

VINCE HOLDING CORP.

FORM 8-K

(Current report filing)

Filed 06/26/14 for the Period Ending 06/23/14

Address	1441 BROADWAY 6TH FLOOR NEW YORK, NY 10018
Telephone	212-515-2600
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): June 26, 2014 (June 23, 2014)

VINCE 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)

(212) 515-2600
(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 8.01 Other Events.

On June 23, 2014, Vince Holding Corp. (the “Company”) issued a press release announcing the launch of a public secondary offering of shares of its common stock by certain selling stockholders. On June 25, 2014, the Company issued a press release announcing the pricing of this public secondary offering, at a public offering price of \$34.50 per share. The offering consists of 4,326,308 shares (increased from 3,550,373 shares) of common stock. In addition, the underwriters have a 30-day option to purchase up to an additional 648,946 shares (increased from 532,555 shares) of common stock from the selling stockholders. The Company will not receive any proceeds from the sale of the common stock by the selling stockholders.

Copies of these press releases are attached hereto as Exhibit 99.1 and Exhibit 99.2 to this Current Report, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press release of the Company dated June 23, 2014
99.2	Press release of the Company dated June 25, 2014

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 and Secretary

Date: June 26, 2014

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99.1	Press release of the Company dated June 23, 2014
99.2	Press release of the Company dated June 25, 2014

VINCE.

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

FOR IMMEDIATE RELEASE

lklinger@vince.com

Vince Holding Corp. Announces Launch of Secondary Public Offering

NEW YORK, New York – June 23, 2014 – Vince Holding Corp. (NYSE: VNCE), a leading contemporary fashion brand (the “Company”), today announced the launch of a secondary public offering of 3,550,373 shares of common stock. The shares being offered are being sold by certain selling stockholders, including affiliates of Sun Capital Partners, Inc., the Company’s majority stockholders. In addition, the underwriters have a 30-day option to purchase up to an additional 532,555 shares of common stock from the selling stockholders. The Company will not receive any proceeds from this offering.

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

A registration statement relating to this offering has been filed with the Securities and Exchange Commission, but has not yet been declared effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. The offering of these securities will be made only by means of a prospectus, copies of which may be obtained from the offices of either: BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attn: Prospectus Department, by emailing dg.prospectus_requests@baml.com; or Robert W. Baird & Co. Incorporated, Attention: Syndicate Department, 777 E. Wisconsin Avenue, Milwaukee, WI 53202, by emailing syndicate@rwbaird.com or by calling (800) 792-2473.

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 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.

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 in the “Risk Factors” and elsewhere in the Company’s registration statement on Form S-1 (File No. 333-196766) filed with the Securities and Exchange Commission and in the Company’s other filings with the Securities and Exchange Commission. 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.

VINCE.

FOR IMMEDIATE RELEASE

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

klinger@vince.com

Vince Holding Corp. Announces Pricing of Secondary Public Offering

NEW YORK, New York – June 25, 2014 – Vince Holding Corp. (NYSE: VNCE), a leading contemporary fashion brand (the “Company”), today announced the pricing of a secondary public offering of 4,326,308 shares (increased from 3,550,373 shares) of common stock at a public offering price of \$34.50 per share. The shares being offered are being sold by certain selling stockholders, including affiliates of Sun Capital Partners, Inc., the Company’s majority stockholders. In addition, the underwriters have a 30-day option to purchase up to an additional 648,946 shares (increased from 532,555 shares) of common stock from the selling stockholders. The offering is expected to close on or around July 1, 2014. The Company will not receive any proceeds from this offering.

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

A registration statement relating to this offering was declared effective by the Securities and Exchange Commission on June 25, 2014. The offering of these securities will be made only by means of a prospectus, copies of which may be obtained from the offices of either: BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attn: Prospectus Department, by emailing dg.prospectus_requests@baml.com; or Robert W. Baird & Co. Incorporated, Attention: Syndicate Department, 777 E. Wisconsin Avenue, Milwaukee, WI 53202, by emailing syndicate@rwbaird.com or by calling (800) 792-2473.

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 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 2,350 stores across 47 countries and operates 24 full-price retail locations, six 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 in the “Risk Factors” and elsewhere in the Company’s registration statement on Form S-1 (File No. 333-196766) filed with the Securities and Exchange Commission and in the Company’s other filings with the Securities and Exchange Commission. 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/>).