

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): August 05, 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 August 5, 2025, Vince Holding Corp. (the "Company") received notification (the "Acceptance Letter") from The New York Stock Exchange (the "NYSE") that it has accepted the Company's previously-submitted plan (the "Plan") to regain compliance with the NYSE's continued listing standard under Section 802.01B of the NYSE Listed Company Manual (the "Manual"), which requires the Company's 30-trading day average market capitalization to be not less than \$50 million and the Company's stockholders' equity to be not less than \$50 million ("Section 802.01B").

As previously disclosed, on May 6, 2025 the Company received a notice from the NYSE indicating that it was not in compliance with Section 802.01B because the Company's 30-trading day average market capitalization was less than \$50 million and the Company's stockholders' equity was less than \$50 million.

In the Acceptance Letter, the NYSE granted the Company until November 6, 2026 (the "Plan Period") to regain compliance with Section 802.01B. During the Plan Period, the Company will be subject to periodic monitoring for compliance with the Plan. If the Company does not regain compliance with Section 802.01B by the end of the Plan Period, or if the Company does not make progress consistent with the Plan, then the NYSE may initiate delisting proceedings.

Pursuant to the NYSE rules, the Company's common stock will continue to be listed and traded on the NYSE during the Plan Period, subject to the Company's compliance with other applicable continued listing requirements in the Manual. The Acceptance Letter does not affect the Company's ongoing business operations or its reporting requirements with the Securities and Exchange Commission.

No assurance can be given that the Company will be able to make progress with respect to the Plan that the NYSE will determine to be satisfactory, or that it will regain compliance with Section 802.01B. If the Company's common stock ultimately were to be suspended from trading and delisted for any reason, it could have adverse consequences including, among other things, reduced trading liquidity of the common stock, lower demand and market price for shares of the Company's common stock, adverse publicity and a reduced interest in the Company from investors, analysts and other market participants. In addition, a suspension or delisting could impair the Company's ability to raise additional capital through the public markets and the Company's ability to attract and retain employees by means of equity compensation.

**Item 8.01 Other Events.**

On August 6, 2025, the Company issued a press release announcing its receipt of the Acceptance Letter. A copy of the Company's press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	<a href="#">Press release of the Company, dated August 6, 2025.</a>
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: August 6, 2025

By: /s/ Akiko Okuma

Akiko Okuma,  
Chief Administrative Officer & General Counsel

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**VINCE HOLDING CORP. ANNOUNCES NYSE ACCEPTANCE OF BUSINESS PLAN TO REGAIN COMPLIANCE**

NEW YORK, New York – August 6, 2025 – Vince Holding Corp. (NYSE: VNCE) ("VNCE" or the "Company"), a global contemporary retailer, today announced that the New York Stock Exchange ("NYSE") accepted the Company's business plan for continued listing on the NYSE.

Brendan Hoffman, Chief Executive Officer, commented, "We are pleased that the NYSE has approved our plan. We look forward to continuing to execute and deliver on our objectives that we believe will continue to yield results and drive shareholder value."

As previously disclosed, on May 6, 2025, the Company received a notice from the NYSE indicating that it was not in compliance with the NYSE's continued listing standards because the Company's 30-trading day average market capitalization was less than \$50 million and the Company's stockholders' equity was less than \$50 million. The Company's common stock will continue to be listed on the NYSE, subject to quarterly reviews by the NYSE for the 18 months following the Company's receipt of the notice to ensure the Company's continued progress toward the plan.

**ABOUT VINCE**

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 44 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](http://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, 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: fluctuations in our market capitalization and stockholders' equity; our ability to regain compliance with the continued listing standards of The New York Stock Exchange ("NYSE") and maintain a listing of our common stock on the NYSE; 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 adequate cash flow from operations or availability under our revolving credit facility to meet our liquidity needs; general*

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*economic conditions; restrictions on our operations under our credit facilities; our ability to improve our profitability; our ability to maintain our larger wholesale partners; 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

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