

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): January 12, 2026

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
(Address of Principal Executive Offices)

10110
(Zip Code)

Registrant's Telephone Number, Including Area Code: 323 421-5980

(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:

- ☐ 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	The Nasdaq Stock Market LLC

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 7.01 Regulation FD Disclosure.

On January 12, 2026, Vince Holding Corp. (the "Company") issued a press release regarding its holiday sales results for the nine-week period ended January 3, 2026. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The Company intends to use the Investor Presentation, attached hereto as Exhibit 99.2, in whole or in part, in one or more meetings with existing and/or potential investors.

The information, including Exhibits 99.1 and 99.2 hereto, which the registrant furnished in this report, is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Registration statements or other documents filed with the Securities and Exchange Commission shall not incorporate this information by reference, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press release of the Company, dated January 12, 2026.
99.2	Investor Presentation of the Company, dated January 12, 2026.
104	Cover Page Interactive data File (embedded within the Inline XBRL document).

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 hereunto duly authorized.

VINCE HOLDING CORP.

Date: January 12, 2026

By: /s/ Brendan Hoffman

Brendan Hoffman, Chief Executive Officer

Vince Holding Corp. Provides Holiday Sales Results

Holiday Period Total Net Sales Increased 5.3% vs. Last Year Led by 9.7% Growth in Direct-to-Consumer Segment

NEW YORK, January 12, 2026 - Vince Holding Corp., (Nasdaq: VNCE) ("VNCE" or the "Company"), a global retail platform, today announced sales for the nine-week holiday period ended January 3, 2026.

Holiday Sales Highlights *(Unaudited Results for Nine-Week Period Ended January 3, 2026)*

- Total company net sales increased 5.3% compared to the prior year period
- Direct-to-Consumer segment sales increased 9.7% compared to the prior year period
- Wholesale segment sales decreased 2.7% compared to the prior year period

Brendan Hoffman, Chief Executive Officer of VNCE commented, "Our direct-to-consumer segment continues to deliver exceptional results, building on the strong momentum from our strategic investments in customer experience enhancements and e-commerce capabilities. Within wholesale, we have continued to see strong performance at the register with key partners helping to offset disruption in receipt flow with Saks Global given current dynamics. This overall performance, combined with our disciplined approach to balancing strategic pricing changes, promotional activity, and cost management, demonstrates the strength of our business model. As we look ahead, we will continue to execute and deliver on our strategic priorities that we believe will position us well for long-term profitable growth."

Based on holiday sales performance, total company net sales have trended in line with prior guidance and Adjusted EBITDA as a % of Net Sales and Adjusted Operating Income as a % of Net Sales have trended in line with the higher end of prior guidance ranges for the fourth quarter and full year fiscal 2025.

The Company continues to monitor developments with its wholesale partner, Saks Global, and guidance does not reflect any outcome of its reported status. Saks Global represented less than 7% of total company net sales as of Fiscal 2024.

The holiday sales results reported in this press release are unaudited and preliminary. These amounts are based on currently available information and are subject to change following the completion of any customary financial closing procedures for the fiscal quarter ending January 31, 2026.

ICR Conference

As previously announced, the Company will be presenting at the 28th Annual ICR Conference today, Monday, January 12, 2026, at 8:30 AM Eastern Time. The audio portion of the presentation will be webcast live on the investor relations section of the Company's website, <http://investors.vince.com/>.

ABOUT VINCE HOLDING CORP.

Vince Holding Corp. is a global retail platform that operates the Vince brand women's and men's ready to wear business. 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. Vince Holding Corp. operates 46 full-price retail stores, 14 outlet stores, and its e-commerce site, as well as through premium wholesale channels globally. Please visit www.vince.com for more information.

