
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

VINCE HOLDING CORP.

(Name of Issuer)

Common Shares, \$0.01 par value

(Title of Class of Securities)

92719W207

(CUSIP Number)

**Scott D. Fisher
Steptoe LLP, 1114 Avenue of the Americas
New York, NY, 10036
(212) 506-3900**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/10/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

CUSIP No. 92719W207

	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power: 6,518,385.00 8 Shared Voting Power: 0.00 9 Sole Dispositive Power: 6,518,385.00 10 Shared Dispositive Power: 0.00
11	Aggregate amount beneficially owned by each reporting person 6,518,385.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 51.6 %
14	Type of Reporting Person (See Instructions) CO

Comment for Type of Reporting Person: The percent of class represented is based on 13,339,426 shares of common stock outstanding as of November 30, 2025, as last reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ending November 1, 2025 and after giving effect to the forfeiture and cancellation of 700,000 shares as described herein.

SCHEDULE 13D/A

CUSIP No. 92719W207

1	Name of reporting person P180, Inc.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only

4	Source of funds (See Instructions) WC								
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>								
6	Citizenship or place of organization DELAWARE								
Number of Shares Beneficially Owned by Each Reporting Person With:	<table border="1"> <tr> <td>7</td> <td>Sole Voting Power: 6,518,385.00</td> </tr> <tr> <td>8</td> <td>Shared Voting Power: 0.00</td> </tr> <tr> <td>9</td> <td>Sole Dispositive Power: 6,518,385.00</td> </tr> <tr> <td>10</td> <td>Shared Dispositive Power: 0.00</td> </tr> </table>	7	Sole Voting Power: 6,518,385.00	8	Shared Voting Power: 0.00	9	Sole Dispositive Power: 6,518,385.00	10	Shared Dispositive Power: 0.00
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8	Shared Voting Power: 0.00								
9	Sole Dispositive Power: 6,518,385.00								
10	Shared Dispositive Power: 0.00								
11	Aggregate amount beneficially owned by each reporting person 6,518,385.00								
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>								
13	Percent of class represented by amount in Row (11) 51.6 %								
14	Type of Reporting Person (See Instructions) HC								

Comment for Type of Reporting Person: The percent of class represented is based on 13,339,426 shares of common stock outstanding as of November 30, 2025, as last reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ending November 1, 2025 and after giving effect to the forfeiture and cancellation of 700,000 shares as described herein.

SCHEDULE 13D/A

CUSIP No. 92719W207

1	Name of reporting person Brendan Hoffman
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
	Citizenship or place of organization

Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power: 0.00 8 Shared Voting Power: 6,518,385.00 9 Sole Dispositive Power: 0.00 10 Shared Dispositive Power: 6,518,385.00
11	Aggregate amount beneficially owned by each reporting person 6,518,385.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 51.6 %
14	Type of Reporting Person (See Instructions) IN

Comment for Type of Reporting Person: Brendan Hoffman is the Chairman of the Board of Directors of P180 Vince Acquisition Co. and P180, Inc. (collectively, the "P180 Entities"), and has voting and investment power with respect to the common stock held by the P180 Entities. Mr. Hoffman disclaims beneficial ownership of the common stock held by the P180 Entities, except to the extent of any pecuniary interest held therein. Mr. Hoffman holds 27,042 shares of the issuer directly.

The percent of class represented is based on 13,339,426 shares of common stock outstanding as of November 30, 2025, as last reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ending November 1, 2025 and after giving effect to the forfeiture and cancellation of 700,000 shares as described herein.

SCHEDULE 13D/A

CUSIP No. 92719W207

1	Name of reporting person Dexter Goei
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 6,518,385.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 6,518,385.00
11	Aggregate amount beneficially owned by each reporting person 6,518,385.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 51.6 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: Dexter Goei is a member of the board of directors of each of the P180 Entities and Vice President of Litigation and Negotiation. He shares voting and investment power with respect to the common stock held by the P180 Entities. Mr. Goei disclaims beneficial ownership of the common stock held by the P180 Entities, except to the extent of any pecuniary interest held therein. Mr. Goei holds no shares of the issuer directly.

The percent of class represented is based on 13,339,426 shares of common stock outstanding as of November 30, 2025, as last reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ending November 1, 2025 and after giving effect to the forfeiture and cancellation of 700,000 shares as described herein.

SCHEDULE 13D/A

CUSIP No. 92719W207

1	Name of reporting person Jean-Paul St. Germain
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization UNITED STATES
Number of Shares	7 Sole Voting Power: 0.00

Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power: 6,518,385.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 6,518,385.00
11	Aggregate amount beneficially owned by each reporting person 6,518,385.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 51.65 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: Jean-Paul St. Germain is a member of the board of directors of each of the P180 Entities and shares voting and investment power with respect to the common stock held by the P180 Entities. Mr. St. Germain disclaims beneficial ownership of the common stock held by the P180 Entities, except to the extent of any pecuniary interest held therein. Mr. St. Germain holds no shares of the issuer directly.

