

APPAREL HOLDING CORP.

FORM 8-K

(Current report filing)

Filed 11/22/13 for the Period Ending 11/22/13

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

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): November 22, 2013

APPAREL HOLDING CORP.

(Exact name of registrant as specified in its charter)

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)

(208) 384-6161
(Registrant's telephone number, including area code)

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 7.01 Regulation FD Disclosure.

On November 22, 2013, Apparel Holding Corp., a Delaware corporation (to be renamed Vince Holding Corp.), issued a press release announcing that it had priced its previously announced initial public offering. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information in this Item 7.01 and Exhibit 99.1 to this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are furnished herewith.

(d) Exhibits

99.1 Press Release issued by Apparel Holding Corp. on November 22, 2013

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.

APPAREL HOLDING CORP.

By /s/ Jay L. Dubiner

Jay L. Dubiner

Senior Vice President and General Counsel

Date: November 22, 2013



FOR IMMEDIATE RELEASE

VINCE HOLDING CORP. ANNOUNCES PRICING OF ITS INITIAL PUBLIC OFFERING

New York, NY (November 22 , 2013)—Vince Holding Corp., previously known as Apparel Holding Corp., announced today the pricing of its initial public offering of 10,000,000 shares of common stock at a price of \$20.00 per share. The shares will be listed on the New York Stock Exchange and will trade under the symbol “VNCE” beginning November 22, 2013.

Vince expects to receive proceeds, net of underwriters’ discount and commissions and estimated offering expenses payable by Vince, of approximately \$177 million from the offering. Vince intends to retain approximately \$5.0 million of such net proceeds for general corporate purposes and expects to use the remaining net proceeds, together with borrowings under its new senior credit facility, to repay all of its outstanding borrowings and other amounts owed under its existing credit facilities. The underwriters have a 30-day option to purchase up to an additional 1,500,000 shares from affiliates of Sun Capital Partners, Inc. (the “Selling Stockholders”). Vince will not receive any proceeds from the sale of shares by the Selling Stockholders

Goldman, Sachs & Co. and Robert W. Baird & Co. Incorporated are acting as joint book-running managers of the offering, and Goldman, Sachs & Co. and Robert W. Baird & Co. Incorporated are the representatives of the underwriters. In addition, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC are joint bookrunning managers in the offering.

A registration statement relating to these securities was declared effective by the Securities and Exchange Commission on November 21, 2013. The offering is being made solely by means of a prospectus, copies of which may be obtained from: Goldman, Sachs & Co., Prospectus Department, 200 West Street, New York, NY, 10282, by calling (866) 471-2526, or by e-mailing prospectus-ny@ny.email.gs.com, or Robert W. Baird & Co. Incorporated at 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202, Attention: Syndicate Department, telephone: (800) 792-2473 or email: syndicate@rwbaird.com.

Vince provided the New York Stock Exchange (the “NYSE”) with additional information upon which the NYSE relied to list the common stock. Such information is included in Vince’s original listing application and is available to the public upon request.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

ABOUT VINCE

Founded in 2002, Vince is a prominent 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 2,100 stores across 43 countries and operates 21 full-price retail locations, 6 outlet stores and its e-commerce site, Vince.com.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements, which are subject to substantial risks, uncertainties and assumptions. You should not place reliance on these statements. Forward-looking statements include information concerning the proposed offering. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts or present facts or conditions, such as statements regarding our future financial condition or results of operations, our prospects and strategies for future growth, the introduction of new merchandise, and the implementation of our marketing and branding strategies. In many cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or the negative of these terms or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that we will effect an initial public offering. Accordingly, you should not place undue reliance on these forward-looking statements. All such statements speak only as of the date made, and we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

MEDIA CONTACT

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