

VINCE HOLDING CORP.

Reported by
KROUSE RODGER R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/03/14 for the Period Ending 07/01/14

Address	1441 BROADWAY 6TH FLOOR NEW YORK, NY 10018
Telephone	212-515-2600
CIK	0001579157
Symbol	VNCE
Fiscal Year	02/02

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
KROUSE RODGER R		VINCE HOLDING CORP. [VNCE]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O SUN CAPITAL PARTNERS, INC., 5200 TOWN CIRCLE CENTER, SUITE 600		7/1/2014			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BOCA RATON, FL 33486				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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	7/1/2014		S		4917326 (1)	D	\$32.6888	20050409 (2)	I	See Footnotes (3) (4)

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				

Explanation of Responses:

- Prior to giving effect to the secondary offering by certain selling stockholders of Vince Holding Corp. (including Sun Cardinal, LLC ("Sun Cardinal") and SCSF Cardinal, LLC ("SCSF Cardinal")) reflected herein, 3,687,994 of the reported shares were owned of record by Sun Cardinal. The remaining 1,229,332 of the reported shares were owned of record by SCSF Cardinal.
- After giving effect to the secondary offering discussed in Foonote (1) above, 15,037,793 of the reported shares are owned of record by Sun Cardinal. The remaining 5,012,616 of the reported shares are owned of record by SCSF Cardinal.
- Sun Capital Partners V, L.P. ("SCP V"), owns all of the ownership interests in Sun Cardinal. Through a revocable trust, each of Messrs. Rodger R. Krouse and Marc J. Leder owns fifty percent (50%) of Sun Capital Partners V, Ltd., which is the general partner of Sun Capital Advisors V, L.P., which is the general partner of SCP V. As a result, Mr. Krouse may be deemed to have indirect beneficial ownership of the securities owned of record by Sun Cardinal. Mr. Krouse expressly disclaims beneficial ownership of any securities in which he does not have a pecuniary interest.
- SCSF Cardinal is jointly owned by Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). Each of Messrs. Krouse and Leder also controls, through his revocable trust, 50% of the membership interest in Sun Cardinal Securities, LLC ("SCSF LLC"), which in turn is the general parter of Sun Capital Securities Advisors, L.P. ("SCSF Advisors"), which is in turn the general partner of SCSF LP. As a result, Mr. Krouse may be deemed to have indirect beneficial ownership of the securities owned of record by SCSF Cardinal. Mr. Krouse expressly disclaims beneficial ownership of any securities in which he does not have a pecuniary interest.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KROUSE RODGER R 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 Rodger R. Krouse7/3/2014

** 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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