

# VINCE HOLDING CORP.

## FORM 8-K

(Current report filing)

Filed 04/16/14 for the Period Ending 04/15/14

Address	600 KELLWOOD PARKWAY CHESTERFIELD, MO 63107
Telephone	(314) 576-3100
CIK	0001579157
Symbol	VNCE
SIC Code	5600 - Retail-Apparel & Accessory Stores
Fiscal Year	02/02

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): April 16, 2014 (April 15, 2014)**

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**VINCE HOLDING CORP.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36212**  
(Commission  
File Number)

**75-3264870**  
(IRS Employer  
Identification No.)

**1441 Broadway—6th Floor**  
**New York, New York 10018**  
(Address of principal executive offices) (Zip Code)

**(212) 515-2600**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Election of Director.**

(d)

On April 15, 2014, the board of directors (the “Board”) of Vince Holding Corp. (the “Company”) appointed, by written consent, Eugenia Ulasewicz, as a director, effective April 16, 2014. The appointment brought the total number of directors to seven.

The Board has not yet determined on which Board committees, if any, Ms. Ulasewicz will serve.

There is no arrangement or understanding between Ms. Ulasewicz and any other persons in connection with her appointment as a director. There are no related party transactions between the Company and Ms. Ulasewicz that would require disclosure under Item 404(a) of Regulation S-K.

In connection with her appointment as a director, Ms. Ulasewicz will receive compensation in the same manner as the Company’s other non-employee directors who are not employed by Sun Capital Partners, Inc. or its affiliates, as described in the Company’s annual report on Form 10-K filed with the Securities and Exchange Commission on April 4, 2014.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	Press release of the Company dated April 16, 2014

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VINCE HOLDING CORP.

By /s/ Jay L. Dubiner

Jay L. Dubiner  
Senior Vice President,  
General Counsel & Secretary

Date: April 16, 2014

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## EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99.1	Press release of the Company dated April 16, 2014

# VINCE.

**FOR IMMEDIATE RELEASE**

**Lisa K. Klinger**  
Chief Financial Officer  
(212) 515-2655

[lklinger@vince.com](mailto:lklinger@vince.com)

**Vince Holding Corp. Announces Independent Directors**

NEW YORK, New York – April 16, 2014 – Vince Holding Corp. (NYSE: VNCE), a leading contemporary fashion brand, today announced that its Board of Directors (the “Board”) has appointed Eugenia Ulasewicz as a new director, effective immediately. This appointment will bring the total number of directors to seven. Ms. Ulasewicz joins the Board as one of the three outside directors, along with Robert A. Bowman and Jerome Griffith, who were elected to the Board in connection with Vince’s initial public offering.

Prior to her retirement in March 2013, Ms. Ulasewicz was President of the Americas division of Burberry Group PLC (“Burberry”), responsible for the US, Canada, Central and South America. Ms. Ulasewicz joined Burberry in 1998 and became a member of its executive committee in 2006. Previously, Ms. Ulasewicz held positions of increasing responsibility with Bloomingdales, Galeries Lafayette and Saks, Inc. She currently serves as a director of Signet Jewelers Limited and Bunzl plc.

Mr. Bowman currently serves as President and Chief Executive Officer of Major League Baseball Advance Media (“MLB.com”), the internet and interactive media unit of Major League Baseball. Prior to joining MLB.com, Mr. Bowman held several senior management positions at ITT Corporation, including President, Chief Operating Officer and Chief Financial Officer. Earlier in his career, Mr. Bowman served as Treasurer of the State of Michigan, and held other roles at the U.S. Department of Treasury and Goldman Sachs. Mr. Bowman is currently a director and chairman of the audit committee of Take-Two Interactive Software Inc. and was previously a director at The Warnaco Group, Inc.

Mr. Griffith currently serves as the Chief Executive Officer, President and a member of the board of directors of Tumi Holding, Inc. Prior to joining Tumi, Mr. Griffith held several leadership positions at Esprit Holding Limited, including Chief Operating Officer and President Esprit North and South America. Prior to Esprit, Mr. Griffith was Executive Vice President at Tommy Hilfiger and prior to that, was the President of Retail at J. Peterman Company, a catalog-based apparel and retail company. Earlier in his career, Mr. Griffith held various leadership positions at Gap, Inc.

Christopher T. Metz, the Chairman of the Board, stated, “We are delighted to welcome Eugenia to the Vince Holding Corp. Board of Directors. Our outside directors, Eugenia, Bob and Jerome, provide the Vince Board with diverse backgrounds which will complement the skill set of our other Board members. It is a testament to the Company and its potential that we have been able to attract such outstanding outside directors to Vince.”

Jill Granoff, Chief Executive Officer added “Eugenia has extensive knowledge of luxury retail and global brand building. She, along with our other outside directors, Bob and Jerome, brings exceptionally relevant experience that will help ensure Vince successfully implements its strategic growth initiatives.”

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## ABOUT VINCE

Founded in 2002, Vince is a leading contemporary fashion brand known for its modern effortless style and everyday luxury essentials. The company offers a broad range of women's and men's ready-to-wear including its signature cashmere sweaters, leather jackets, luxe leggings, dresses, silk and woven tops, denim and footwear. Vince is carried in over 2,300 stores across 47 countries and operates 22 full-price retail locations, 6 outlet stores and its e-commerce site, vince.com.

**Forward Looking Statements:** *This document, and any statements incorporated by reference herein, contains forward-looking statements under the Private Securities Litigation Reform Act of 1995. Such statements often include words such as "may," "will," "should," "believe," "expect," "seek," "anticipate," "intend," "estimate," "plan," "target," "project," "forecast," "envision" and other similar phrases. Although we believe the assumptions and expectations reflected in these forward-looking statements are reasonable, these assumptions and expectations may not prove to be correct and we may not achieve the financial results or benefits anticipated. These forward-looking statements are not guarantees of actual results. Our actual results may differ materially from those suggested in the forward-looking statements. These forward-looking statements involve a number of risks and uncertainties, some of which are beyond our control, including, without limitation: our ability to remain competitive in the areas of merchandise quality, price, breadth of selection, and customer service; our ability to anticipate and/or react to changes in customer demand and attract new customers; changes in consumer confidence and spending; our ability to maintain projected profit margins; unusual, unpredictable and/or severe weather conditions; the execution and management of our retail store growth, including the availability and cost of acceptable real estate locations for new store openings; the execution and management of our international expansion, including our ability to promote our brand and merchandise outside the U.S. and find suitable partners in certain geographies, our ability to expand our product offerings into new product categories including the ability find suitable licensing partners; our ability to successfully implement our marketing initiatives, our ability to protect our trademarks in the U.S. and internationally, our ability to maintain the security of electronic and other confidential information; serious disruptions and catastrophic events; changes in global economies and credit and financial markets; competition; our ability to attract and retain key personnel; commodity, raw material and other cost increases; compliance with laws, regulations and orders; changes in laws and regulations; outcomes of litigation and proceedings and the availability of insurance, indemnification and other third-party coverage of any losses suffered in connection therewith; tax matters and other factors as set forth from time to time in our Securities and Exchange Commission filings, including under the heading "Risk Factors." We intend these forward-looking statements to speak only as of the time of this release and do not undertake to update or revise them as more information becomes available.*

This press release is also available on the Vince Holding Corp. website ( <http://investors.vince.com/> ).