
**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): November 1, 2018

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 5 th Avenue – 20 th Floor
New York, New York 10110
(Address of Principal Executive Offices)

10110
(Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 515-2600

Not Applicable
(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 (see General Instructions A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

Vince Holding Corp. (the “Company”) intends to use the Investor Presentation, attached hereto as Exhibit 99.1, in whole or in part, in one or more meetings with existing and/or potential investors.

The information, including Exhibit 99.1 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 Number	Description
99.1	<u>Investor Presentation of the Company, dated November 1, 2018</u>

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 thereunto duly authorized.

VINCE HOLDING CORP.

Date: November 1, 2018

By: /s/ David Stefko

David Stefko
Executive Vice President, Chief Financial Officer



FOUNDATION

FLOURISH

CONTINUOUS

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Management Presentation

November 2018

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.

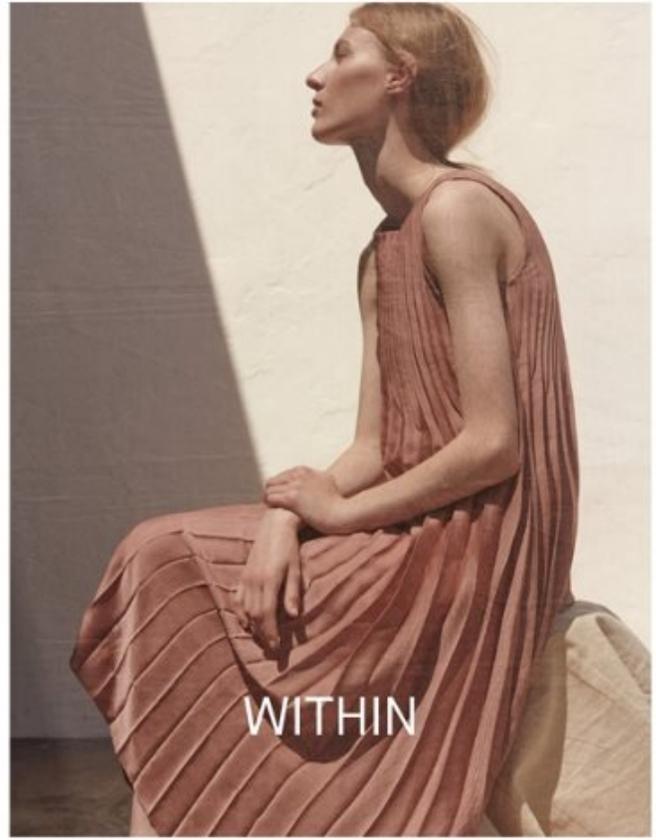
This Presentation contains the Company's financial results in conformity with U.S. generally accepted accounting principles ("GAAP") as well as adjusted results which are non-GAAP financial measures, including adjusted operating income (loss), which eliminates the effect on operating results of various factors. The Company believes the presentation of these non-GAAP measures facilitates an understanding of the Company's continuing operations without the impact of such factors. The factors excluded to arrive at non-GAAP financial measures included in this Presentation and the reconciliation of GAAP to non-GAAP results are provided on page 23 of this Presentation. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information of the Company prepared in accordance with GAAP.

