

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): October 10, 2025

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 New York Stock Exchange

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 10, 2025, Vince Holding Corp. (the “Company”) provided notice to the New York Stock Exchange (“NYSE”) that it intends to have its shares of common stock, par value \$0.01 per share (“Common Stock”), voluntarily delisted from the NYSE after the close of trading on or around October 20, 2025, and it intends to voluntarily transfer the listing of its Common Stock to The Nasdaq Stock Market LLC (“Nasdaq”), effective as of the opening of trading on or around October 21, 2025. The Company’s Common Stock has been authorized for listing on Nasdaq and will continue to trade under the symbol “VNCE”.

Item 7.01 Regulation FD Disclosure.

On October 10, 2025, the Company issued a press release announcing its listing transfer to Nasdaq. The press release is furnished as Exhibit 99.1 hereto.

The information, including Exhibit 99.1 hereto, which the Company furnished under Item 7.01 of 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 (the “SEC”) shall not incorporate this information by reference, except as otherwise expressly stated in such filing.

Forward-Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally are identifiable by use of the words “may,” “believe,” “expect,” “intend,” “plan to,” “estimate,” “project” or similar expressions, and include but are not limited to: statements about our ability to delist our shares of Common Stock from the NYSE and our ability to transfer the listing of our shares of Common Stock to Nasdaq. Investors are cautioned that such forward-looking statements are not guarantees of future performance and involve risk and uncertainties. Though we believe that expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Actual results may differ materially from the forward-looking statements as a result of various factors. These and other risk factors are discussed in the Company’s filings with the SEC, including those set forth under “Risk Factors” and “Disclosures Regarding Forward-Looking Statements” in our Annual Report on Form 10-K for the year ended February 1, 2025 and, if applicable, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K. All forward-looking statements included in this Current Report on Form 8-K are expressly qualified in their entirety by such cautionary statements. We expressly disclaim any obligation to update, amend or clarify any forward-looking statement to reflect events, new information or circumstances occurring after the date of this Current Report on Form 8-K except as required by applicable law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Press release of the Company, dated October 10, 2025.
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: October 10, 2025

By: /s/ Akiko Okuma

Akiko Okuma

Chief Administrative Officer & General Counsel

VINCE HOLDING CORP. TO TRANSFER U.S. STOCK EXCHANGE LISTING TO NASDAQ

NEW YORK, October 10, 2025 - Vince Holding Corp., (NYSE: VNCE) ("VNCE" or the "Company"), a global contemporary retailer, announced today that it intends to voluntarily transfer its U.S. stock exchange listing to The Nasdaq Stock Market LLC ("Nasdaq") from the New York Stock Exchange ("NYSE"). Vince expects that its common stock will cease listing on the NYSE following market close on or around October 20, 2025, and will commence listing on Nasdaq on or around October 21, 2025. Following the transfer to Nasdaq, the Company's common stock will continue to trade under the symbol "VNCE".

Brendan Hoffman, Chief Executive Officer of VNCE said, "Our transfer to Nasdaq places us alongside other innovative, growth-focused companies. We believe this is an important step as we further our strategic objectives and position the company for long-term success."

ABOUT VINCE HOLDING CORP.

Vince Holding Corp. is a global retail company 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, vince.com, as well as through premium wholesale channels globally. Please visit www.vince.com for more information.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally are identifiable by use of the words "may," "believe," "expect," "intend," "plan to," "estimate," "project" or similar expressions, and include but are not limited to: statements about our ability to delist our shares of common stock from the NYSE and our ability to transfer the listing of our shares of common stock to Nasdaq. Investors are cautioned that such forward-looking statements are not guarantees of future performance and involve risk and uncertainties. Though we believe that expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectation will prove to be correct. Actual results may differ materially from the forward-looking statements as a result of various factors. These and other risk factors are discussed in the Company's filings with the Securities and Exchange Commission, including those set forth under "Risk Factors" and "Disclosures Regarding Forward-Looking Statements" in our Annual Report on Form 10-K for the year ended February 1, 2025 and, if applicable, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K. All forward-looking statements included in this press release are expressly qualified in their entirety by such cautionary statements. We expressly disclaim any obligation to update, amend or clarify any forward-looking statement to reflect events, new information or circumstances occurring after the date of this press release except as required by applicable law.

This press release is also available on the Vince Holding Corp. website (<http://investors.vince.com/>).

Investor Relations:

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