

**VINCE HOLDING CORP.**  
Reported by  
**SUN CAPITAL ADVISORS V, L.P.**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 04/02/15 for the Period Ending 03/31/15

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  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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

<b>1. Name and Address of Reporting Person *</b>  <b>SUN CAPITAL PARTNERS V LP</b>  (Last) (First) (Middle)  <b>C/O SUN CAPITAL PARTNERS, INC., 5200 TOWN CIRCLE CENTER, SUITE 600</b>  (Street)  <b>BOCA RATON, FL 33486</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>VINCE HOLDING CORP. [ VNCE ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right;"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/31/2015</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (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	3/31/2015		P		50000 <small>(1)</small>	A	\$18.4255	15377672 <sup>(2)</sup>	I	See Footnotes <small>(1) (2)</small>
Common Stock, par value \$0.01	4/1/2015		P		34041 <small>(1)</small>	A	\$18.389	15411713 <sup>(2)</sup>	I	See Footnotes <small>(1) (2)</small>
Common Stock, par value \$0.01	4/2/2015		P		30000 <small>(1)</small>	A	\$18.9668	15441713 <sup>(2)</sup>	I	See Footnotes <small>(1) (2)</small>

**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				

**Explanation of Responses:**

- (1) Represents common stock owned of record by SK Financial Services, LLC ("SK Financial"), which is jointly owned by Sun Capital Partners V, L.P. ("SCP V"), Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). The Form 4 for SCSF Offshore and SCSF LP is filed separately. Sun Capital Partners V, Ltd. is the general partner of Sun Capital Advisors V, L.P., which is the general partner of SCP V.
- (2) 15,037,793 of the reported shares are owned of record by Sun Cardinal, LLC ("Sun Cardinal"). SCP V owns all of the ownership interests in Sun Cardinal. The remaining reported shares are owned of record by SK Financial. As a result and for the reasons described in footnote 1 above, each of SCP V, Sun Capital Partners V, Ltd. and Sun Capital Advisors V, L.P. (collectively, the "Indirect Sun Owners") may be deemed to have indirect beneficial ownership of the securities owned of record by Sun Cardinal and 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 PARTNERS V LP C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
SUN CAPITAL PARTNERS V, LTD. C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
Sun Capital Advisors V, L.P. C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		

**Signatures**

/s/ Todd Buchman, by power of attorney for Sun Capital Partners V, L.P.

4/2/2015

\*\* Signature of Reporting Person

Date

/s/ Todd Buchman, by power of attorney for Sun Capital Advisors V, L.P.

4/2/2015

\*\* Signature of Reporting Person

Date

/s/ Todd Buchman, by power of attorney for Sun Capital Partners V, Ltd.

4/2/2015

\*\* 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.

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.