VINCE HOLDING CORP.

FORM 10-Q
(Quarterly Report)

Filed 12/12/14 for the Period Ending 11/01/14

Address	500 FIFTH AVENUE 20TH FLOOR NEW YORK, NY 10110
Telephone	212-515-2600
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Symbol	VNCE
SIC Code	5600 - Retail-Apparel & Accessory Stores
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended November 1, 2014

Or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-36212

VINCE HOLDING CORP.
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**75-3264870** **(I.R.S. Employer Identification No.)**

500 5th Avenue—20th Floor
New York, New York 10110
(Address of principal executive offices) (Zip code)

(212) 515-2600
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☐	Accelerated Filer	☐
Non-Accelerated Filer	☒	Smaller Reporting Company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Common Stock	Outstanding at December 8, 2014
Common Stock, $0.01 par value per share	36,748,245 shares

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VINCE HOLDING CORP. AND SUBSIDIARIES

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DISCLOSURES REGARDING FORWARD-LOOKING STATEMENTS

This report on Form 10-Q, 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 to 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 from time to time in our Securities and Exchange Commission filings, including those described in this report on Form 10-Q and our 2013 annual report on Form 10-K filed with the Securities and Exchange Commission on April 4, 2014 (our “2013 Annual Report on Form 10-K”) under “Item 1A—Risk Factors.” We intend these forward-looking statements to speak only as of the time of this report on Form 10-Q and do not undertake to update or revise them as more information becomes available.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

VINCE HOLDING CORP. AND SUBSIDIARIES

Condensed Consolidated Balance Sheets
(in thousands, except share and per share data, unaudited)

	November 1, 2014	February 1, 2014
Assets		
Current assets:		
Cash and cash equivalents	$ 34	$ 21,484
Trade receivables, net	38,092	40,198
Inventories, net	52,725	33,956
Prepaid expenses and other current assets	7,292	8,093
Total current assets	98,143	103,731
Property, plant and equipment, net	25,418	13,615
Intangible assets, net	109,794	110,243
Goodwill	63,746	63,746
Deferred income taxes and other assets	107,140	123,007
Total assets	$ 404,241	$ 414,342
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 28,142	$ 23,847
Accrued salaries and employee benefits	5,901	5,425
Other accrued expenses	7,812	9,061
Total current liabilities	41,855	38,333
Long-term debt	122,500	170,000
Deferred income taxes and other	10,307	3,443
Other liabilities	168,924	169,015
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Common stock at $0.01 par value (100,000,000 shares authorized, 36,728,969 and 36,723,727 shares issued and outstanding at November 1, 2014 and February 1, 2014, respectively)	367	367
Additional paid-in capital	1,010,457	1,008,549
Accumulated deficit	(950,104)	(975,300)
Accumulated other comprehensive loss	(65)	(65)
Stockholders' equity	60,655	33,551
Total liabilities and stockholders' equity	$ 404,241	$ 414,342

See notes to unaudited condensed consolidated financial statements.

VINCE HOLDING CORP. AND SUBSIDIARIES

Condensed Consolidated Statements of Operations
(in thousands, except share and per share data, unaudited)

	Three Months Ended		Nine Months Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
Net sales	$ 102,947	$ 85,755	$ 245,725	$ 200,412
Cost of products sold	52,299	44,032	124,652	107,538
Gross profit	50,648	41,723	121,073	92,874
Selling, general and administrative expenses	25,818	24,185	71,092	58,451
Income from operations	24,830	17,538	49,981	34,423
Interest expense, net	2,235	—	7,570	15,883
Other expense, net	72	125	557	637
Income before income taxes	22,523	17,413	41,854	17,903
Provision for income taxes	9,212	945	16,658	2,819
Net income from continuing operations	13,311	16,468	25,196	15,084
Net loss from discontinued operations, net of taxes	—	(18,827)	—	(43,086)
Net income (loss)	$ 13,311	$ (2,359)	$ 25,196	$ (28,002)
Basic earnings (loss) per share:				
Basic earnings (loss) per share from continuing operations	$ 0.36	$ 0.63	$ 0.69	$ 0.58
Basic loss per share from discontinued operations	—	(0.72)	—	(1.65)
Basic earnings (loss) per share	$ 0.36	$ (0.09)	$ 0.69	$ (1.07)
Diluted earnings (loss) per share:				
Diluted earnings (loss) per share from continuing operations	$ 0.35	$ 0.62	$ 0.66	$ 0.57
Diluted loss per share from discontinued operations	—	(0.71)	—	(1.63)
Diluted earnings (loss) per share	$ 0.35	$ (0.09)	$ 0.66	$ (1.06)
Weighted average shares outstanding:				
Basic	36,728,969	26,228,605	36,726,338	26,216,955
Diluted	38,303,603	26,677,773	38,243,368	26,413,307

See notes to unaudited condensed consolidated financial statements.