Forward-Looking Statements: This document, and any statements incorporated by reference herein contain 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 possible or assumed future results of operations of the Company 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: changes to and unpredictability in the trade policies and tariffs imposed by the U.S. and the governments of other nations; our ability to maintain our larger wholesale partners; our ability to maintain adequate cash flow from operations or availability under our revolving credit facility to meet our liquidity needs; general economic conditions; restrictions on our operations under our credit facilities; our ability to improve our profitability; our ability to accurately forecast customer demand for our products; our ability to maintain the license agreement with ABG Vince, a subsidiary of Authentic Brands Group; ABG Vince's expansion of the Vince brand into other categories and territories; ABG Vince's approval rights and other actions; our ability to realize the benefits of our strategic initiatives; the execution of our customer strategy; our ability to make lease payments when due; our ability to open retail stores under favorable lease terms and operate and maintain new and existing retail stores successfully; our operating experience and brand recognition in international markets; our ability to remediate the identified material weakness in our internal control over financial reporting; our ability to comply with domestic and international laws, regulations and orders; increased scrutiny regarding our approach to sustainability matters and environmental, social and governance practices; competition in the apparel and fashion industry; the transition associated with the appointment of new chief executive officer and new chief financial officer; our ability to attract and retain key personnel; seasonal and quarterly variations in our revenue and income; the protection and enforcement of intellectual property rights relating to the Vince brand; our ability to successfully conclude remaining matters following the wind down of the Rebecca Taylor business; the extent of our foreign sourcing; our reliance on independent manufacturers; our ability to ensure the proper operation of the distribution facilities by third-party logistics providers; fluctuations in the price, availability and quality of raw materials; the ethical business and compliance practices of our independent manufacturers; our ability to mitigate system or data security issues, such as cyber or malware attacks, as well as other major system failures; our ability to adopt, optimize and improve our information technology systems, processes and functions; our ability to comply with privacy-related obligations; our status as a "controlled company"; our status as a "smaller reporting company"; 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.

Investor Relations Contact:

ICR, Inc.
Caitlin Churchill, 646-277-1274
Caitlin.Churchill@icrinc.com

VINCE HOLDING CORP.

JANUARY 2026



DISCLAIMER

This Management Presentation (this "Presentation") is the property of Vince Holding Corp. and its subsidiaries (collectively, "Vince" or the "Company"). By accepting this Presentation, the recipient acknowledges that it has read, understood and accepted the terms of this disclaimer. This Presentation is not a formal offer to sell or solicitation of an offer to buy the Company's securities. Information contained in this Presentation should not be relied upon as advice to buy or sell or hold such securities or as an offer to sell such securities. No representation or warranty, express or implied, is or will be given by the Company or its affiliates, directors, officers, partners, employees, agents or advisers or any other person as to the accuracy, completeness, reasonableness or fairness of any information contained in this Presentation and no responsibility or liability whatsoever is accepted for the accuracy or sufficiency thereof or for any errors, omissions or misstatements relating thereto. By acceptance of this Presentation, each recipient agrees not to copy, reproduce or distribute to others the Presentation, in whole or in part, without the prior written consent of the Company, and will promptly return this Presentation to the Company upon request.

This Presentation may contain forward-looking statements under the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact or relating to present facts or current conditions included in this presentation are forward-looking statements. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "target," "plan," "intend," "believe," "may," "should," "can have," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. 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 those as set forth from time to time in our Securities and Exchange Commission (the "SEC") filings, including those described in our Annual Report on Form 10-K under "Item 1A – Risk Factors" filed with the SEC on May 2, 2025. Any forward-looking statement made by the Company in this Presentation speaks only as of the date on which it is made. Except as may be required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

Market data and industry information used in this presentation are based on independent industry surveys and publications and other publicly available information prepared by third party sources. Although the Company believes that these sources are reliable as of their respective dates, it has not verified the accuracy or completeness of this information from independent sources.

The holiday sales results provided on slide 20 are unaudited and preliminary. These amounts are based on currently available information and are subject to change following the completion of any customary financial closing procedures for the fiscal quarter ending January 31, 2026.

Company Overview

Vince Holding Corp. is a global retail platform that operates the Vince brand women’s and men’s ready-to-wear business through a balanced wholesale and direct-to-consumer model.