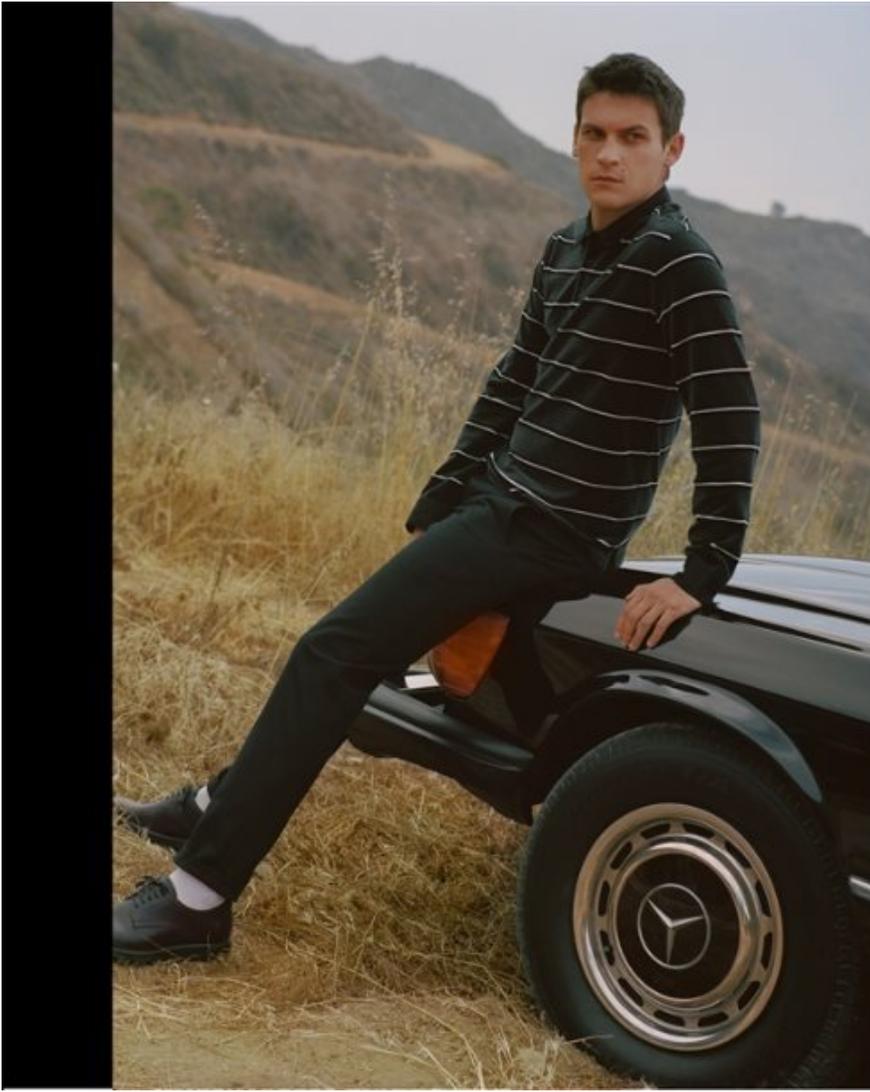
This Presentation may contain forward-looking statements under the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact or relating to present facts or current conditions included in this presentation are forward-looking statements. Forward-looking 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 April 25, 2018. 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.

Key Investment Highlights

- Leading Premium Contemporary Fashion Brand with Attractive Demographics
- High Brand Awareness and Strong Customer Loyalty
- Strategically Repositioned with Strong Momentum
- Actionable Growth Opportunities
- Experienced Management Team





Company
Overview

VINCE.

Retail Segment Overview

- Provides critical customer touch point and ability to showcase full product line as well as test new products
- Disciplined new store opening strategy through minimal capital spend, favorable lease terms and site selection focused on capturing walk-away sales

Total Retail Store Count



* As of October 31, 2018

Store Locations

- Full Price Locations
- Outlet Locations
- 2018 Store Openings
 - Short Hills (March)
 - Palm Desert (April)
 - Naples (May)
 - Austin (June)
 - Pacific Palisades (October)
 - Palm Beach (October)



New Short Hills Vince Store Success

- Store opened in a location next to Bloomingdales on March 29, 2018
- Strong contingent of former clients from Bloomingdales have migrated to the Vince store
- Capex was below historical levels on account of choosing landlords with ready-for-use locations
 - Expected payback period of less than two years



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Pacific Palisades Vince Store

- Flagship store opened on October 10, 2018



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E-Commerce Segment Overview

- Content rich e-commerce site with robust capabilities to enhance the customer experience
- Full-featured, fully responsive e-commerce platform available on all devices across all browsers (redesign launched in July 2016)
 - Recently launched mobile application for iOS and Android in November 2017 to build a richer, more engaging experience
- Vince is featured on many of the leading contemporary apparel online retailers and is advertised across digital media venues such as *New York Times* and *Goop*
- Increase in top of funnel advertising critical to drive acquisition but supported by strong ROI metrics in lower funnel efforts
- Highly robust, mature email program
- Highly-successful paid searches strategy has grown its contribution of new users and revenue
- Strong opportunities remain to continue robust growth momentum



