
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

VINCE HOLDING CORP.

(Name of Issuer)

Common Shares, \$0.01 par value

(Title of Class of Securities)

92719W207

(CUSIP Number)

Nicholas Palatucci
Steptoe & Johnson LLP,
Los Angeles, CA, 90071
(213) 439-9455

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

10/24/2025

(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

1	Name of reporting person
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	P180 Vince Acquisition Co.								
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (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) ☐								
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: 12,968,548.00</td></tr> <tr> <td>8</td><td>Shared Voting Power: 0.00</td></tr> <tr> <td>9</td><td>Sole Dispositive Power: 7,218,385.00</td></tr> <tr> <td>10</td><td>Shared Dispositive Power: 0.00</td></tr> </table>	7	Sole Voting Power: 12,968,548.00	8	Shared Voting Power: 0.00	9	Sole Dispositive Power: 7,218,385.00	10	Shared Dispositive Power: 0.00
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8	Shared Voting Power: 0.00								
9	Sole Dispositive Power: 7,218,385.00								
10	Shared Dispositive Power: 0.00								
11	Aggregate amount beneficially owned by each reporting person 7,218,385.00								
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐								
13	Percent of class represented by amount in Row (11) 54.11 %								
14	Type of Reporting Person (See Instructions) CO								

Comment for Type of Reporting Person: This Amendment No. 1 to Schedule 13D, 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"), which was filed with the Securities and Exchange Commission on behalf of P180 Vince Acquisition Co., a subsidiary of P180, Inc. ("P180"), 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"), acquired pursuant to the Stock Loan and Repurchase Agreement between P180 Vince Acquisition Co. and affiliates of Sun Capital Partners, Inc. (collectively, "Sun Capital"). Christine Hunsicker, signed the original Schedule 13D as an officer of P180 Vince Acquisition Co. and P180, Inc. Though not required, this amendment is being filed to remove Hunsicker as an officer on the Schedule 13D for both entities. This amendment is also being filed to correctly, precisely state the number of shares for which Reporting Persons have sole voting power and sole dispositive power, and reflect Amendment No. 6 to Schedule 13G, which was jointly filed with the Securities and Exchange Commission on October 24, 2025, by the following persons, declaring that the following persons no longer beneficially own any shares of Common Stock of the Issuer: SK Financial Services, LLC ("SK Financial"), Sun Cardinal, LLC ("Sun Cardinal"), SCSF Cardinal, LLC ("SCSF Cardinal"), Sun Capital Partners V, L.P. ("SCP V"), Sun Capital Advisors V, L.P. ("Sun Advisors V"), Sun Capital Partners V, Ltd. ("Sun Partners V Ltd."), Sun Capital Securities Offshore Fund, Ltd. ("Sun Offshore"), Sun Capital Securities Fund, LP ("Sun Securities Fund"), Sun Capital Securities, LLC ("Sun Securities LLC"), Sun Capital Securities Advisors, LP ("Sun Securities Advisors"), Marc J. Leder ("Leder") and Rodger R. Krouse ("Krouse").

For Items 8, 10, 11: On January 22, 2025, the Reporting Persons purchased 8,481,318 shares of common stock of the Issuer ("Common Stock") from affiliates of Sun Capital in a privately negotiated stock purchase transaction. 1,262,923 of these purchased shares were held back (the "Holdback Shares") at the closing by the affiliates of Sun Capital. As of the filing of this Amendment No. 1 to Schedule 13D the Reporting Person has sole voting and sole dispositive power over 7,218,385.00 Common Shares. The number of shares for which the Reporting Person has sole voting and sole dispositive power has not changed since the filing of the Original Schedule 13D.

For Item 13: The percentage is based on 12,846,578 shares of Common Stock outstanding as of May 3, 2025, as reported on the Issuer's Quarterly Report filed on Form 10-Q filed with the Commission on June 17, 2025.

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) ☐ (a) ☒ (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) ☐	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 7,218,385.00
	8	Shared Voting Power: 0.00
	9	Sole Dispositive Power: 7,218,385.00
	10	Shared Dispositive Power: 0.00
11	Aggregate amount beneficially owned by each reporting person 7,218,385.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 56.18 %	
14	Type of Reporting Person (See Instructions) HC	

Comment for Type of Reporting Person: For Items 8, 10, 11: On January 22, 2025, the Reporting Persons purchased 8,481,318 shares of common stock of the Issuer ("Common Stock") from affiliates of Sun Capital in a privately negotiated stock purchase transaction. 1,262,923 of these purchased shares were held back (the "Holdback Shares") at the closing by the affiliates of Sun Capital. As of the filing of this Amendment No. 1 to Schedule 13D the Reporting Person has sole voting and sole dispositive power over 7,218,385.00 Common Shares. The number of shares for which the Reporting Person has sole voting and sole dispositive power has not changed since the filing of the Original Schedule 13D.

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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) ☐ (a) ☒ (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) ☐	
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11	Aggregate amount beneficially owned by each reporting person 7,218,385.00	
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14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: For Items 8, 10, 11: On January 22, 2025, the Reporting Persons purchased 8,481,318 shares of common stock of the Issuer ("Common Stock") from affiliates of Sun Capital in a privately negotiated stock purchase transaction. 1,262,923 of these purchased shares were held back (the "Holdback Shares") at the closing by the affiliates of Sun Capital. As of the filing of this Amendment No. 1 to Schedule 13D the Reporting Person has sole voting and sole dispositive power over 7,218,385.00 Common Shares. The number of shares for which the Reporting Person has sole voting and sole dispositive power has not changed since the filing of the Original Schedule 13D.