\$296.3 Million Net Sales¹
56% Wholesale / 44% DTC

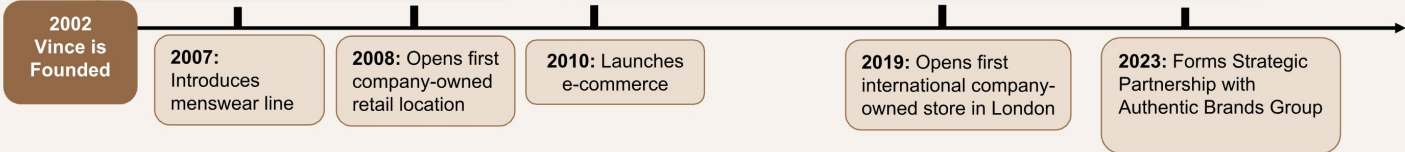
\$15.5 Million Adjusted EBITDA^{1,2}
5.2% of Total Net Sales

>800 Wholesale³
Points of Distribution

60 Retail Locations³
46 Full Price / 14 Outlet












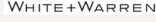







Our History



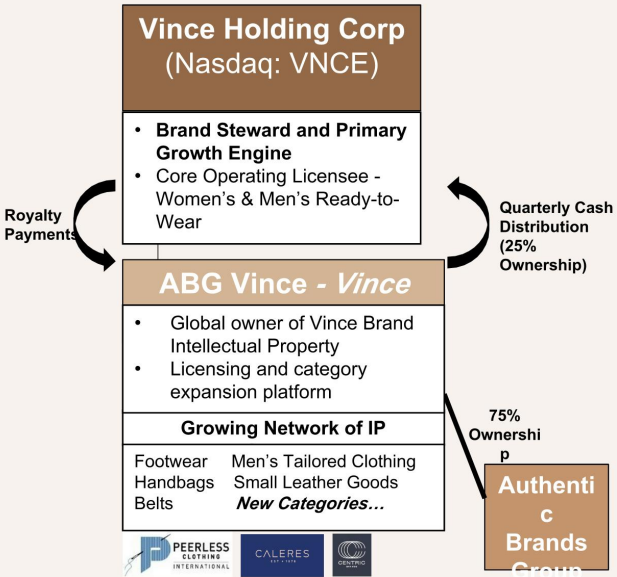
¹ LTM 3Q25
² See Appendix for reconciliation Non-GAAP financial measures to GAAP financial measures
³ As of 3Q25

Seasoned Management Team with Deep Industry Experience

EXECUTIVE	APPROX. TENURE WITH VINCE	YEARS OF EXPERIENCE	BACKGROUND
Brendan Hoffman Chief Executive Officer	6 Years*	35	   
Jill Norton Chief Commercial Officer	15 Years	23	   
Yuji Okumura Chief Financial Officer	7 Years	19	
Akiko Okuma Chief Administrative Officer & General Counsel	11 Years	18	
Caroline Belhumeur Chief Creative Officer	8 Years	42	    
Marie Fogel Chief Merchandising & Manufacturing Officer	8 Years	41	 

*Includes Mr. Hoffman's 2015-2020 Tenure and Current Role Assumed Feb. 2025

Strategic Partnership with Authentic Brands Group



- Vince Holding Corp. operates the core Vince brand women's and men's ready-to-wear business through an exclusive, long-term licensing partnership with Authentic Brands Group creating a differentiated platform that combines operating excellence with brand-driven growth
- **Equity Participation in Brand Expansion**
VNCE benefits economically from all IP monetization via its 25% stake in ABG Vince
 - **Recurring Cash Distributions**
Complement core operating earnings
 - **Incremental Revenue Upside**
Opportunity to drive additional DTC revenue growth through new categories
 - **Brand Flywheel Effect**
Expanded category presence increases awareness, supports demand across owned channels, and reinforces long-term brand equity

Strategic Partnership allows Vince Holding Corp. to focus on operational excellence while participating in long-term brand growth, category expansion and cash generation

Strengthened Operational and Financial Foundation

In the recent years as the business and broader customer shopping behaviors evolved, and with the support of the strategic partnership, the Company has focused on strengthening its operational and financial foundation

- ✓ Reduced promotional activity and optimized breadth and depth of markdowns
- ✓ Navigated tariff headwinds through country migration, select pricing actions, and vendor negotiations
- ✓ Streamlined manufacturing and production operations
- ✓ Enhanced cost efficiencies across the organization
- ✓ Strengthened balance sheet

