

VINCE HOLDING CORP.

Reported by
GREGERSEN KARIN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/27/13 for the Period Ending 11/27/13

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|-------------|--|
| 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 |

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 * Gregersen Karin (Last) (First) (Middle) C/O VINCE HOLDING CORP., 1441 BROADWAY - 6TH FLOOR (Street) NEW YORK, NY 10018 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol VINCE HOLDING CORP. [VNCE] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/27/2013</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | | | | | | | | |
| 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 |
| Employee Stock Option (right to buy) | \$6.64 | 11/27/2013 | | A (1) | | 170372 | | (1) | 6/10/2023 | Common stock | 170372 | (1) | 170372 (2) | D | |

Explanation of Responses:

- (1) The reported transaction involved the assumption of outstanding options that were granted by Kellwood Company pursuant to the 2010 Stock Option Plan of Kellwood Company on June 10, 2013. Vince Holding Corp. (the "Company") assumed Kellwood Company's obligations with respect to such options on November 21, 2013; provided that such options did not become exercisable until the consummation of the Company's initial public offering on November 27, 2013. The board of directors of the Company approved such assumption on November 21, 2013 in accordance with Rule 16d-3(d) as promulgated under the Securities Exchange Act of 1934 (as amended). The options provide for vesting 20% each year on the anniversary of the grant date, beginning on the first anniversary of the grant date so long as the Reporting Person remains employed with the Company. On November 26, 2013, the Company amended the related grant agreement to eliminate restrictions on the exercisability of such options as they vest.
- (2) Pursuant to the Amended and Restated Certificate of Incorporation of the Company 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, was converted into 28.5177 shares of common stock, par value \$0.01 per share (the "Stock Split"). The options and the related exercise price have been adjusted to give effect to the assumption discussed in Footnote 1 and the Stock Split.

Remarks:

President and Chief Creative Officer

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gregersen Karin C/O VINCE HOLDING CORP. 1441 BROADWAY - 6TH FLOOR NEW YORK, NY 10018 | | | See Remarks | |

Signatures/s/ Jay Dubiner, by power of attorney11/27/2013

** 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 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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