

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Stefko David <small>(Last) (First) (Middle)</small> C/O VINCE HOLDING CORP., 500 FIFTH AVENUE, 20TH FLOOR <small>(Street)</small> NEW YORK, NY 10110 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol VINCE HOLDING CORP. [VNCE] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">9/22/2023</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/22/2023		D		27,344 ⁽¹⁾	D	\$0	124,675	D	
Common Stock	12/1/2023		A		58,140 ⁽²⁾	A	\$0	182,815	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) Represents the forfeiture of (i) 15,625 restricted stock units ("RSUs") that were granted to the Reporting Person on May 26, 2021 and (ii) 11,719 RSUs that were granted to the Reporting Person on June 3, 2022, in each case pursuant to the 2013 Omnibus Incentive Plan of Vince Holding Corp. ("the Company"), in each case effective September 22, 2023, due to the Reporting Person's employment with the Company having terminated effective on the same date. The Reporting Person was appointed to the Company's board of directors (the "Board") on June 16, 2023 and currently serves as a non-employee member of the Board. The restricted stock units converted into shares of common stock of the Company on a one-for-one basis and were solely settled in common stock upon vesting. This transaction is inadvertently filed late.
- (2) These shares represent RSUs that were granted to the Reporting Person on December 1, 2023 pursuant to the 2013 Omnibus Incentive Plan of the Company. The RSUs convert into shares of common stock of the Company on a one-for-one basis and are solely settled in common stock upon vesting. The RSUs vest over a three-year period: 33.33% on the first anniversary of the grant date, 33.33% on the second anniversary of the grant date and remaining 33.33% on the third anniversary of the grant date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stefko David C/O VINCE HOLDING CORP. 500 FIFTH AVENUE, 20TH FLOOR	X			

NEW YORK, NY 10110

Signatures

/s/ Akiko Okuma, by Power of Attorney

12/5/2023

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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