Since Fiscal
2022¹

>1,000 bps
Gross Margin
Expansion

\$31 Million
Increase in
Adj. EBITDA² \$

\$72 Million
Reduction in
Long-Term Debt

¹ Calculations from Fiscal 2022 through LTM 3Q25

² See Appendix for reconciliation Non-GAAP financial measures to GAAP financial measures

Wholesale Segment At A Glance

Vince has maintained a strong leadership position with key wholesale partners and over time has leveraged enhanced floor space and positioning as well as its expanded men's assortment

% of Total Net Sales¹

56%

Global Distribution²

>800 Points of Distribution

Geographic Mix²

88% U.S. / 12% International

**Wholesale Net Sales
(\$ in Millions)**



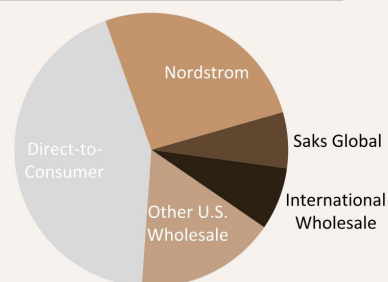
¹ LTM 3Q25

² As of 3Q25 YTD; Percentage of Wholesale Segment Sales

Diversified Wholesale Distribution

- **With over 800 points of distribution across its wholesale network, the Company operates a diverse wholesale segment**
- Nordstrom remains the company's largest strategic wholesale partner representing 26% of total company net sales as of FY24
- Remaining wholesale revenue is diversified across other U.S. luxury department stores, specialty retailers, off-price retailers and international partners
- The portfolio structure limits reliance on any single non-strategic account

Net Sales Channel Mix¹



SELECT PREMIER WHOLESALE PARTNERS



¹ As of FY24

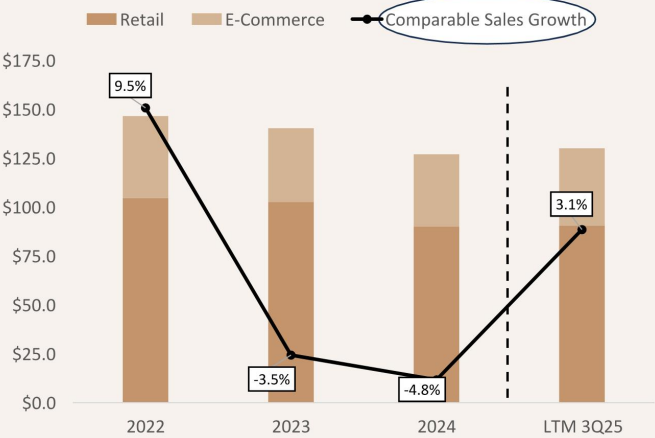
Direct-to-Consumer Segment At A Glance

As part of the enhanced focus on profitability, beginning in 2023, the Company purposefully scaled back promotional activity, optimized markdowns, and closed stores

% of Total Net Sales¹
44%

Channel Mix² (% of DTC Sales)
~70% Retail / ~30% E-Commerce

Direct-to-Consumer Net Sales and Comparable Sales Growth
(\$ in Millions)



¹ LTM 3Q25
² As of 3Q25; Percentage of Total Direct-to-Consumer Sales

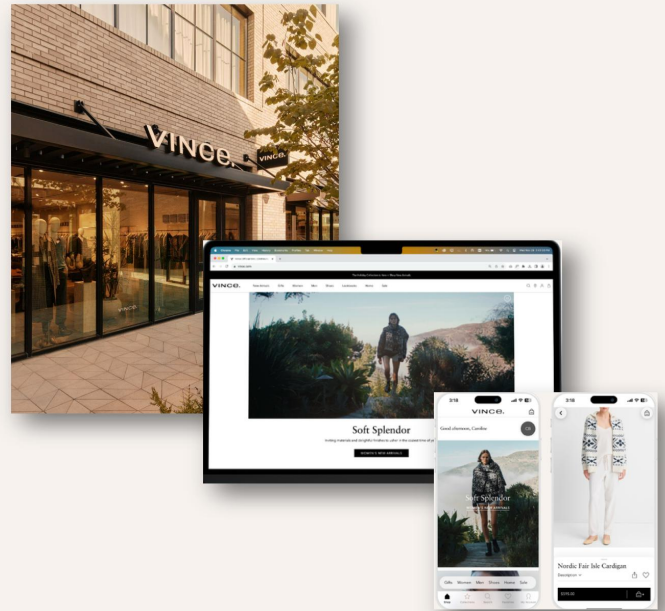
Omni-Channel Model

- **Enhanced Omni-Channel Customer Experience**

- Implemented new POS system in stores in 2021
- Launched Customer Data Platform in 2022
- Introduced Clienteling Strategy in 2025

