

# 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

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Griffith Jerome</b><br><br>(Last) (First) (Middle)<br><br><b>C/O VINCE HOLDING CORP., 500 5TH AVE., 20TH FLOOR</b><br><br>(Street)<br><br><b>NEW YORK, NY 10110</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>VINCE HOLDING CORP. [ VNCE ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><b>6/24/2016</b><br><br><b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10% Owner<br><input type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 6/24/2016      |                                   | A                         |   | 222 (1)<br>(2)  | A          | \$0.00 | 29037   | D  |   |
| Common Stock                    | 6/24/2016      |                                   | A                         |   | 261 (3)<br>(4)  | A          | \$0.00 | 29298   | D  |   |
| Common Stock                    | 6/24/2016      |                                   | A                         |   | 1487 (5)<br>(6)   | A          | \$0.00 | 30785   | 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 |  |  |  |  |

**Explanation of Responses:**

- ( The reported transaction involved the grant of additional restricted stock units (the "2013 Adjustment RSUs") to effect the adjustment of outstanding
- 1) restricted stock units (the "2013 Existing RSUs") that were granted to the Reporting Person on November 21, 2013 pursuant to the Vince 2013 Omnibus Incentive Plan (the "Plan") of Vince Holding Corp. (the "Company"). The 2013 Existing RSUs 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.
- ( (Continued from Footnote 1) The adjustment was approved by the compensation committee of the board of directors of the Company on May 16, 2016 and
- 2) the terms of the adjustment were finalized and communicated to the Reporting Person on June 24, 2016. The 2013 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and are solely settled in common stock upon vesting. The 2013 Adjustment RSUs have the same terms as the 2013 Existing RSUs and will vest on November 21, 2016.
- ( The reported transaction involved the grant of additional restricted stock units (the "2014 Adjustment RSUs") to effect the adjustment of outstanding
- 3) restricted stock units (the "2014 Existing RSUs") that were granted to the Reporting Person on November 21, 2014 pursuant to the Plan. The 2014 Existing RSUs 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.
- ( (Continued from Footnote 3) The 2013 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and are solely settled in
- 4) common stock upon vesting. The 2014 Adjustment RSUs have the same terms as the 2014 Existing RSUs and will vest over a period of two years with 50% of the units vesting on each of November 21, 2016 and November 21, 2017.
- ( The reported transaction involved the grant of additional restricted stock units (the "2015 Adjustment RSUs") to effect the adjustment of outstanding
- 5) restricted stock units (the "2015 Existing RSUs") that were granted to the Reporting Person on December 15, 2015 pursuant to the Plan. The 2015 Existing RSUs 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 2015 Adjustment RSUs convert into shares of the Company's common stock on a

one-for-one basis and are solely settled in common stock upon vesting.

( (Continued from Footnote 5) The 2015 Adjustment RSUs have the same terms as the 2015 Existing RSUs and will vest over a three-year period with 33.3%  
6) of the units vesting on each of December 16, 2016, December 16, 2017 and December 16, 2018.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>Griffith Jerome<br/>C/O VINCE HOLDING CORP.<br/>500 5TH AVE., 20TH FLOOR<br/>NEW YORK, NY 10110</b> | <b>X</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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