officer at Sun Capital since September 2011. Mr. Stefko has over 30 years of senior finance and executive management experience. There are no family relationships between Mr. Stefko and any director, executive officer or nominees thereof of the Company. There are no related party transactions between the Company and Mr. Stefko that would require disclosure under Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release of the Company, dated August 11, 2020.

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 11, 2020

By: /s/ David Stefko

David Stefko

Executive Vice President, Chief Financial Officer

VINCE.

VINCE HOLDING CORP. ANNOUNCES DEPARTURE OF CHIEF EXECUTIVE OFFICER
APPOINTS DAVID STEFKO INTERIM CHIEF EXECUTIVE OFFICER

NEW YORK, August 11, 2020 - Vince Holding Corp. (NYSE: VNCE), a leading global contemporary group ("Vince" or the "Company"), today announced that Brendan Hoffman, Chief Executive Officer of the Company and a member of the Company's Board of Directors (the "Board"), notified the Board of his decision to resign from his positions, effective August 28, 2020, to become President and CEO successor of a multi-billion dollar branded footwear and apparel company. The Board has appointed David Stefko, as Interim Chief Executive Officer until a permanent replacement is appointed. The Board will work with an executive search firm to advise on potential CEO candidates.

Mr. Stefko served as Executive Vice President, Chief Financial Officer of the Company since September 2015, and will continue to do so during this time. Prior to joining the Company, Mr. Stefko served as Group Chief Financial Officer at Sun Capital since September 2011. Mr. Stefko has over 30 years of senior finance and executive management experience.

Marc Leder, Chairman of the Board, commented, "We are grateful to Brendan's leadership in developing and executing a strategic plan that enabled the Vince brand to regain its market leadership position within the fashion luxury space. During his tenure, he established a highly talented and experienced executive team that has been instrumental in positioning the brand for long term sustainable growth. We are equally excited about the opportunity to duplicate the Vince brand playbook for Rebecca Taylor. On behalf of our board of directors, we are highly confident in Dave and the team's ability to continue to successfully lead this business through the pandemic and into the future."

Mr. Stefko commented, "Working closely with Brendan over the past five years, I am extremely proud of what we have accomplished as a team. We have laid a strong foundation for long term growth for the Vince brand and developed a similar turnaround strategy for Rebecca Taylor. I am excited about the opportunities that lie ahead for our organization and to be working with a group of such highly talented and passionate individuals as we continue to pave our way forward for the Company."

ABOUT VINCE HOLDING CORP.

Vince Holding Corp. is a global contemporary group, consisting of three brands: Vince, Rebecca Taylor and Parker. Vince, established in 2002, is a leading global luxury apparel and accessories brand best known for creating elevated yet understated pieces for every day effortless style. Known for its range of luxury products, Vince offers women's and men's ready-to-wear, footwear and accessories through 49 full-price retail stores, 14 outlet stores, and its e-commerce site, vince.com and through its subscription service Vince Unfold, www.vinceunfold.com, as well as through premium wholesale channels globally. Rebecca Taylor, founded in 1996 in New York City, is a high-end women's contemporary lifestyle brand inspired by beauty in the everyday. The Rebecca Taylor collection is available at six full-price retail stores, through our e-commerce site at reccataylor.com and through its subscription service Rebecca Taylor RNTD, www.reccataylorrntd.com, as well as through high-end department and specialty stores in select international markets. Parker, founded in 2008 in New York City, is a contemporary women's fashion brand that is trend focused. The Parker collection is available at high-end department and specialty stores in select international markets. 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 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: the impact of the novel coronavirus (COVID-19) pandemic on our business, results of operations and liquidity; our ability to continue having the liquidity necessary to service our debt, meet contractual payment obligations, and fund our operations; changes in global economics and credit and financial markets; the expected effects of the acquisition of the Acquired Businesses on the Company; our ability to integrate the Acquired Businesses with the Company, including our ability to retain customers, suppliers and key employees; our ability to realize the benefits of our strategic initiatives; our ability to maintain our larger wholesale partners; the loss of certain of our wholesale partners; our ability to make lease payments when due; the execution and management of our retail store growth plans; our ability to expand our product offerings into new product categories, including the ability to find suitable licensing partners; our ability to remediate the identified material weakness in our internal control over financial reporting; our ability to optimize our systems, processes and functions; our ability to mitigate system security risk issues, such as cyber or malware attacks, as well as other major system failures; our ability to comply with privacy-related obligations; our ability to comply with domestic and international laws, regulations and orders; changes in laws and regulations; our ability to ensure the proper operation of the distribution facilities by third-party logistics providers; 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 remain competitive in the areas of merchandise quality, price, breadth of selection and customer service; our ability to keep a strong brand image; our ability to attract and retain key personnel; our ability to protect our trademarks in the U.S. and internationally; 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 current and future licensing arrangements; the extent of our foreign sourcing; fluctuations in the price, availability and quality of raw materials; commodity, raw material and other cost increases; our reliance on independent manufacturers; seasonal and quarterly variations in our revenue and income; further impairment of our goodwill and indefinite-lived intangible assets; competition; other tax matters; and other factors as set forth from time to time in our Securities and Exchange Commission filings, including those described under "Item 1A—Risk Factors" in our Annual Report on Form 10-K and 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.

This press release is also available on the Vince Holding Corp. website (<http://investors.vince.com/>).

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