- **Optimization of Store Fleet**

- Since 2022 opened 5 full price stores, closed 9 full price stores and 4 outlet stores, relocated 15 stores, & refreshed 6 stores
- Expect to end Fiscal 2025 with 43 full price stores and 12 outlet stores
- Plan to continue to refine store fleet with opportunistic openings, relocations, and review of upcoming lease expiration



International Business At A Glance

- First London store opened Sept. 2019
- Second London store opened May 2025
- Operates 25 shop-in-shop locations across 9 countries
- Operates 1 Paris showroom
- 2 third-party logistics operated warehouses (Belgium and Hong Kong)





STRATEGIC PRIORITIES

Strategic Priorities

Fuel E-Commerce Growth

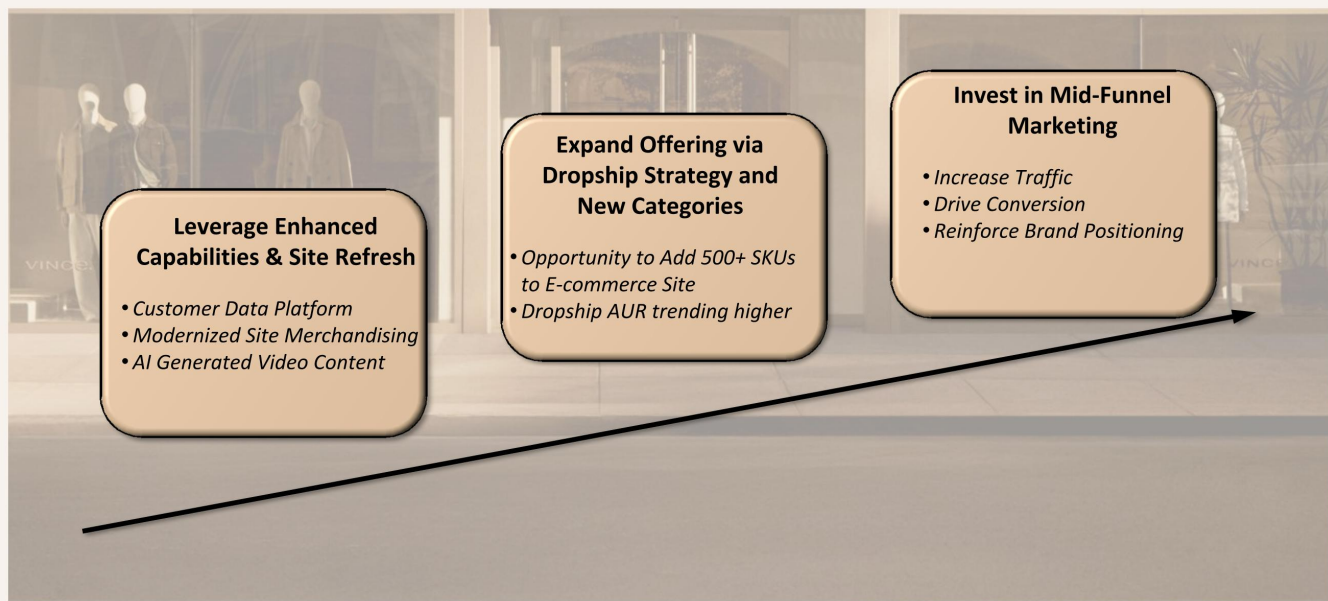
Scale Men's Business

Expand International Presence

Maximize Vince Holding Corp. Platform



Fuel E-Commerce Growth



Scale Men's Business

Opportunity

% of Total Net Sales
~30%

Today¹

% of Total Net Sales
~23%

- Expand in Wholesale Partners
 - Now a dual gender brand for all Nordstrom and Bloomingdale's doors
- Expand in Direct-to-Consumer



