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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 23, 2015 (October 22, 2015)**

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**Vince Holding Corp.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36212**  
(Commission File Number)

**75-3264870**  
(IRS Employer  
Identification No.)

**500 5 th Avenue – 20 th Floor**  
**New York, New York 10110**  
(Address of Principal Executive Offices)

**10110**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (212) 515-2600**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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 (see General Instructions A.2. below):

- 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))
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**Item 5.02**                    **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 22, 2015, the board of directors (the “Board”) of Vince Holding Corp. (the “Company”) approved the appointment of Brendan L. Hoffman to serve as the Chief Executive Officer of the Company, effective immediately. Mark E. Brody, who was appointed the Interim Chief Executive Officer on September 1, 2015, will resign from such position but remain with the Company for a transition period in a non-executive capacity and will continue to serve as a member of the Board. Mr. Hoffman, age 47, served as the President and Chief Executive Officer of Bon Ton Stores, Inc. from February 2012 until August 2014. Previously, he served as the President and Chief Executive Officer of Lord & Taylor, a division of Hudson’s Bay Trading Company, from October 2008 to January 2012.

Concurrently with his appointment, Mr. Hoffman has entered into an employment agreement (the “Agreement”) with the Company. The Agreement provides for the following compensation for Mr. Hoffman: (i) a base salary of \$900,000; (ii) annual cash bonus opportunity at target of 100% of base salary, provided predetermined performance metrics are met, with threshold annual bonus opportunity set at 50% of base salary and maximum annual bonus opportunity capped at 200% of base salary; (iii) initial grant of options, effective October 22, 2015, to acquire 500,000 shares of the Company’s common stock, with pro rata vesting over the first, second, third and fourth anniversary dates of such grant; and (iv) additional annual cash incentive opportunity of \$500,000 for the 2016, 2017, 2018 and 2019 fiscal years based on the achievement of certain Company common stock price levels for such fiscal years.

If Mr. Hoffman’s employment is terminated by the Company without “cause” or by him for “good reason” (as such terms are defined in the Agreement), Mr. Hoffman will be eligible to receive severance benefits that include: (i) payment of an amount equal to twelve (12) months of his base salary (to be offset by compensation from any subsequent re-employment during the 12-month period); (ii) a pro-rated annual bonus for the year in which employment is terminated, to the extent earned based on audited results; (iii) all “accrued benefits” (as defined in the Agreement); (iv) payment of the employer portion of applicable COBRA premiums during the COBRA subsidy period; and (v) accelerated vesting of options from the initial option grant next scheduled to vest after the date of termination, pro-rated based on the time elapsed since the prior vesting date if the time is less than six months, and fully in the event the time elapsed was six months or more.

In addition, the Board has elected Mr. Hoffman to serve on the Board as a Class III director, effective as of October 22, 2015. Mr. Hoffman brings to the Board over 25 years of experience in the retail industry, with strong merchandising skills, in-depth knowledge of the department store channel, and e-commerce experience.

There are no family relationships between Mr. Hoffman and any director, executive officer or nominees thereof of the Company. There are no related party transactions between the Company and Mr. Hoffman that would require disclosure under Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

A copy of the press release announcing Mr. Hoffman’s appointment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01**                    **Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of Vince Holding Corp., dated October 22, 2015.

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**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 thereunto duly authorized.

VINCE HOLDING CORP.

Date: October 23, 2015

By: /s/ David Stefko

**David Stefko**

**Interim Chief Financial Officer and Treasurer**

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## EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99.1	Press Release of Vince Holding Corp., dated October 22, 2015.

# VINCE.

## **FOR IMMEDIATE RELEASE**

### **Vince Holding Corp. Names Brendan L. Hoffman Chief Executive Officer**

NEW YORK, New York – October 22, 2015 – Vince Holding Corp. (NYSE: VNCE), a leading contemporary fashion brand (“Vince” or the “Company”), today announced the appointment of Brendan L. Hoffman to the position of Chief Executive Officer of the Company, effective immediately. He has also been appointed to the Company’s Board of Directors (the “Board”). Mark Brody, who has served as Interim Chief Executive Officer of Vince, will remain with the Company through a transition period and will continue to serve on the Board.