The percent of class represented is based on 13,339,426 shares of common stock outstanding as of November 30, 2025, as last reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ending November 1, 2025 and after giving effect to the forfeiture and cancellation of 700,000 shares as described herein.

SCHEDULE 13D/A

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Shares, \$0.01 par value

(b) Name of Issuer:

VINCE HOLDING CORP.

(c) Address of Issuer's Principal Executive Offices:

136 Madison Avenue, 5th and 6th Floor, New York, NEW YORK , 10016.

Item 1 Comment: This Amendment No. 2 to Schedule 13D ("Amendment No. 2"), which is filed pursuant to Rule 13d-2(a) of the General Rules and Regulations under the Securities Act of 1934, as amended ("Exchange Act"), amends and supplements the original Schedule 13D, dated January 22, 2025 (the "Original Schedule 13D") and Amendment No. 1 dated October 31, 2025, which was filed with the Securities and Exchange Commission on behalf of P180 Vince Acquisition Co., a subsidiary of P180, Inc. ("P180" or "Parent"), with respect to P180 Vince Acquisition Co.'s acquisition of a majority stake in Vince Holding Corp. ("VHC" or the "Issuer"), and ownership of common stock, \$0.01 par value, of VHC, a Delaware corporation ("Common Stock"). The purpose of this Amendment No. 2 is to (i) update the share ownership of the Reporting Person following the forfeiture by P180 Vince Acquisition Co. and the cancellation by the Issuer of 700,000 shares of the Issuer's common stock and (ii) update disclosure relating to ownership and voting control of the P180 Entities.

Item 2. Identity and Background

- (a) This Amendment No. 2 is filed by (i) P180 Vince Acquisition Co., a Delaware corporation, (ii) P180, a Delaware corporation, (iii) Brendan Hoffman, a United States citizen ("Hoffman"), (iv) Dexter Goei, a United States citizen ("Goei") and (v) Jean-Paul St. Germain, a United States citizen ("St. Germain"). Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."
- (b) The principal business address for the Reporting Persons is:

5th and 6th Floor

New York, NY 10016

- (c) Parent owns 100% of the equity interests of P180 Vince Acquisition Co. Hoffman owns 40.51% of the common equity interests of Parent and is chairman of the board of directors of P180 Vince Acquisition Co. and Parent. Hoffman's ownership percentage of Parent, P180, Inc. is subject to change based on P180, Inc.'s contemplated issuance of stock warrants. Hoffman is also the Chief Executive Officer of the Issuer. Neither Goei nor St. Germain owns any of the common equity interests of Parent. Goei and St. Germain are each directors of each of the P180 Entities and St. Germain is Vice President of Litigation and Negotiation.
- (d) During the last five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).
- (e) During the last five years, none of the Reporting Persons have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The information regarding the citizenship and states of formation of the Reporting Persons set forth in subsection (a) is incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration

The information set forth in Items 4 and 5 hereof are hereby incorporated by reference into this Item 3, as applicable.

Item 4. Purpose of Transaction

On December 10, 2025, pursuant to a previously disclosed arrangement relating to the P180 Note (as defined in the Original Schedule 13D), P180 Vince Acquisition Co. forfeited and the Issuer cancelled 700,000 shares of the Issuer's common stock. Following this forfeiture and cancellation, P180 Vince Acquisition Co. owned approximately 51.6% of the Company's outstanding common stock.

Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this statement held by any other person.

Item 5. Interest in Securities of the Issuer

- (a) For information on beneficial ownership, please see the information contained in the Cover Pages attached to this amended Schedule 13D.
- (b) The information set forth in Item 2(c) hereof is hereby incorporated by reference into this Item 5(b), as applicable. Hoffman, Goei and St. Germain have the ultimate authority to cause Parent to cause P180 and/or P180 Vince Acquisition Co. to transfer all of the shares of Common Stock held by the Reporting Persons.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

P180 Vince Acquisition Co.

Signature: /s/ Brendan Hoffman
Name/Title: **Brendan Hoffman/Chairman, Board of Directors**
Date: **12/12/2025**

P180, Inc.

Signature: /s/ Brendan Hoffman
Name/Title: **Brendan Hoffman/Chairman, Board of Directors**
Date: **12/12/2025**

Brendan Hoffman

Signature: /s/ Brendan Hoffman
Name/Title: **Brendan Hoffman**
Date: **12/12/2025**

Dexter Goei

Signature: **/s/ Dexter Goei**

Name/Title: **Dexter Goei**

Date: **12/12/2025**

Jean-Paul St. Germain

Signature: **/s/ Jean-Paul St. Germain**

Name/Title: **Jean-Paul St. Germain**

Date: **12/12/2025**