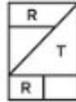
Wholesale Segment Overview

- Includes sales to major department stores and specialty stores globally
- Strong relationships with high-quality, blue-chip customers such as Nordstrom and Neiman Marcus which include high-traffic online accounts
- Remaining runway for capture of additional walk-away sales along with further opportunities in extended sizes and improving business with key partners
- International expansion represents a strong opportunity
- Stable, well-rounded customer base that is positioned for future growth

Premier Wholesale Partners

NORDSTROM

Neiman Marcus



BERGDORF
GOODMAN

MITCHELLS

STITCH FIX

Rue La La

Harrods

shopbop

NET-A-PORTER

Lane Crawford

SELFRIDGES & CO

HARVEY NICHOLS

ISETAN
The Japan Store

HYUNDAI

DEPARTMENT STORE

Growing Brand Awareness and Strong Customer Loyalty

Growing aided brand awareness and affinity in women's business

- Aided brand awareness reached 48% in 2017, up from 23% in 2014
- Brand affinity is up 7% from 2017 to 61%, the highest affinity in comparison to other brands⁽¹⁾

Underpenetrated aided brand awareness in men's provides significant opportunity

- Aided brand awareness was 22% in 2017
- 79% of those aware of the brand report high levels of affinity for Vince, up from 2015⁽¹⁾
- Significant potential to increase driven by recent initiatives

99% of customers either love (72%) or like (27%) Vince⁽²⁾

- 81% of women customers would purchase the Vince brand elsewhere if not available at preferred department store⁽¹⁾

Favorable customer profile

- Vince customers are fairly balanced across age ranges
- Vince appeals to well-established affluent consumers who care about fashion

1) Source: Nielsen study conducted in June 2017 on responses from ~500 women and 500 men of at least age 18, \$100k+ household income for women and \$75k+ household income for men, \$1,000+ average 6-month clothing spend on themselves, and who shop in upscale/prestige department stores and/or specialty stores/websites.

2) Vince house survey sent to ~229,000 Vince email subscribers (entire active and non-active database) in May 2017

Senior Management Team

Brendan Hoffman <i>CEO</i>	David Stefko <i>EVP, CFO</i>	Caroline Belhumeur <i>Creative Director</i>	Marie Fogel <i>SVP, Merchandise Planning, Production, and Product Development</i>	Jill Norton <i>SVP, Sales</i>
<ul style="list-style-type: none"> ▪ Joined Vince in October 2015 ▪ Previous experience includes serving as CEO & President of Bon-Ton Stores, Inc. and Lord & Taylor L.L.C., where he was credited with revamping the Company's brand ▪ Prior to that, he served six years as President and CEO of Neiman Marcus Direct, a subsidiary of The Neiman Marcus Group Inc. 	<ul style="list-style-type: none"> ▪ Joined Vince in August 2015 ▪ Previously Group CFO at Sun Capital Partners where he focused on companies in the consumer products, manufacturing and retail sectors ▪ Previously served as SVP, CFO of Things Remembered and Divisional CFO of Cole National and held senior positions at Sherwin Williams and Ernst & Young. 	<ul style="list-style-type: none"> ▪ Joined Vince in April 2017 ▪ Responsible for leading new product design, footwear, accessories, fabric research and development, visual merchandising and store design ▪ Previously with Club Monaco, Theory, White + Warren, Fenn Wright Manson and Calvin Klein 	<ul style="list-style-type: none"> ▪ Joined Vince in February 2017 ▪ Previously served as SVP and CMO of Denim & Supply at Ralph Lauren, where she was responsible for the launch of the Denim & Supply Ralph Lauren brand ▪ Has 20 years of experience and proven success developing and implementing strategic plans focused on brand growth and increasing market share. 	<ul style="list-style-type: none"> ▪ Joined Vince in 2010 ▪ Leads the Women's and Men's North American Wholesale business and direct-to-consumer buying team ▪ Previously the National Sales Manager at Original Penguin, a division of Perry Ellis, where she oversaw both the Men's and Women's businesses while successfully relaunching the brand into the department store channel

