

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

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 * Stefko David (Last) (First) (Middle) C/O VINCE HOLDING CORP., 500 5TH AVE., 20TH FLOOR (Street) NEW YORK, NY 10110 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VINCE HOLDING CORP. [VNCE] 3. Date of Earliest Transaction (MM/DD/YYYY) 5/16/2016 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> <input type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Financial Officer 6. Individual or Joint/Group Filing (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	5/16/2016		P (1)		10384	A	\$5.41 (2)	10384	D	
Common Stock	5/17/2016		P (1)		14616	A	\$5.48 (3)	25000	D	

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) These shares of common stock of Vince Holding Corp. (the "Company") were purchased pursuant to a Rule 10b5-1 trading plan.
- (2) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$5.30 to \$5.50. Upon request of the staff of the Securities and Exchange Commission, the Company or a stockholder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (3) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$5.46 to \$5.50. Upon request of the staff of the Securities and Exchange Commission, the Company or a stockholder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stefko David C/O VINCE HOLDING CORP. 500 5TH AVE., 20TH FLOOR NEW YORK, NY 10110			Chief Financial Officer	

Signatures

/s/ Akiko Okuma, by power of attorney

5/18/2016

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.