

# VINCE HOLDING CORP.

Reported by  
**LEDER MARC J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/25/15 for the Period Ending 03/23/15

Address	500 FIFTH AVENUE 20TH FLOOR NEW YORK, NY 10110
Telephone	212-515-2600
CIK	0001579157
Symbol	VNCE
Fiscal Year	02/02

# FORM 4

**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

<b>1. Name and Address of Reporting Person *</b>  <b>LEDER MARC J</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>3/23/2015</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	3/23/2015		P		14879	A	\$17.0099	20065288	I	See Footnotes (1) (2)
Common Stock, par value \$0.01	3/23/2015		P		75000	A	\$17.1042	20140288	I	See Footnotes (1) (2)
Common Stock, par value \$0.01	3/24/2015		P		50000	A	\$17.0048	20190288	I	See Footnotes (1) (2)
Common Stock, par value \$0.01	3/25/2015		P		50000	A	\$17.0115	20240288	I	See Footnotes (1) (2)

**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:**

(1) Represents common stock owned of record by SK Financial Services, LLC ("SK Financial"). SK Financial is jointly owned by Sun Capital Partners V, L.P. ("SCP V"), Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). Through a revocable trust, each of Messrs. Rodger R. Krouse and Marc J. Leder own 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. Each of Messrs. Krouse and Leder also controls, through his revocable trust, 50% of the membership interest in Sun Capital Securities, LLC which in turn is the general partner of Sun Capital Securities Advisors, L.P., which is in turn the general partner of SCSF LP. As a result, Mr. Leder may be deemed to have indirect beneficial ownership of the securities owned of record by SK Financial.

(2) (Continued from Footnote 1) Mr. Leder 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
<b>LEDER MARC J C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486</b>	<b>X</b>	<b>X</b>		

**Signatures**

/s/ Todd Buchman, by power of attorney, for Marc J. Leder

3/25/2015

\*\* 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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