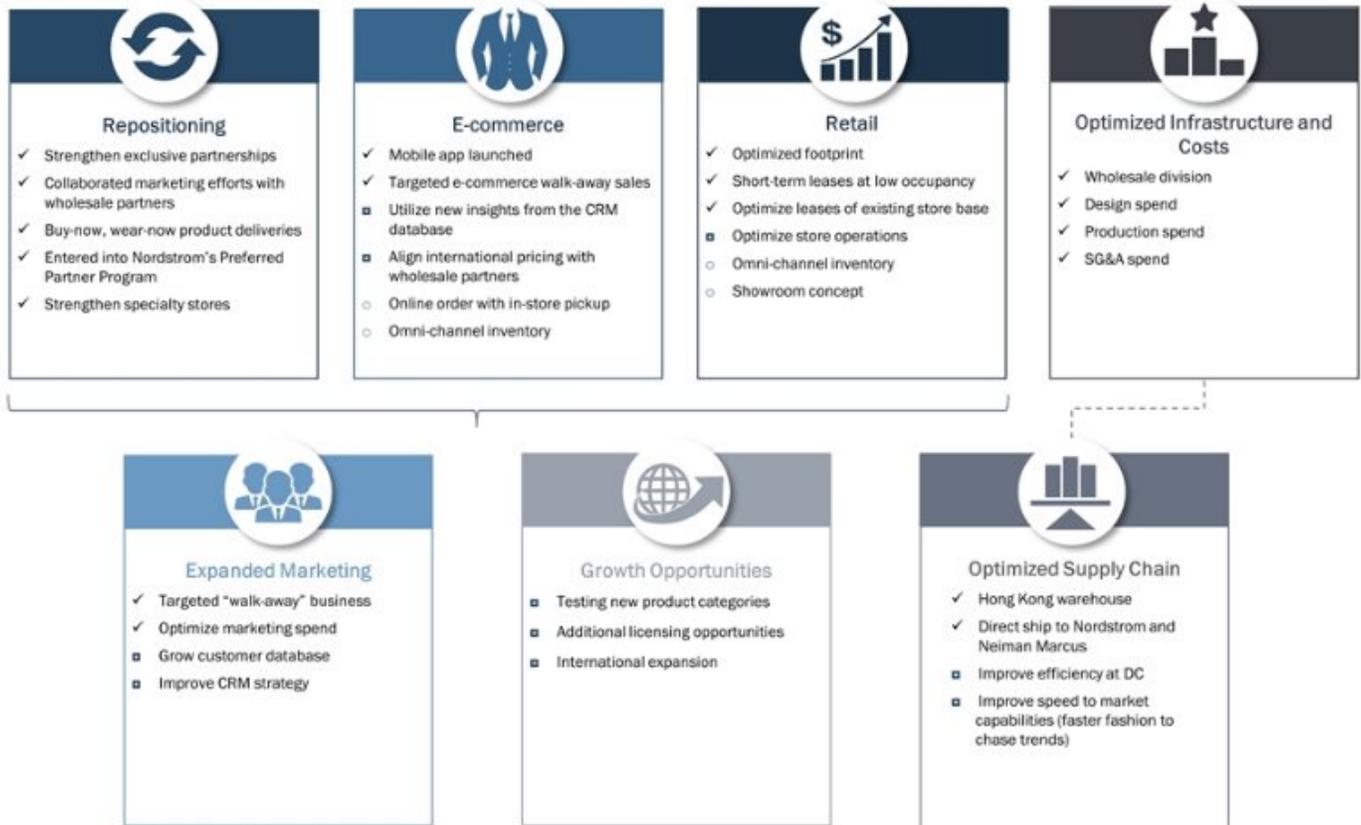


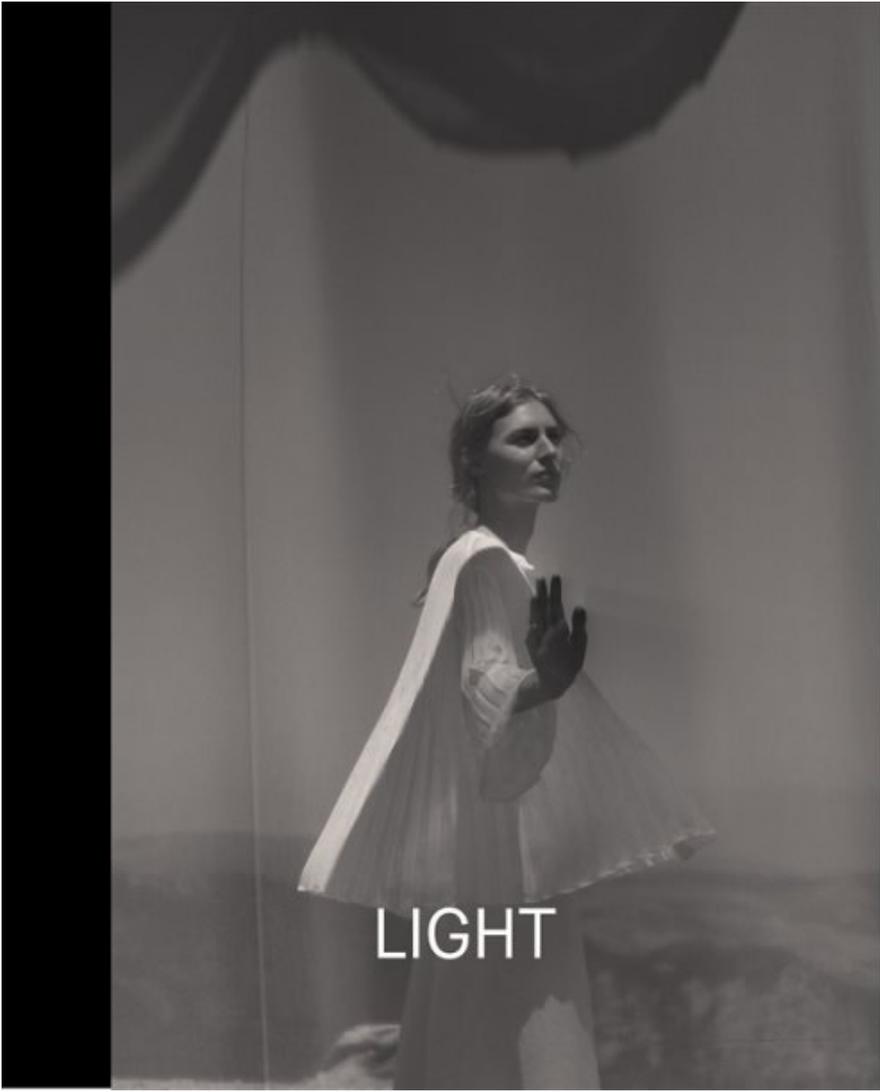
Strategic
Repositioning

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A Multifaceted Strategy that Drives Profitability and Augments the Brand