VINCE HOLDING CORP. AND SUBSIDIARIES

Condensed Consolidated Statements of Comprehensive Income (Loss)
(in thousands, unaudited)

	Three Months Ended		Nine Months Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
Net income (loss)	$ 13,311	$ (2,359)	$ 25,196	$ (28,002)
Foreign currency translation adjustment	—	43	—	1
Comprehensive income (loss)	$ 13,311	$ (2,316)	$ 25,196	$ (28,001)

See notes to unaudited condensed consolidated financial statements.

VINCE HOLDING CORP. AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows
(in thousands, unaudited)

	Nine Months Ended	
	November 1, 2014	November 2, 2013
Operating activities		
Net income (loss)	$ 25,196	$ (28,002)
Less: Net loss from discontinued operations	—	(43,086)
Add (deduct) items not affecting operating cash flows:		
Depreciation	3,111	1,396
Amortization of intangible assets	449	449
Amortization of deferred financing costs	912	—
Amortization of deferred rent	2,182	263
Deferred income taxes	15,695	2,795
Share-based compensation expense	1,250	—
Capitalized PIK Interest	—	15,883
Loss on disposal of property, plant and equipment	—	262
Changes in assets and liabilities:		
Receivable, net	2,106	(6,433)
Inventories, net	(18,769)	(17,331)
Prepaid expenses and other current assets	4,825	(648)
Accounts payable and accrued expenses	3,521	3,289
Other assets and liabilities	958	124
Net cash provided by operating activities—continuing operations	41,436	15,133
Net cash used in operating activities—discontinued operations	—	(56,863)
Net cash provided by/(used in) operating activities	41,436	(41,730)
Investing activities		
Payments for capital expenditures	(15,306)	(7,431)
Net cash used in investing activities—continuing operations	(15,306)	(7,431)
Net cash provided by investing activities—discontinued operations	—	1,506
Net cash used in investing activities	(15,306)	(5,925)
Financing activities		
Proceeds from borrowings under the Revolving Credit Facility	22,600	—
Payments for Revolving Credit Facility	(2,100)	—
Payments for Term Loan Facility	(68,000)	—
Fees paid for Term Loan Facility and Revolving Credit Facility	(114)	—
Stock option exercise	34	32
Net cash (used in)/provided by financing activities—continuing operations	(47,580)	32
Net cash provided by financing activities—discontinued operations	—	47,450
Net cash (used in)/provided by financing activities	(47,580)	47,482
Decrease in cash and cash equivalents	(21,450)	(173)
Cash and cash equivalents, beginning of period	21,484	1,881
Cash and cash equivalents, end of period	34	1,708
Less: Cash and cash equivalents of discontinued operations, end of period	—	(1,404)
Cash and cash equivalents of continuing operations, end of period	$ 34	$ 304

See notes to unaudited condensed consolidated financial statements.

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VINCE HOLDING CORP. AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows
(in thousands, unaudited)

	Nine Months Ended	
	November 1, 2014	November 2, 2013
Supplemental Disclosures of Cash Flow Information, continuing operations		
Cash payments for interest	$ 6,966	$ —
Cash payments for income taxes, net of refunds	65	31
Supplemental Disclosures of Cash Flow Information, discontinued operations		
Cash payments for interest	—	20,644
Cash payments for income taxes, net of refunds	—	536
Supplemental Disclosures of Non-Cash Investing and Financing Activities		
Capital expenditures in accounts payable	223	514
Forgiveness of principal and capitalized and accrued interest on related-party debt	—	(407,527)
Capital contribution from stockholder	—	407,527

See notes to unaudited condensed consolidated financial statements.

VINCE HOLDING CORP. AND SUBSIDIARIES

Notes to the Unaudited Condensed Consolidated Financial Statements
(in thousands except share and per share data)

Note 1. Description of Business and Basis of Presentation

On November 27, 2013, Vince Holding Corp. ("VHC"), previously known as Apparel Holding Corp., closed an initial public offering of its common stock and completed a series of restructuring transactions through which (i) Kellwood Holding, LLC acquired the non-Vince businesses, which include Kellwood Company, LLC, from the Company and (ii) the Company continues to own and operate the Vince business, which includes Vince, LLC.

