

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER

001-36212

CUSIP NUMBER

92719W 207

(Check One)

Form 10-K

Form 20-F

Form 11-K

Form 10-Q

Form 10-D

Form N-SAR

Form N-CSR

For Period Ended: July 29, 2023

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period ended: \_\_\_\_\_

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I — REGISTRANT INFORMATION**

**Vince Holding Corp.**

Full Name of Registrant

Former Name if Applicable

**500 5<sup>th</sup> Avenue – 20<sup>th</sup> Floor**

Address of Principal Executive Office (*Street and Number*)

**New York, New York 10110**

City, State and Zip Code

**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

(a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

### PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Vince Holding Corp. (the "Company") is unable to file its Quarterly Report on Form 10-Q (the "Quarterly Report") for the fiscal quarter ended July 29, 2023 ("Fiscal 2023 Q2") within the prescribed time period without unreasonable effort and expense. Additional time is required for the Company to prepare its Quarterly Report due to the delay in the quarterly close process relating to the accounting associated with, among others, (i) the Company's sale (the "IP Sale") of the intellectual property assets of the Vince brand to an affiliate of Authentic Brands Group, LLC ("ABG-Vince"), as well as the related licensing agreement by and between the Company and ABG-Vince and the Company's 25% ownership interest in ABG-Vince received as consideration in the IP Sale, (ii) the effectuation of the assignment for the benefit of creditors under California law by Rebecca Taylor, Inc. and Rebecca Taylor Retail Stores, LLC, the Company's indirectly wholly owned subsidiaries, and (iii) the refinancing of the Company's credit facilities, each of which took place during Fiscal 2023 Q2.

The Company expects to file the Quarterly Report within the extension period of five calendar days provided under Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

### PART IV — OTHER INFORMATION

Name and telephone number of person to contact in regard to this notification

(1)	Michael Hand	646	767-5589
	(Name)	(Area Code)	(Telephone Number)

(2)	Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).	<input checked="" type="checkbox"/>	YES	<input type="checkbox"/>	NO
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(3)	Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?	<input checked="" type="checkbox"/>	YES	<input type="checkbox"/>	NO
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If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

For the explanation of the significant changes in results of operations from the corresponding period for the last fiscal year, please refer to the Company's earnings release on its Current Report on Form 8-K, furnished to the Securities and Exchange Commission on September 12, 2023.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Notification of Late Filing on Form 12b-25 contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements regarding, among other things, our beliefs and expectations relating to our ability to file our Quarterly Report on or before the fifth calendar day of the extension period provided by Rule 12b-25, the Company's future results and financial condition, revenues, store openings and closings, margins, expenses and earnings 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. These forward-looking statements are based on management's current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Although the Company believes 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 the Company's 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 the Company's control, including factors as set forth from time to time in the Company's Securities and Exchange Commission filings, including under the heading "Item 1A—Risk Factors" in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q. The Company intends these forward-looking statements to speak only as of the time of this release and does not undertake to update or revise them as more information becomes available.

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**Vince Holding Corp.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 12, 2023

By: /s/ Michael Hand

Name: Michael Hand

Title: Interim Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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