- ✓ Completed initiatives
- In-process initiatives
- Future initiatives





Growth
Opportunities

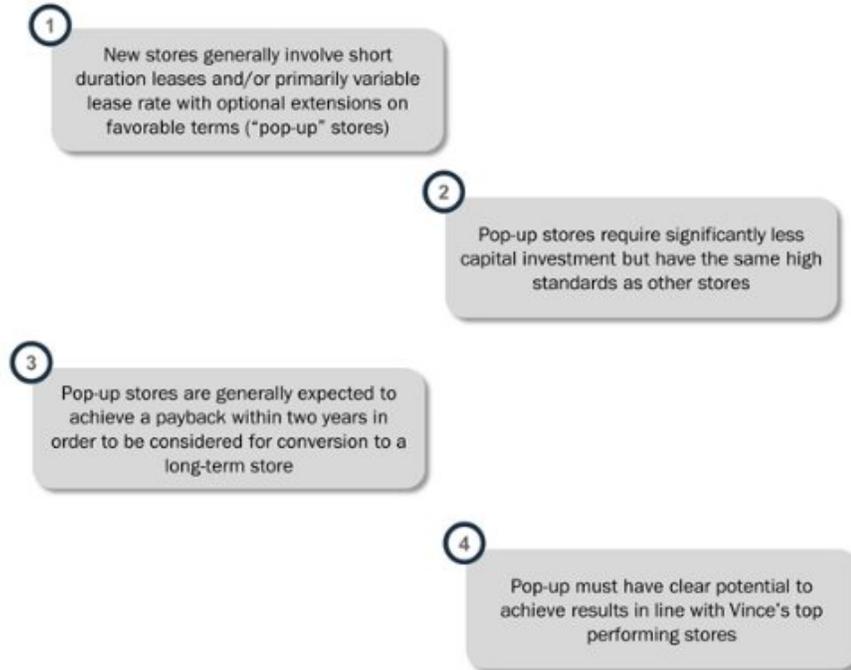
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New Store Strategy