The historical financial information presented herein as of November 1, 2014 includes only the Vince business and all historical financial information prior to November 27, 2013 includes the Vince business as continuing operations and the non-Vince businesses as a component of discontinued operations.

(A) Description of Business: Vince is a leading contemporary fashion brand best known for effortless style and timeless sophistication with a focus on clean, modern silhouettes and luxe details. Established in 2002, the brand now offers a wide range of women's, men's and children's apparel, women's and men's footwear, and handbags. We reach our customers through a variety of channels, specifically through premier wholesale department stores and specialty stores in the United States ("U.S.") and select international markets, as well as through our branded retail locations and our website. We design our products in the U.S. and source the vast majority of our products from contract manufacturers outside the U.S., primarily in Asia and South America. Products are manufactured to meet our product specifications and labor standards.

(B) Basis of Presentation : The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. Therefore, these financial statements should be read in conjunction with VHC's audited financial statements for the fiscal year ended February 1, 2014, as set forth in the 2013 Annual Report on Form 10-K.

The condensed consolidated financial statements include our accounts and the accounts of our wholly-owned subsidiaries as of November 1, 2014. All intercompany accounts and transactions have been eliminated. The amounts and disclosures included in the notes to the condensed consolidated financial statements, unless otherwise indicated, are presented on a continuing operations basis. In the opinion of management, the financial statements contain all adjustments (consisting solely of normal recurring adjustments) and disclosures necessary to make the information presented therein not misleading. The results of operations for these periods are not necessarily comparable to, or indicative of, results of any other interim period or the fiscal year as a whole. As used in this report, unless the context requires otherwise, "our," "us," "we" and the "Company" refer to VHC and its consolidated subsidiaries.

Certain reclassifications have been made to the prior periods' financial information in order to conform to the current period's presentation. The reclassifications had no impact on previously reported net income or stockholders' equity.

Note 2. The IPO and Restructuring Transactions

Initial Public Offering

On November 27, 2013, VHC completed an initial public offering (the "IPO") of 10,000,000 shares of VHC common stock at a public offering price of $20.00 per share. The selling stockholders in the offering sold an additional 1,500,000 shares of VHC common stock to the underwriters in the initial public offering. Shares of the Company's common stock are listed on the New York Stock Exchange under the ticker symbol "VNCE". VHC received net proceeds of $177,000, after deducting underwriting discounts, commissions and estimated offering expenses from its sale of shares in the IPO. The Company retained approximately $5,000 of such proceeds for general corporate purposes and used the remaining net proceeds, together with net borrowings under our new term loan facility to repay a promissory note (the "Kellwood Note Receivable") issued to Kellwood Company, LLC in connection with the restructuring transactions which occurred immediately prior to the consummation of the IPO (the "Restructuring Transactions"). Proceeds from the repayment of the Kellwood Note Receivable were used to repay or discharge certain existing debt of Kellwood Company.

In connection with the IPO noted above and the Restructuring Transactions described below, we separated the Vince and non-Vince businesses on November 27, 2013. Any and all Kellwood debt obligations outstanding at the time of the transactions either remain with Kellwood Intermediate Holding, LLC and its subsidiaries (i.e. the non-Vince businesses) and/or were discharged, repurchased or refinanced. See information below for a summary of the Company's new revolving credit facility and term loan facility.

Stock Split

In connection with the IPO, VHC's board of directors approved the conversion of all non-voting common stock into voting common stock on a one-for-one basis, and a 28.5177-for-one split of its common stock. Accordingly, all references to share and per share information in all periods presented have been adjusted to reflect the stock split. Furthermore, in connection with the Restructuring Transactions, the par value per share of common stock was changed to $0.01 per share.