¹ As of 3Q25; Percentage of Total Sales

Expand International Presence

With the recent success of the second London store opening, located in the Marylebone District, the Company is exploring further retail expansion with the following considerations:

- Current brand awareness in region
- Wholesale business in region
- Marketing investments needed



Maximize Vince Holding Corp. Platform

Leverage our operational expertise and strategic partnership to expand and diversify into a multi-branded portfolio with incremental growth and profitability



Unique opportunity to leverage Vince Holding Corp.'s proven credibility in designing, merchandising and operating ready-to-wear brands



Ability to apply our expertise and resources to build brand ecosystems for additional brands



Replicate the success achieved with Vince brand to extend into new licensing partnerships that drive diversification and profitability



FINANCIAL OVERVIEW

SUMMARY OPERATING ANALYSIS

DTC COMPARABLE SALES

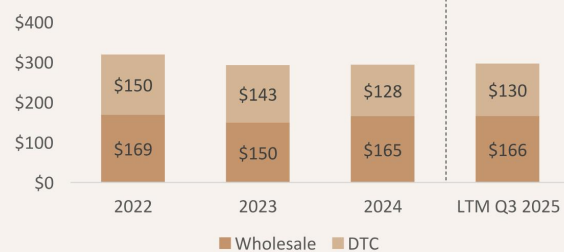


GROSS PROFIT MARGIN



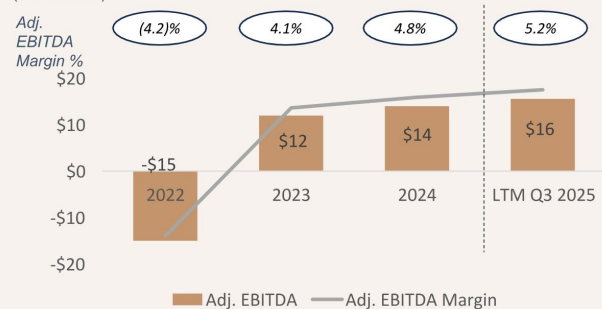
NET SALES BY SEGMENT

(\$ in millions)



ADJ. EBITDA

(\$ in millions)



Holiday Sales Update

Unaudited Sales Results for Nine-Week Period Ended January 3, 2026

Net Sales Growth +5.3% vs. Same Period Last Year	Direct-to-Consumer Net Sales Growth +9.7% vs. Same Period Last Year	Wholesale Net Sales Growth -2.7% vs. Same Period Last Year
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Based on holiday sales performance, total Company net sales have trended in line with prior guidance and Adjusted EBITDA as a % of Net Sales and Adjusted Operating Income as a % of Net Sales have trended in line with the higher end of prior guidance ranges for the fourth quarter and full year fiscal 2025.

The Company continues to monitor developments with its wholesale partner, Saks Global, and guidance does not reflect any outcome of its reported status. Saks Global represented less than 7% of total company net sales as of Fiscal 2024.



APPENDIX

Vince Holding Corp. and Subsidiaries
Reconciliation of Net Income to Adjusted EBITDA

	Fiscal Year			LTM Q3 2025
	January 28, 2023	February 3, 2024	February 1, 2025	
Net Income	\$ (38,346)	\$ 25,446	\$ (19,047)	\$ (18,362)
Interest expense, net	9,887	11,118	6,569	4,263
Provision (benefit) for income taxes	3,037	(3,478)	(3,642)	99
Depreciation and amortization	8,334	4,939	4,006	3,179
Share-based compensation	2,095	1,541	1,588	1,364
Capitalized cloud computing amortization	-	-	12	46
ERC Benefit	-	-	-	(7,173)
Goodwill impairment	-	-	31,973	31,973
P180 Transaction expenses	-	-	155	155
Gain on sale of subsidiary	-	-	(7,634)	-
Gain on Sale of Vince Intangible Assets	-	(32,043)	-	-
Transaction Expenses - Authentic Transaction	-	5,030	-	-
Gain of Sale of Parker Intangible Assets	-	(765)	-	-
Transaction Expenses - Sale of Parker Intangible Assets	-	150	-	-
Adjusted EBITDA	<u>\$ (14,993)</u>	<u>\$ 11,938</u>	<u>\$ 13,980</u>	<u>\$ 15,544</u>