

VINCE HOLDING CORP.
Reported by
SUN CAPITAL SECURITIES ADVISORS, LP

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**

OMB APPROVAL
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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

1. Name and Address of Reporting Person * Sun Capital Securities Offshore Fund, Ltd. (Last) (First) (Middle) C/O SUN CAPITAL PARTNERS, INC., 5200 TOWN CIRCLE CENTER, SUITE 600 (Street) BOCA RATON, FL 33486 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VINCE HOLDING CORP. [VNCE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/23/2015</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	5027495	I	See Footnote (1)
Common Stock, par value \$0.01	3/23/2015		P		75000	A	\$17.1024	5102495	I	See Footnote (1)
Common Stock, par value \$0.01	3/24/2015		P		50000	A	\$17.0048	5152495	I	See Footnote (1)
Common Stock, par value \$0.01	3/25/2015		P		50000	A	\$17.0115	5202495	I	See Footnote (1)

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"), which is jointly owned by Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore"), Sun Capital Securities Fund, L.P. ("SCSF LP") and Sun Capital Partners V, L.P. ("SCP V"). The Form 4 for SCP V is filed separately. Sun Capital Securities, LLC ("SCSF LLC") is the general partner of Sun Capital Securities Advisors, L.P. ("SCSF Advisors"), which is in turn the general partner of SCSF LP. As a result, each of SCSF LLC, SCSF Advisors, SCSF LP and SCSF Offshore (collectively, the "Indirect Sun Owners") may be deemed to have indirect beneficial ownership of the securities owned of record by SK Financial. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in

which it does not have a pecuniary interest.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sun Capital Securities Offshore Fund, Ltd. C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
SUN CAPITAL SECURITIES FUND, LP C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
Sun Capital Securities Advisors, LP C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
Sun Capital Securities, LLC C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		

Signatures

/s/ Michael J. McConvery, Vice Pres. & Asst. Sec., Sun Capital Securities LLC, Gen. Partner for Sun Capital Securities Mgmt. LP, Investment Manager for Sun Capital Securities Offshore Fund, Ltd. **3/25/2015**

** Signature of Reporting Person Date

/s/ Michael J. McConvery, Vice President & Assistant Secretary, Sun Capital Securities LLC, General Partner for Sun Capital Securities Advisors L.P., General Partner for Sun Capital Securities Fund, LP **3/25/2015**

** Signature of Reporting Person Date

/s/ Michael J. McConvery, Vice President & Assistant Secretary, Sun Capital Securities, LLC, General Partner for Sun Capital Securities Advisors, LP **3/25/2015**

** Signature of Reporting Person Date

/s/ Michael J. McConvery, Vice President & Assistant Secretary, Sun Capital Securities, LLC **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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