Restructuring Transactions

The following transactions were consummated as part of the Restructuring Transactions:

- Affiliates of Sun Capital Partners, Inc. ("Sun Capital") contributed certain indebtedness under the Sun Term Loan Agreements as a capital contribution to Vince Holding Corp. (the "Additional Sun Capital Contribution");
- Vince Holding Corp. contributed such indebtedness to Kellwood Company as a capital contribution, at which time such indebtedness was cancelled;
- Vince Intermediate Holding, LLC was formed and became a direct subsidiary of Vince Holding Corp.;
- Kellwood Company, LLC (which was converted from Kellwood Company in connection with the Restructuring Transactions) was contributed to Vince Intermediate Holding, LLC;
- Vince Holding Corp. and Vince Intermediate Holding, LLC entered into the transfer agreement with Kellwood Company, LLC;
- Kellwood Company, LLC distributed 100% of Vince, LLC's membership interests to Vince Intermediate Holding, LLC, who issued the Kellwood Note Receivable to Kellwood Company, LLC. Proceeds from the repayment of the Kellwood Note Receivable were used to, among other things, repay, discharge or repurchase indebtedness of Kellwood Company, LLC;
- Kellwood Holding, LLC was formed by Vince Intermediate Holding, LLC and Vince Intermediate Holding, LLC, through a series of steps, contributed 100% of the membership interests of Kellwood Company, LLC to Kellwood Intermediate Holding, LLC (which was formed as a wholly-owned subsidiary of Kellwood Holding, LLC);

- 100% of the membership interests of Kellwood Holding, LLC were distributed to the Pre-IPO Stockholders (as defined below);
- Revolving Credit Facility—Vince, LLC entered into a new senior secured revolving credit facility (the "Revolving Credit Facility"). Bank of America, N.A. ("BofA") serves as administrative agent under the Revolving Credit Facility. This Revolving Credit Facility provides for a revolving line of credit of up to $50,000;
- Term Loan Facility—Vince, LLC and Vince Intermediate Holding, LLC entered into a new $175,000 senior secured term loan credit facility with the lenders party thereto, BofA, as administrative agent, J.P. Morgan Chase Bank and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as joint lead arrangers ("Term Loan Facility");
- Shared Services Agreement—Vince, LLC entered into a shared services agreement (the "Shared Services Agreement") with Kellwood Company, LLC pursuant to which Kellwood Company, LLC provides support services to Vince, LLC in various operational areas including, among other things, distribution, logistics, information technology, accounts payable, credit and collections, and payroll and benefits;
- Tax Receivable Agreement—The Company entered into a tax receivable agreement (the "Tax Receivable Agreement") with its stockholders immediately prior to the consummation of the Restructuring Transactions (the "Pre-IPO Stockholders"). The Tax Receivable Agreement provides for payments to the Pre-IPO Stockholders in an amount equal to 85% of the aggregate reduction in taxes payable realized by the Company and its subsidiaries from the utilization of certain tax benefits (including net operating losses and tax credits generated prior to the IPO and certain section 197 intangible deductions); and
- the conversion of all of our issued and outstanding non-voting common stock into common stock on a one-for-one basis and the subsequent stock split of our common stock on a 28.5177-for-one basis, at which time Apparel Holding Corp. became Vince Holding Corp.

As a result of the IPO and Restructuring Transactions, the non-Vince businesses were separated from the Vince business, and the Pre-IPO Stockholders (through their ownership of Kellwood Holding, LLC) retained the full ownership and control of the non-Vince businesses. The Vince business is now the sole operating business of Vince Holding Corp..

Immediately after the consummation of the IPO and as described below, Vince Holding Corp. contributed the net proceeds from the IPO to Vince Intermediate Holding, LLC. Vince Intermediate Holding, LLC used such proceeds, less approximately $5,000 retained for general corporate purposes, and approximately $169,500 of net borrowings under its Term Loan Facility to immediately repay the Kellwood Note Receivable. There was no outstanding balance on the Kellwood Note Receivable after giving effect to such repayment. Proceeds from the repayment of the Kellwood Note Receivable were used to (i) repay, discharge or repurchase indebtedness of Kellwood Company, LLC in connection with the closing of the IPO (including approximately $9,100 of accrued and unpaid interest on such indebtedness), and (ii) pay (A) the restructuring fee payable to Sun Capital Management and (B) the debt recovery bonus payable to our Chief Executive Officer, all after giving effect to the Additional Sun Capital Contribution. The Kellwood Note Receivable did not include amounts outstanding under Kellwood's revolving credit facility, which was refinanced in connection with consummation of the IPO. Kellwood Company, LLC refinanced the Wells Fargo Facility in connection with the consummation of the IPO. Neither Vince Holding Corp. nor Vince, LLC guarantee or are a borrower party to the refinanced credit facility.

