

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): December 11, 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 Nasdaq Stock Market LLC

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 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 No.	Description of Exhibit
99.1	Investor Presentation of the Company, dated December 11, 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: December 11, 2025

By: /s/ Brendan Hoffman

Brendan Hoffman, Chief Executive Officer

Vince Holding Corp.

DECEMBER 2025

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 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 May 2, 2025. 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.

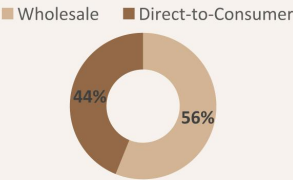
COMPANY OVERVIEW



Vince Holding Corp.

- Established in 2002, Vince Holding Corp. is a global retail company that operates the Vince brand women's and men's ready-to-wear business. Vince has crafted understated luxury with a California-inspired ease, embodying the aspirational, laid-back lifestyle and optimism of the west coast.
- Our pieces continue to move through seasons, occasions, and phases of one's life with ease, and most importantly, help them feel their most comfortable and confident – the truest luxury.
- Today, we sell in over 70 countries across wholesale and DTC channels. We are available in over 800 Wholesale locations, and we operate 46 full price locations, 14 outlet locations and our e-commerce site, vince.com

Q3 2025 LTM Net Sales



Segment Operating Income (\$M)



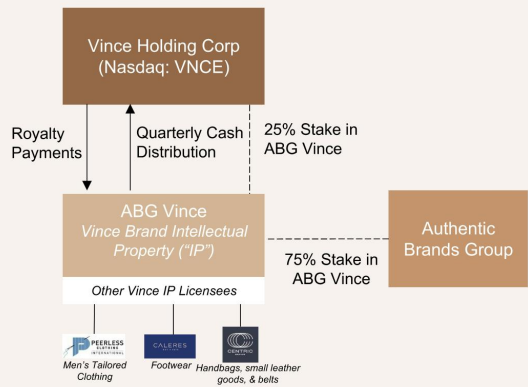
Strategic Partnership with Authentic Brands Group

Vince Holding Corp. operates the Vince brand women's and men's ready-to-wear business through a strategic partnership with Authentic Brands Group with an exclusive, long-term license agreement with ABG Vince, which holds the Vince brand IP.

Vince Holding Corp. owns 25% of ABG Vince through its operating subsidiary and Authentic Brands Group owns 75%. Vince Holding Corp. makes royalty payments to ABG Vince for its use of the Vince brand IP and receives quarterly distributions on its 25% ownership stake.

The partnership has strengthened Vince Holding Corp.'s financial position and has enabled it to benefit from the expanding portfolio of product offerings under the Vince brand.

Illustrative Partnership Structure



Q3 FISCAL 2025 HIGHLIGHTS



Q3 Fiscal 2025 Results Summary

+6.2%

Total Net Sales Growth
vs. Q3 FY24

6.4%

Operating Income as %
of Net Sales

7.6%

Adjusted EBITDA¹ as
% of Net Sales

- **Delivered Q3 Fiscal 2025 results well above prior expectations with broad-based strength across segments and channels.**
- Total Net Sales growth driven by **+6.7% Wholesale sales growth** and **+5.5% Direct-to-Consumer sales growth**
- **Gross Profit increased 4.6% to \$41.9M**; Gross Margin Rate contracted 80 bps vs. Q3 FY24 driven by higher tariffs and increased freight costs partially offset by lower product costing and higher pricing and lower discounting
- SG&A increased 6.3% to \$36.5M primarily by increased incentive compensation given performance and investments in marketing; **As a percent of sales SG&A was flat vs. Q3 FY24**
- Operating Income was \$5.4 million vs. \$5.8 million in Q3 FY24.
- Adj. EBITDA¹ was \$6.5 million vs. \$7.4 million in Q3 FY24.

¹ Non-GAAP financial measures; see Appendix for reconciliation to GAAP financial measures

Q3 Fiscal 2025 Business Highlights



Launched drop-ship capabilities on e-commerce site



Refreshed e-commerce site with more modern, creative elements and enhanced site merchandising leveraging AI-generated video content



Marketing investments in mid-funnel marketing drove triple-digit growth in e-commerce site traffic & supported full price new customer acquisition



Strong acceptance to strategic price increases and product assortments resonated across both women's and men's



Continued to leverage strong wholesale partnerships and direct-to-consumer store fleet through remodels and new openings

Q4 AND FULL YEAR FISCAL
2025 OUTLOOK



Q4 and Full Year Fiscal 2025 Outlook

- The company experienced a strong start to Q4 with a record holiday weekend sales performance in the direct-to-consumer segment. The Q4 Fiscal 2025 outlook expects the momentum in the direct-to-consumer segment to continue with sales growth outpacing total company sales growth of 3% to 7%.
- Q4 Fiscal 2025 outlook assumes approximately \$4 to \$5 million of estimated incremental tariff costs which is expected to be partially offset through mitigation strategies.
- Full Year Fiscal 2025 outlook assumes approximately \$8 to \$9 million of estimated incremental tariff costs.

