

APPAREL HOLDING CORP.

Reported by
SCSF CARDINAL, LLC

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/21/13 for the Period Ending 11/21/13

Address	600 KELLWOOD PARKWAY CHESTERFIELD, MO 63107
Telephone	(314) 576-3100
CIK	0001579157
Symbol	VNCE
Fiscal Year	02/02

FORM 3

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

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INITIAL STATEMENT OF 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 * SCSF Cardinal, LLC	2. Date of Event Requiring Statement (MM/DD/YYYY) 11/21/2013	3. Issuer Name and Ticker or Trading Symbol Apparel Holding Corp. [VNCE]
(Last) (First) (Middle) C/O SUN CAPITAL PARTNERS, INC., 5200 TOWN CIRCLE CENTER, SUITE 600	4. 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)	
(Street) BOCA RATON, FL 33486	5. If Amendment, Date Original Filed (MM/DD/YYYY)	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
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Voting Common Stock, par value \$0.001	229731.73 (1)	I	See Footnotes (2) (3)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- (1) Pursuant to the Amended and Restated Certificate of Incorporation of Apparel Holding Corp. (to be renamed Vince Holding Corp., the "Company") to be filed immediately prior to the consummation of the Company's initial public offering, each share of voting common stock, par value \$0.001 per share, will be converted into 28.5177 shares of common stock, par value \$0.01 per share.
- (2) Represents voting common stock owned of record by SCSF Cardinal, LLC ("SCSF Cardinal").
- (3) SCSF Cardinal is jointly owned by Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). Sun Cardinal 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, 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 SCSF Cardinal. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in which they do not have a pecuniary interest.

Remarks:

Exhibit List

Exhibit 24.1 - Power of Attorney - SCSF Cardinal, LLC

Exhibit 24.2 - Power of Attorney - Sun Capital Securities Offshore Fund, Ltd.

Exhibit 24.3 - Power of Attorney - Sun Capital Securities Fund, LP

Exhibit 24.4 - Sun Capital Securities, LLC

Exhibit 24.5 - Sun Capital Securities Advisors, LP

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCSF Cardinal, LLC C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
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, LLC 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		

Signatures

/s/ Michael J. McConvery, Vice Pres. & Asst. Sec., Sun Capital Advisors V, L.P., Gen. Partner for Sun Capital Sun Capital Securities Mgmt. LP, Investment Manager for Sun Capital Securities, LLC, Gen. Partner for Sun Capital Securities Offshore Fund, Ltd.

11/21/2013

** Signature of Reporting Person

Date

/s/ Melissa Klafter, Vice Pres.-Fund Controller and Asst.Treas.,Sun Capital Advisors V, L.P.,Gen.Ptnr. for Sun Capital Sun Capital Securities Mgmt.LP,Investment Mngr.for Sun Capital Securities,LLC,Gen.Ptnr. for Sun Capital Securities Offshore Fund, Ltd.

11/21/2013

** Signature of Reporting Person

Date

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

11/21/2013

** 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

11/21/2013

** Signature of Reporting Person

Date

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

11/21/2013

** Signature of Reporting Person

Date

/s/ Michael J. McConvery, Vice President & Assistant Secretary, SCSF Cardinal, LLC

11/21/2013

** 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 5(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.

November 21, 2013

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of C. Deryl Couch, Todd Buchman and Christopher T. Metz, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of Apparel Holding Corp., a Delaware corporation (to be renamed Vince Holding Corp., the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 16 of the Securities Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

SCSF Cardinal, LLC
By: /s/ Michael J. McConvery

Name: Michael J. McConvery
Its: Vice President and Assistant
Secretary

November 21, 2013

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of C. Deryl Couch, Todd Buchman and Christopher T. Metz, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of Apparel Holding Corp., a Delaware corporation (to be renamed Vince Holding Corp., the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

Sun Capital Securities Offshore Fund, Ltd.

By: Sun Capital Securities Management, LP
Its: Investment Manager

By: Sun Capital Securities, LLC
Its: General Partner

By: /s/ Michael J. McConvery

Name: Michael J. McConvery
Its: Vice President and Assistant
Secretary

By: /s/ Melissa Klafter

Name: Melissa Klafter

Its: Vice President - Fund Controller and
Assistant Treasurer

Section 16 Power of Attorney Signature Page

November 21, 2013

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of C. Deryl Couch, Todd Buchman and Christopher T. Metz, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of Apparel Holding Corp., a Delaware corporation (to be renamed Vince Holding Corp., the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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Sun Capital Securities Fund, LP

By: Sun Capital Securities Advisors, LP
Its: General Partner

By: Sun Capital Securities, LLC
Its: General Partner

By: /s/ Michael J. McConvery

Name: Michael J. McConvery
Its: Vice President and Assistant
Secretary

November 21, 2013

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Name: Michael J. McConvery
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Sun Capital Securities Advisors, LP

By: Sun Capital Securities, LLC
Its: General Partner

By: /s/ Michael J. McConvery

Name: Michael J. McConvery
Its: Vice President and Assistant
Secretary