

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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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 (Check all applicable)		
KROUSE RODGER R			VINCE HOLDING CORP. [VNCE]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			9/8/2017					
C/O SUN CAPITAL PARTNERS, INC., 5200 TOWN CIRCLE CENTER, SUITE 600			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
BOCA RATON, FL 33486								
(City) (State) (Zip)								

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			
Common Stock, par value \$0.01	9/8/2017		X (1)		38482737	A	\$0.45	66981946 (3)(5)(6)	I	See Footnotes (5)(6)
Common Stock, par value \$0.01	9/8/2017		P (2)		17831247	A	\$0.45	84813193 (4)(5)(6)	I	See Footnotes (5)(6)

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				
Subscription Rights (Right to buy)	\$0.45	9/8/2017		X (1)		20928375		8/15/2017	9/8/2017	Common Stock	28200985	\$0.00	0	I	See Footnotes (5)(6)
Subscription Rights (Right to buy)	\$0.45	9/8/2017		X (1)		6976150		8/15/2017	9/8/2017	Common Stock	9400362	\$0.00	0	I	See Footnotes (5)(6)
Subscription Rights (Right to buy)	\$0.45	9/8/2017		X (1)		594684		8/15/2017	9/8/2017	Common Stock	881390	\$0.00	0	I	See Footnotes (5)(6)

Explanation of Responses:

- Represents the exercise of subscription rights in the Vince Holding Corp. ("Vince") rights offering by Sun Cardinal, LLC ("Sun Cardinal"), SCSF Cardinal, LLC ("SCSF Cardinal") and SK Financial Services, LLC ("SK Financial"), with each right entitling the holder to purchase 1.3475 shares of Vince common stock, resulting in the purchase by Sun Cardinal of 28,200,985, by SCSF Cardinal of 9,400,362 and by SK Financial of 881,390 shares of Vince common stock, including pursuant to the exercise of over-subscription rights.
- Represents the purchase of 13,373,435 and 4,457,812 shares of Vince common stock by Sun Cardinal and SCSF Cardinal, respectively, pursuant to the rights offering backstop investment agreement by and among Vince, Sun Cardinal and SCSF Cardinal.
- 49,129,360 of the reported shares are owned of record by Sun Cardinal and 16,376,512 of the reported shares are owned of record by SCSF Cardinal.
- 62,502,795 of the reported shares are owned of record by Sun Cardinal and 20,834,324 of the reported shares are owned of record by SCSF Cardinal.
- 1,476,074 of the reported shares are owned of record by SK Financial. SK Financial is jointly owned by Sun Capital Partners V, L.P. ("SCP V"), Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). Through a revocable trust, each of Messrs. Rodger R. Krouse and Marc J. Leder own fifty percent (50%) of Sun Capital Partners V, Ltd., which is the general partner of Sun Capital Advisors V, L.P., which is the general partner of SCP V. Each of Messrs. Krouse and Leder also controls, through his revocable trust, 50% of the membership interest in Sun Capital Securities, LLC, which in turn is the general partner of Sun Capital Securities Advisors, L.P., which is in turn the general partner of SCSF LP. SCP V owns

all of the ownership interests in Sun Cardinal.

- (6) (Continued from footnote 5) SCSF Cardinal is jointly owned by SCSF Offshore and SCSF LP. As a result, Mr. Krouse may be deemed to have indirect beneficial ownership of the securities owned of record by Sun Cardinal, SCSF Cardinal and SK Financial. Mr. Krouse expressly disclaims beneficial ownership of any securities in which he does not have a pecuniary interest.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KROUSE RODGER R C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		

Signatures

/s/ C. Deryl Couch by power of attorney for Rodger R. Krouse

9/12/2017

—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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