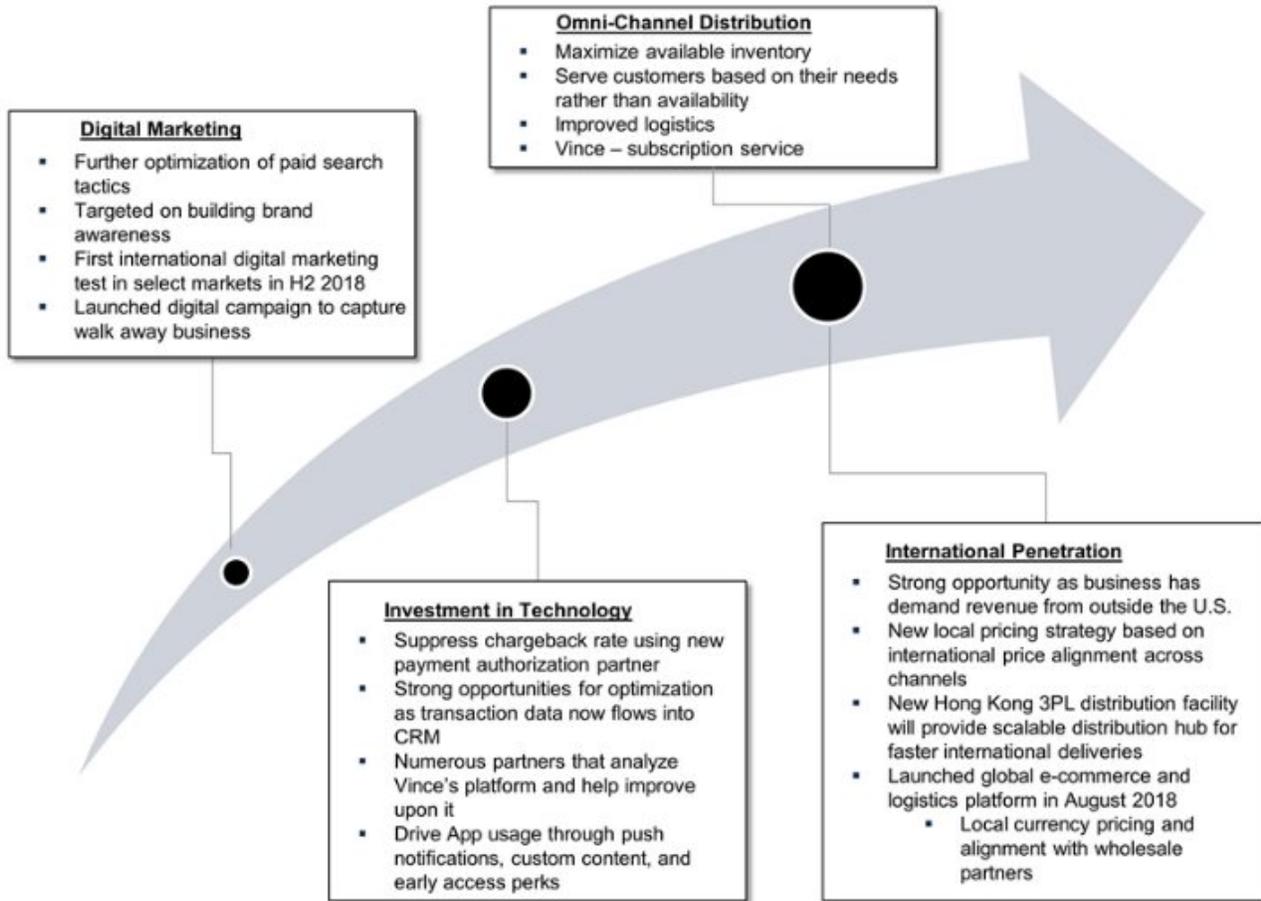
Plans to expand retail presence

- Real estate strategy de-risks new store openings through a disciplined approach focused on initially short term leases