Kellwood Company, LLC used the proceeds from the repayment of the Kellwood Note Receivable to, after giving effect to the Additional Sun Capital Contribution, (i) repay, at closing, all indebtedness outstanding under (A) the Cerberus Term Loan and (B) the Sun Term Loan Agreements, (ii) redeem at par all of its outstanding 12.875% Second-Priority Senior Secured Payment-In-Kind Notes due 2014 (the "12.875% Notes"), pursuant to an unconditional redemption notice issued at the closing of the IPO, plus, with respect to clauses (i) and (ii), fees, expenses and accrued and unpaid interest thereon, (iii) pay a restructuring fee equal to $3,300 to Sun Capital Partners Management pursuant to a management services agreement, and (iv) pay a debt recovery bonus to our Chief Executive Officer.

In addition, Kellwood Company conducted a tender offer for all of its outstanding 7.625% 1997 Debentures due 2017 (the "7.625% Notes"), at par plus accrued and unpaid interest thereon, using proceeds from the repayment of the Kellwood Note Receivable. On November 27, 2013, in connection with the closing of the IPO and as an early settlement of the tender offer, Kellwood Company, LLC accepted for purchase (and cancelled) approximately $33,474 in aggregate principal amount of the 7.625% Notes. On December 12, 2013, as part of the final settlement of the tender offer, Kellwood Company, LLC accepted for purchase (and cancelled) an additional $4,670 in aggregate principal amount of the 7.625% Notes. After giving effect to these settlements, approximately $48,808 of the 7.625% Notes remain issued and outstanding; provided, that neither VHC, nor Vince Intermediate Holding, LLC nor Vince, LLC are a guarantor or obligor of such notes.

After completion of these various transactions (including the Additional Sun Capital Contribution) and payments and application of the net proceeds from the repayment of the Kellwood Note Receivable, Vince, LLC’s obligations under the Wells Fargo Facility, the Cerberus Term Loan, the Sun Term Loan Agreements and the 12.875% Notes were terminated or discharged. Neither VHC, nor Vince Intermediate Holding, LLC nor Vince, LLC is a guarantor or obligor of the 7.625% Notes or the refinanced Wells Fargo Facility. Thereafter, VHC is not responsible for the obligations described above and the only outstanding obligations of Vince Holding Corp. and its subsidiaries immediately after the consummation of the IPO is $175,000 outstanding under our new Term Loan Facility.

Note 3. Secondary Offering of Common Stock

In July 2014, certain selling stockholders of VHC, including affiliates of Sun Capital (the “Selling Stockholders”), sold 4,975,254 shares of VHC’s common stock at a public offering price of $34.50 per share in a secondary public offering (the “Secondary Offering”). The total shares sold include 648,946 shares sold by the Selling Stockholders pursuant to the exercise by the underwriters of their option to purchase additional shares. The Company did not receive any proceeds from the Secondary Offering. Immediately following the Secondary Offering, affiliates of Sun Capital beneficially owned 54.6% of VHC’s issued and outstanding common stock. The Company incurred approximately $571 of expenses in connection with the Secondary Offering during the nine months ended November 1, 2014.

Note 4. Discontinued Operations

On November 27, 2013, in connection with the IPO and Restructuring Transactions, we separated the Vince and non-Vince businesses whereby the non-Vince business is now owned by Kellwood Holding, LLC, which is controlled by affiliates of Sun Capital. In connection with the Restructuring Transactions, the Company issued the Kellwood Note Receivable to Kellwood Company, LLC, in the amount of $341,500, which was immediately repaid with proceeds from the IPO and new Term Loan Facility. There was no remaining balance on the Kellwood Note Receivable after such repayment. Proceeds from the repayment of the Kellwood Note Receivable were used by Kellwood to (i) repay, discharge or repurchase indebtedness of Kellwood Company, LLC (including approximately $9,100 of accrued and unpaid interest on such indebtedness), and (ii) pay (A) the restructuring fee payable to Sun Capital Management and (B) the debt recovery bonus payable to our Chief Executive Officer.

As the Company and Kellwood Holding, LLC were under the common control of affiliates of Sun Capital, this separation transaction resulted in a $73,081 adjustment to additional paid-in capital on our condensed consolidated balance sheet at February 1, 2014.

As a result of the separation with the non-Vince businesses, the financial results of the non-Vince businesses through the separation date of November 27, 2013, are now included in results from discontinued operations, including the three and nine months ended November 2, 2013. The non-Vince businesses continue to operate as a stand-alone company. Due to differences in the basis of presentation for discontinued operations and the basis of presentation as a stand-alone company, the financial results of the non-Vince businesses included within discontinued operations of the Company may not be indicative of actual financial results of the non-Vince businesses as a stand-alone company.