Q4 Fiscal 2025	<div>Net Sales Growth</div> <div>+3% to +7%</div> <div>vs. \$80.0M Q4 FY24</div>	<div>Adj. Op. Income as % of Net Sales</div> <div>0% to 2%</div> <div>vs. 3.1% Q4 FY24¹</div>	<div>Adj. EBITDA as % of Net Sales</div> <div>2% to 4%</div> <div>vs. 6.7% Q4 FY24¹</div>
Full Year Fiscal 2025	<div>Net Sales Growth</div> <div>+2% to +3%</div> <div>vs. \$293.5M FY24</div>	<div>Adj. Op. Income as % of Net Sales</div> <div>2% to 3%</div> <div>vs. 2.5% FY24¹</div>	<div>Adj. EBITDA as % of Net Sales</div> <div>4% to 5%</div> <div>vs. 4.8% FY24¹</div>

¹ See Appendix for reconciliation of Q4 FY24 and FY24 Non-GAAP financial measures to GAAP financial measures



Vince Holding Corp. and Subsidiaries
Reconciliation of Net Income to Adjusted EBITDA
(Unaudited, amounts in thousands)

	Three Months Ended		Nine Months Ended	
	November 1, 2025	November 2, 2024	November 1, 2025	November 2, 2024
Net Income	\$ 2,726	\$ 4,349	\$ 9,983	\$ 9,298
Interest expense, net	973	1,691	2,678	4,984
Provision (benefit) for income taxes	2,002	-	2,060	(1,681)
Depreciation and amortization	705	1,031	2,239	3,066
Share-based compensation	91	307	333	557
Capitalized cloud computing amortization	12	2	35	2
ERC Benefit	-	-	(7,173)	-
Gain on sale of subsidiary	-	-	-	(7,634)
Adjusted EBITDA	<u>\$ 6,509</u>	<u>\$ 7,380</u>	<u>\$ 10,155</u>	<u>\$ 8,592</u>

Vince Holding Corp. and Subsidiaries
Reconciliation of Net Income to Adjusted EBITDA
(Unaudited, amounts in thousands)

	Three Months Ended	Year Ended
	February 1, 2025	February 1, 2025
Net Income	\$ (28,345)	\$ (19,047)
Interest expense, net	1,585	6,569
Provision (benefit) for income taxes	(1,961)	(3,642)
Depreciation and amortization	940	4,006
Share-based compensation	1,031	1,588
Capitalized cloud computing amortization	11	12
Goodwill impairment	31,973	31,973
P 180 Transaction expenses	155	155
Gain on sale of subsidiary	-	(7,634)
Adjusted EBITDA	<u>\$ 5,389</u>	<u>\$ 13,980</u>

Vince Holding Corp. and Subsidiaries

Reconciliation of GAAP to Non-GAAP measures

(Unaudited, amounts in thousands except share and per share amounts)

For the Three Months ended February 1, 2025						
	As Reported (GAAP)	Goodwill Impairment Charge	P180 Transaction Expenses	Income tax effect ⁽²⁾	As Adjusted (Non-GAAP)	
(Loss) income from operations	\$ (29,671)	\$ (31,973)	\$ (155)	\$ —	\$ 2,457	
Interest expense, net	1,585	—	—	—	1,585	
Other income	(344)	—	—	—	(344)	
(Loss) income before income taxes and equity in net income of equity method investment	(30,912)	(31,973)	(155)	—	1,216	
(Benefit) provision for income taxes	(1,961)	—	—	(3,006)	1,045	
(Loss) income before equity in net income of equity method investment	(28,951)	(31,973)	(155)	3,006	171	
Equity in net income of equity method investment	606	—	—	—	606	
Net (loss) income	\$ (28,345)	\$ (31,973)	\$ (155)	\$ 3,006	\$ 777	
(Loss) earnings per share ⁽¹⁾	\$ (2.24)	\$ (2.53)	\$ (0.01)	\$ 0.24	\$ 0.06	
For the Year ended February 1, 2025						
	As Reported (GAAP)	Gain on sale of subsidiary	Goodwill Impairment Charge	P180 Transaction Expenses	Income tax effect ⁽²⁾	As Adjusted (Non-GAAP)
(Loss) income from operations	\$ (17,176)	\$ 7,634	\$ (31,973)	\$ (155)	\$ —	\$ 7,318
Interest expense, net	6,569	—	—	—	—	6,569
Other income	(344)	—	—	—	—	(344)
(Loss) income before income taxes and equity in net income of equity method investment	(23,401)	7,634	(31,973)	(155)	—	1,093
Benefit for income taxes	(3,642)	—	—	—	(3,006)	(636)
(Loss) income before equity in net income of equity method investment	(19,759)	7,634	(31,973)	(155)	3,006	1,729
Equity in net income of equity method investment	712	—	—	—	—	712
Net (loss) income	\$ (19,047)	\$ 7,634	\$ (31,973)	\$ (155)	\$ 3,006	\$ 2,441
(Loss) earnings per share ⁽¹⁾	\$ (1.51)	\$ 0.61	\$ (2.54)	\$ (0.01)	\$ 0.24	\$ 0.19

VINCE.