

# FORM 4

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

OMB APPROVAL  
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## 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

<b>1. Name and Address of Reporting Person -*</b>  <b>SCSF Cardinal, LLC</b>  (Last) (First) (Middle)  <b>C/O SUN CAPITAL PARTNERS, INC., 5200 TOWN CIRCLE CENTER, SUITE 600</b>  (Street)  <b>BOCA RATON, FL 33486</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>VINCE HOLDING CORP. [ VNCE ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/21/2016</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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, par value \$0.01	4/21/2016		X (1)		1914618	A	\$5.50	6927234 (3)	I	See Footnote (3)
Common Stock, par value \$0.01	4/21/2016		P (2)		48916	A	\$5.50	6976150 (3)	I	See Footnote (3)

**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	Title	Amount or Number of Shares				
Subscription Rights (Right to buy)	\$5.50	4/21/2016		X (1)		5012616		3/29/2016	4/21/2016	Common Stock	1914618	\$0.00	0	I	See Footnote (3)

**Explanation of Responses:**

- ( Represents the exercise of subscription rights in the Vince Holding Corp. ("Vince") rights offering by SCSF Cardinal, LLC ("SCSF Cardinal"), with each
- 1) right entitling the holder to purchase 0.3183 shares of Vince common stock, resulting in the purchase by SCSF Cardinal of 1,914,618 shares of Vince common stock, including pursuant to the exercise of over-subscription rights.
- ( Represents the purchase by SCSF Cardinal of 48,916 shares of Vince common stock pursuant to the rights offering backstop investment agreement by and
- 2) among Vince, Sun Cardinal, LLC and SCSF Cardinal.
- ( Represents common stock owned of record by SCSF Cardinal. SCSF Cardinal is jointly owned by Sun Capital Securities Offshore Fund, Ltd. ("SCSF
- 3) Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). Sun Cardinal Securities, LLC ("SCSF LLC") is the general partner of Sun Capital Securities Advisors, L.P. ("SCSF Advisors"), which is in turn the general partner of SCSF LP. As a result, SCSF LLC, SCSF Advisors, SCSF LP and SCSF Offshore (collectively, the "Indirect Sun Owners") may be deemed to have indirect beneficial ownership of the securities owned of record by SCSF Cardinal. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in which it does not have a pecuniary interest.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCSF Cardinal, LLC C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
Sun Capital Securities Offshore Fund, Ltd.				

C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
SUN CAPITAL SECURITIES FUND, LP C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
Sun Capital Securities, LLC C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
Sun Capital Securities Advisors, LP C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		

**Signatures**

/s/ Todd Buchman, by power of attorney, for Sun Capital Securities Offshore Fund, Ltd. **4/22/2016**

**\*\***Signature of Reporting Person

Date

/s/ Todd Buchman, by power of attorney, for Sun Capital Securities Fund, LP **4/22/2016**

**\*\***Signature of Reporting Person

Date

/s/ Todd Buchman, by power of attorney, for Sun Capital Securities Advisors, LP **4/22/2016**

**\*\***Signature of Reporting Person

Date

/s/ Todd Buchman, by power of attorney, for Sun Capital Securities, LLC **4/22/2016**

**\*\***Signature of Reporting Person

Date

/s/ Todd Buchman, by power of attorney, for SCSF Cardinal, LLC **4/22/2016**

**\*\***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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