The percentage is based on 12,846,578 shares of Common Stock outstanding as of May 3, 2025, as reported on the Issuer's Quarterly Report filed on Form 10-Q filed with the Commission on June 17, 2025.

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: None

Item 2. Identity and Background

(a) This Amended Schedule 13D is filed by (i) P180 Vince Acquisition Co. ("P180 Vince Acquisition Co."), a Delaware corporation, (ii) P180, Inc., a Delaware corporation and Parent of P180 Vince Acquisition Co. ("P180" or "Parent"), (iii) Brendan Hoffman, a United States citizen ("Hoffman"). 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:

136 Madison Avenue

5th and 6th Floor

New York, NY 10016

(c) Parent, P180, Inc. owns 100% of the equity interests of P180 Vince Acquisition Co. Hoffman owns 40.51% of the common equity interests of Parent and is a director 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.

(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 and Comment for Items 8, 10, and 11 hereof are hereby incorporated by reference into this Item 3, as applicable. The Reporting Persons funded the purchase of the 8,481,318 shares of Common Stock with available funds received in exchange for the issuance of equity and customary convertible notes of Parent to various investors.

Item 4. Purpose of Transaction

The information set forth in Item 5 hereof and Comment for Items 8, 10, and 11 hereof are hereby incorporated by reference into this Item 4, as applicable. The Reporting Persons own a majority of the outstanding Common Stock following the P180 Acquisition and the purpose of the acquisition was to afford the Reporting Persons the rights of a control shareholder in the charter and bylaws of the Issuer and under applicable federal and state law. The Reporting Persons may remove or appoint directors in the future in accordance with the charter and bylaws of the Issuer and applicable federal and state law.

Hoffman was appointed as the Issuer's Chief Executive Officer effective on or around February 3, 2025, subject to mutual agreement on the terms of his employment.

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 has 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.
- (c) The information set forth in the Comment for Items 8, 10, and 11 hereof are hereby incorporated by reference. On January 22, 2025, pursuant to a Stock and Loan Purchase Agreement (the "Purchase Agreement") P180 Vince Acquisition Co. ("P180 Vince Acquisition Co." or "Purchaser") and (i) Sun Cardinal, LLC ("Sun Cardinal"); (ii) SCSF Cardinal, LLC ("SCSF"); and (iii) SK Financial Services, LLC ("SKFS"), affiliates of Sun Capital Partners, Inc. (collectively "Sun Capital" or "Sellers"), entered into a privately negotiated stock purchase transaction (the "Stock Purchase"), pursuant to which P180 Vince Acquisition Co. purchased 8,481,318 shares of common stock of the Issuer (the "Common Stock") for \$19,761,470.94 in cash.
- (d) For Items 8, 10, 11: On January 22, 2025, the Reporting Persons purchased 8,481,318 shares of common stock of the Issuer ("Common Stock") from affiliates of Sun Capital in a privately negotiated stock purchase transaction. 1,262,923 of these purchased shares were held back (the "Holdback Shares") at the closing by the affiliates of Sun Capital. As of the filing of this Amendment No. 1 to Schedule 13D the Reporting Person has sole voting and sole dispositive power over 7,218,385.00 Common Shares. The number of shares for which the Reporting Person has sole voting and sole dispositive power has not changed since the filing of the Original Schedule 13D.
- (e) The foregoing description of the P180 Acquisition is qualified in its entirety by reference to the full text of the Stock Loan and Purchase Agreement (the "Purchase Agreement"), dated as of January 22, 2025, by and between the P180 and affiliates of Sun Capital, (incorporated by reference from Exhibit 1 to the Original Schedule 13D dated January 22, 2025 and filed with the Securities and Exchange Commission on January 29, 2025) and incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth in Item 5(c) and Comment for Items 8, 10, and 11 hereof are hereby incorporated by reference into this Item 6, as applicable.

See Item 5(c) for information on the Holdback Shares and Retained Shares by affiliates of Sun Capital, along with those provisions contained in the Purchase Agreement.

Item 7. Material to be Filed as Exhibits.

1. The Stock and Loan Purchase Agreement, dated January 22, 2025, by and between P180 Vince Acquisition Co. and the Sellers identified therein (incorporated by reference from Exhibit 1 to the Original Schedule 13D dated January 22, 2025 and filed with the Securities and Exchange Commission on January 29, 2025).

2. Amendment No. 6 to Schedule 13G, jointly filed with the Securities and Exchange Commission on October 24, 2025, by the following persons,: SK Financial Services, LLC ("SK Financial"), Sun Cardinal, LLC ("Sun Cardinal"), SCSF Cardinal, LLC ("SCSF Cardinal"), Sun Capital Partners V, L.P. ("SCP V"), Sun Capital Advisors V, L.P. ("Sun Advisors V"), Sun Capital Partners V, Ltd. ("Sun Partners V Ltd."), Sun Capital Securities Offshore Fund, Ltd. ("Sun Offshore"), Sun Capital Securities Fund, LP ("Sun Securities Fund"), Sun Capital Securities, LLC ("Sun Securities LLC"), Sun Capital Securities Advisors, LP ("Sun Securities Advisors"), Marc J. Leder ("Leder") and Rodger R. Krouse ("Krouse").

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: /s/ **Brendan Hoffman/Chief Executive Officer**
Date: **10/31/2025**

P180, Inc.

Signature: /s/ **Brendan Hoffman**
Name/Title: /s/ **Brendan Hoffman/Chairman, Board of Directors**
Date: **10/31/2025**

Brendan Hoffman

Signature: /s/ **Brendan Hoffman**
Name/Title: /s/ **Brendan Hoffman**,/
Date: 10/31/2025