Mr. Hoffman served as the Chief Executive Officer and President of The Bon-Ton Stores Inc. from February 2012 to August 2014. Previously he was the Chief Executive Officer and President of Lord & Taylor L.L.C. for more than three years where he was credited with revamping the brand. Prior to this, he served six years as President and Chief Executive Officer of Neiman Marcus Direct, a subsidiary of The Neiman Marcus Group Inc., where he oversaw the growth of neimanmarcus.com and the launch and growth of bergdorfgoodman.com. Mr. Hoffman also served as Vice President of Last Call Clearance Division at Neiman Marcus from August 2000 to December 2002 and as a Divisional Merchandise Manager of Bergdorf Goodman Inc. from October 1998 to August 2000.

Marc Leder, Chairman of the Board, commented, “Brendan is an extremely talented leader, and with more than 25 years in the retail industry, he brings a wealth of knowledge and experience to Vince. We believe that his strong merchandising skills, in-depth knowledge of the department store channel, and e-commerce experience make him an excellent choice for Chief Executive Officer. As a strategic thinker who possesses great customer insight, we are confident that Brendan has the right background and skillset to drive healthy and profitable long term growth for Vince.”

Mr. Brody commented, “Brendan has a strong track record of success and we believe that his extensive industry background combined with his leadership skills make him an excellent fit for Vince. I look forward to working with him in the coming weeks and I am confident that this will be a smooth transition.”

Mr. Hoffman commented, “As a long-time admirer of the Vince brand, I see tremendous potential for this Company. I am excited to have the opportunity to leverage my merchandising, branding, retail and e-commerce experience to lead Vince into the next phase of growth. I look forward to working with the highly talented team to develop and execute a strategic plan that will put us on a path to healthy, sustainable sales and profitability growth and enable us to drive long term value for our stockholders.”

## **ABOUT VINCE**

VINCE is a leading contemporary fashion brand best known for modern effortless style and everyday luxury essentials. Established in 2002, the brand now offers a wide range of women's and men's apparel, women's and men's footwear, and handbags. Vince products are sold in prestige distribution worldwide, including over 2,500 distribution locations across 46 countries. With corporate headquarters in New York and its design studio in Los Angeles, the Company operates 34 full-price retail stores, 12 outlet stores and its e-commerce site, VINCE.com. Please visit [www.VINCE.com](http://www.VINCE.com) for more information.

**Forward Looking Statements:** *This document, and any statements incorporated by reference herein, contains forward-looking statements under the Private Securities Litigation Reform Act of 1995. Forward-looking statements 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: our ability to remain competitive in the areas of merchandise quality, price, breadth of selection, and customer service; our ability to anticipate and/or react to changes in customer demand and attract new customers; including in connection with making inventory commitments; our ability to control the level of sales in the off-price channels; our ability to manage current excess inventory in a way that will promote the long-term health of the brand; our ability to maintain adequate cash flow from operations or availability under our revolving credit facility to meet our liquidity needs (including our obligations under the tax receivable agreement); changes in consumer confidence and spending; our ability to maintain projected profit margins; unusual, unpredictable and/or severe weather conditions; the execution and management of our retail store growth, including the availability and cost of acceptable real estate locations for new store openings; the execution and management of our international expansion, including our ability to promote our brand and merchandise outside the U.S. and find suitable partners in certain geographies; our ability to expand our product offerings into new product categories including the ability to find suitable licensing partners; our ability to successfully implement our marketing initiatives; our ability to protect our trademarks in the U.S. and internationally; our ability to maintain the security of electronic and other confidential information; serious disruptions and catastrophic events; changes in global economies and credit and financial markets; competition; the impact of recent turnover in the senior management team; the fact that a number of members of the management team have less than one year of tenure with the Company, and the current senior management team has not had a long period of time working together; our ability to attract and retain a qualified permanent CFO, as well other key personnel; commodity, raw material and other cost increases; compliance with laws, regulations and orders; changes in laws and regulations; outcomes of litigation and proceedings and the availability of insurance, indemnification and other third-party coverage of any losses suffered in connection therewith; tax matters and other factors as set forth from time to time in our Securities and Exchange Commission filings, including under the heading “Item 1A—Risk Factors” in our Annual Report on Form 10-K and our Quarterly Reports on Form 10Q. 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.*

This press release is also available on the Vince Holding Corp. website ( <http://investors.vince.com/> ).

**Investor Relations Contact:**

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