Key New Store Economic Metrics



Drivers of Future E-Commerce Growth



Expand Product Categories

A wide variety of adjacent product segments for Vince to further diversify and grow its product offering

Initiatives in place to build outerwear category with both Nordstrom and Neiman Marcus



Continued development and evolution of handbags at mid-price range that speak to the brand

Additional Licensing Opportunities



U.S. Market Size: ~\$2bn

Eyewear / Optical



U.S. Market Size: ~\$16bn

Home Goods



U.S. Market Size: ~\$9bn

Handbags



U.S. Market Size: ~\$14bn

Accessories



U.S. Market Size: ~\$3bn

Perfume



U.S. Market Size: ~\$78bn

Activewear / Intimates

Note: Opportunity sizes based on IBIS and Euromonitor estimates for 2017 U.S. market sales

International Expansion



Strategic marketing initiatives to loyal and potential new customers via pop-up stores, PR, and digital media



Expand wholesale presence and account base with potential for the opening of international retail stores



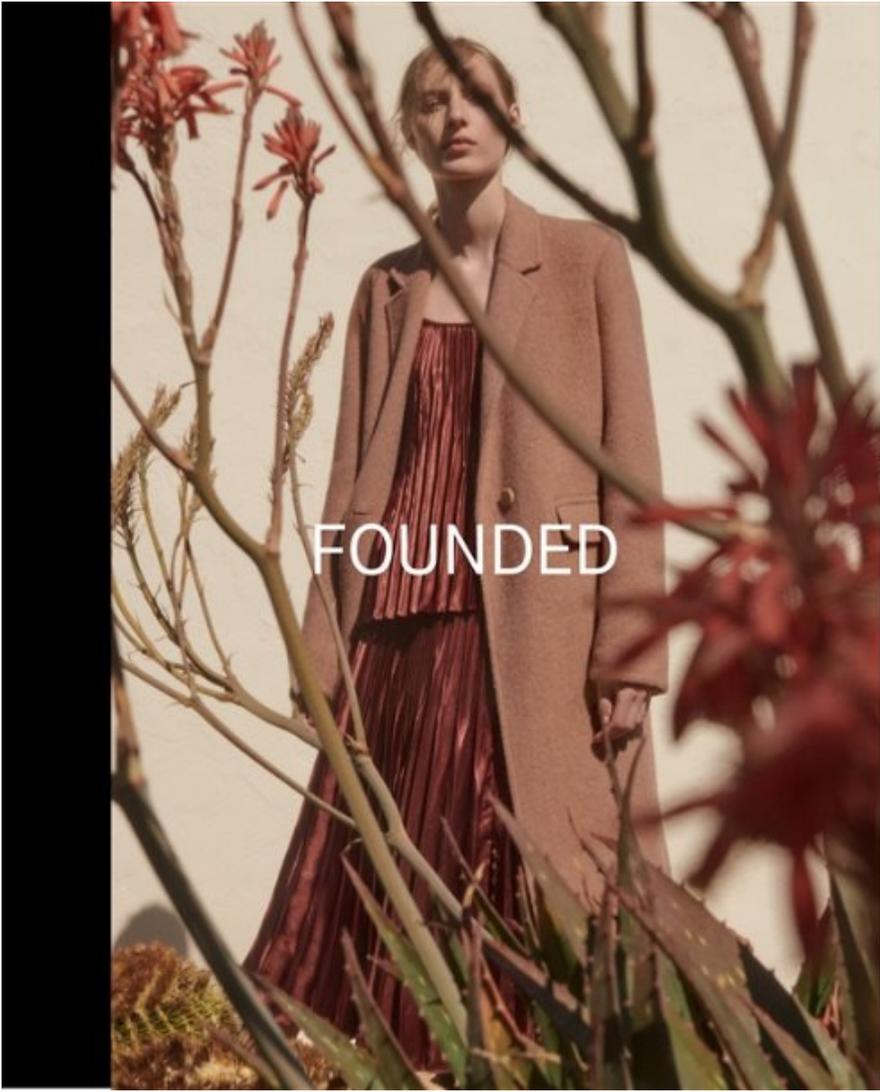
Launch men's business in both APAC and Middle Eastern countries as well as re-launch in Europe



