FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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)
Griffith Jerome (Last) (First) (Middle)	**VINCE HOLDING CORP. [VNCE]**	_ X _ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
C/O VINCE HOLDING CORP., 500 5TH AVE., 20TH FLOOR (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **9/8/2017**	
NEW YORK, NY 10110 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY) **9/12/2017**	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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)]		122222	A	$0.45	178007	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				
Subscripton Rights (Right to buy)	$0.45	9/8/2017	9/8/2017	**X** [(1)]			14378	8/15/2017	9/8/2017	**Common Stock**	122222	$0.45	0	D	

Explanation of Responses:

(1) Represents the exercise of subscription rights in Vince Holding Corp. ("Vince") rights offering by the Reporting Person, with each right entitling the holder to purchase 1.3475 shares of Vince common stock, resulting in the purchase by the Reporting Person of 122,222 shares of Vince common stock, including pursuant to the exercise of over-subscription rights.

Remarks:

This amendment has been filed to correct the total amount of securities beneficially owned by Jerome Griffith following the reported transactions. In all other respects, the report is unchanged.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffith Jerome **C/O VINCE HOLDING CORP.** **500 5TH AVE., 20TH FLOOR** **NEW YORK, NY 10110**	X			

Signatures

/s/ Akiko Okuma, by power of attorney	9/29/2017
[**] Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.