

# 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

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)	
<b>Adeli Katayone</b>		<b>VINCE HOLDING CORP. [ VNCE ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Artistic Director</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O VINCE HOLDING CORP., 500 5TH AVE., 20TH FLOOR</b>		<b>6/24/2016</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>NEW YORK, NY 10110</b>				<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			

**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				
<b>Employee Stock Option (right to buy)</b>	<b>\$5.61</b>	<b>6/24/2016</b>		<b>A</b>	<b>(1)</b>	<b>26599</b>	<b>(2)</b>	<b>1/25/2026</b>	<b>Common Stock</b>	<b>26599</b>	<b>\$5.61</b>	<b>176599</b>	<b>D</b>	

### Explanation of Responses:

- ( The reported transaction involved the grant of additional stock options (the "Adjustment Options") to effect the adjustment of outstanding options (the  
1) "Existing Options") that were granted to the Reporting Person on January 25, 2016 (the "Grant Date") pursuant to the Vince 2013 Omnibus Incentive Plan  
(the "Plan") of Vince Holding Corp. (the "Company"). The Existing Options were adjusted in accordance with the terms of the Plan to reflect the impact of  
the rights offering completed by the Company on April 21, 2016. The adjustment was approved by the compensation committee of the board of directors of  
the Company on May 16, 2016 and the terms of the adjustment were finalized and communicated to the Reporting Person on June 24, 2016. The Adjustment  
Options have the same terms as the Existing Options.
- ( The Adjustment Options have the same vesting schedule as the Existing Options with 25% of such options vesting on each of the first, second, third and  
2) fourth anniversaries of the Grant Date, in each case subject to the Reporting Person's continued employment with the Company through each such vesting  
date.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Adeli Katayone C/O VINCE HOLDING CORP. 500 5TH AVE., 20TH FLOOR NEW YORK, NY 10110</b>			<b>Artistic Director</b>	

### Signatures

/s/ Akiko Okuma, by power of attorney

6/28/2016

\*\*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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