

# VINCE HOLDING CORP.

Reported by  
**WALLACE MELISSA**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 01/29/15 for the Period Ending 01/29/15

|             |  |
|-------------|--|
| Address     | 500 FIFTH AVENUE<br>20TH FLOOR<br>NEW YORK, NY 10110 |
| Telephone   | 212-515-2600   |
| CIK         | 0001579157   |
| Symbol      | VNCE   |
| Fiscal Year | 02/02  |

## 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 *<br><br><b>Wallace Melissa</b>                            | 2. Date of Event Requiring Statement<br>(MM/DD/YYYY)<br><b>1/29/2015</b>   | 3. Issuer Name <b>and</b> Ticker or Trading Symbol<br><br><b>VINCE HOLDING CORP. [VNCE]</b>  |
| (Last) (First) (Middle)<br><br><b>C/O VINCE HOLDING<br/>CORP., 500 5TH AVENUE ?<br/>20TH FLOOR</b> | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input type="checkbox"/> Director <span style="margin-left: 150px;"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span><br><b>See Remarks /</b> |  |
| (Street)<br><br><b>NEW YORK, NY 10110</b><br><br>(City) (State) (Zip)                              | 5. If Amendment, Date Original Filed (MM/DD/YYYY)  | 6. Individual or Joint/Group Filing (Check Applicable Line)<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 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) |
|---------------------------------|---|--|---|
|                                 |   |  |   |

### 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 |  |   |   |
| <b>Employee Stock Option (right to buy)</b> | <b>(1)</b>   | <b>1/1/2025</b> | <b>Common Stock</b>   | <b>66655</b>               | <b>\$26.14</b>   | <b>D</b>  |   |

**Explanation of Responses:**

- (1) The options were granted on January 1, 2015 pursuant to the Vince 2013 Omnibus Incentive Plan. Such options shall vest over the course of three years, with 33.3% of the options granted to the Reporting Person vesting on each of the first, second and third anniversaries of the grant date, in each case subject to the Reporting Person's continued employment with Vince Holding Corp. through each such vesting date. On January 29, 2015, the Reporting Person was designated as an officer subject to Section 16 of the Securities Exchange Act of 1934, as amended, by the Board of Directors of Vince Holding Corp.

**Remarks:**

Senior Vice President, Human Resources

Exhibit List:

Exhibit 24 - Power of Attorney

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| <b>Wallace Melissa<br/>C/O VINCE HOLDING CORP.<br/>500 5TH AVENUE ? 20TH FLOOR<br/><br/>NEW YORK, NY 10110</b> |               |           | <b>See Remarks</b> |       |

**Signatures**

/s/ Jay L. Dubiner, by Power of Attorney

1/29/2015

\*\* 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 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.

January 29, 2015

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Lisa Klinger and Jay Dubiner, 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 Vince Holding Corp., a Delaware corporation (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.

[The 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.

/s/ Melissa Wallace

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Print Name: Melissa Wallace

Section 16 Power of Attorney Signature Page