Develop vince.com international sales to compliment regional brick & mortar and wholesale accounts business



Well-positioned to expand globally with international warehouses



Financial
Overview

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Summary Operating Analysis

Income Statement Summary

(\$ in millions)

	<u>1H18</u>	<u>1H17</u>
Net Sales	117.6	118.9
DTC Comparable Store Sales	13.3%	(3.3)%
Gross Margin	45.3%	43.0%
Operating Loss	6.8	17.1
Net Loss	9.5	19.4

Balance Sheet Summary

(\$ in millions)

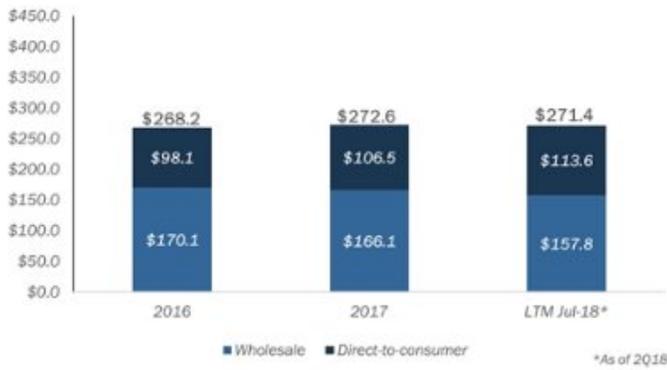
	<u>2018</u>	<u>2017</u>
Cash	5.3	3.8
Total Debt	63.6 ⁽¹⁾	72.0
Shareholders' Equity (Deficit)	65.9	(32.9)

1) On August 21, 2018, the Company refinanced its existing Term Loan Facility and Revolving Credit Facility by entering into a new \$27,500 senior secured term loan facility and a new \$80,000 senior secured revolving credit facility. All outstanding amounts under the existing facilities were repaid in full and those existing credit facilities were terminated.

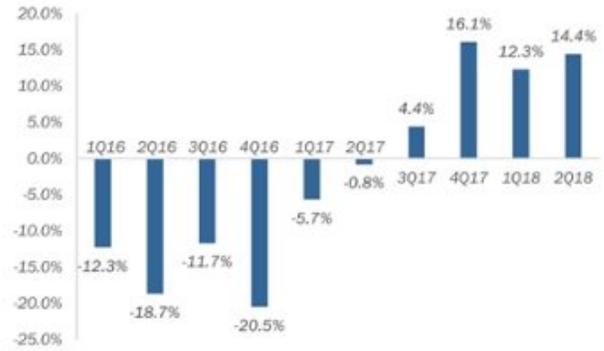
Summary Operating Analysis (Cont.)

Net Sales by Segment

(\$ in millions)



DTC Comparable Sales



Adjusted Operating Loss⁽¹⁾ and Adj. Operating Loss Margin

(\$ in millions)



1) Adjusted operating loss refers to the operating loss excluding the impact of retail store, goodwill, and intangible asset impairment charges

Reconciliation Tables

For the twelve months ended January 28, 2017				
	As Reported (GAAP)	Retail Store Impairment Charge	Goodwill & Intangible Asset Impairment	As Adjusted (Non-GAAP)
Operating Loss	\$ (64,672)	\$ (2,082)	\$ (53,061)	\$ (9,529)

For the twelve months ended February 3, 2018				
	As Reported (GAAP)	Retail Store Impairment Charge	Goodwill & Intangible Asset Impairment	As Adjusted (Non-GAAP)
Operating Loss	\$ (18,317)	\$ (5,111)	\$ —	\$ (13,206)

For the last twelve months ended August 4, 2018				
	As Reported (GAAP)	Retail Store Impairment Charge	Goodwill & Intangible Asset Impairment	As Adjusted (Non-GAAP)
Operating Loss	\$ (8,052)	\$ (5,111)	\$ —	\$ (2,941)