On November 27, 2013, we entered into a Shared Services Agreement with Kellwood pursuant to which Kellwood provides support services in various operational areas as further discussed in Note 15. Other than the payments for services provided under this agreement, we do not expect any future cash flows related to the non-Vince business.

The separation of the non-Vince businesses was completed on November 27, 2013. Accordingly, there are no results from discontinued operations reflected on the condensed consolidated statement of operations for the three and nine months ended November 1, 2014. The results of the non-Vince businesses included in discontinued operations for the three and nine months ended November 2, 2013 are summarized in the following table (in thousands).

	Three Months Ended November 2, 2013	Nine Months Ended November 2, 2013
Net sales	$ 128,254	$ 378,660
Cost of products sold	101,411	295,693
Gross profit	26,843	82,967
Selling, general and administrative expenses	29,313	91,349
Restructuring, environmental and other charges	124	1,459
Impairment of long-lived assets (excluding goodwill)	933	1,367
Change in fair value of contingent consideration	—	(54)
Interest expense, net	14,760	42,550
Other expense, net	469	420
Loss before income taxes	(18,756)	(54,124)
Income taxes	71	(11,038)
Net loss from discontinued operations, net of taxes	$ (18,827)	$ (43,086)
Effective tax rate	0.4%	20.4%

The effective tax rate for the three months ended November 2, 2013 differs from the U.S. statutory rate of 35% primarily due to additional valuation allowance. The effective tax rate for the nine months ended November 2, 2013 differs from the U.S. statutory rate of 35% primarily due to a release of valuation allowance. The release in valuation allowance is primarily due to the allocation of the disallowed tax loss on the sale of the Baby Phat trademark to intangible assets with indefinite lives resulting in fewer deferred tax liabilities that cannot be offset against deferred tax assets for valuation allowance purposes.

At November 1, 2014 and February 1, 2014, there are no remaining assets or liabilities of the non-Vince businesses reflected in the condensed consolidated balance sheet.

Note 5. Goodwill and Intangible Assets

Goodwill balances and changes therein subsequent to the February 1, 2014 condensed consolidated balance sheet are as follows (in thousands):

	Gross Goodwill	Accumulated Impairment	Net Goodwill
Balance as of February 1, 2014	$ 110,688	$ (46,942)	$ 63,746
Balance as of November 1, 2014	$ 110,688	$ (46,942)	$ 63,746

Identifiable intangible assets summary (in thousands):

	Gross Amount	Accumulated Amortization	Net Book Value
Balance as of February 1, 2014:			
Amortizable intangible assets:			
Customer relationships	$ 11,970	$ (3,577)	$ 8,393
Indefinite-lived intangible assets:			
Trademarks	101,850	—	101,850
Total intangible assets	$ 113,820	$ (3,577)	$110,243

	Gross Amount	Accumulated Amortization	Net Book Value
Balance as of November 1, 2014			
Amortizable intangible assets:			
Customer relationships	$ 11,970	$ (4,026)	$ 7,944
Indefinite-lived intangible assets:			
Trademarks	101,850	—	101,850
Total intangible assets	$ 113,820	$ (4,026)	$109,794

Amortization of identifiable intangible assets for continuing operations was $150 and $149 for the three months ended November 1, 2014 and the three months ended November 2, 2013, respectively, and $449 in both the nine months ended November 1, 2014 and the nine months ended November 2, 2013. The estimated amortization expense for identifiable intangible assets is expected to be $598 for each fiscal year for the next five fiscal years.

Note 6. Fair Value

Accounting Standards Codification ("ASC") Subtopic 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This guidance outlines a valuation framework, creates a fair value hierarchy to increase the consistency and comparability of fair value measurements, and details the disclosures that are required for items measured at fair value. Financial assets and liabilities are to be measured using inputs from three levels of the fair value hierarchy as follows:

Level 1 — quoted market prices in active markets for identical assets or liabilities

Level 2 — observable market-based inputs (quoted prices for similar assets and liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active) or inputs that are corroborated by observable market data

Level 3 — significant unobservable inputs that reflect our assumptions and are not substantially supported by market data

The Company did not have any non-financial assets or non-financial liabilities recognized at fair value on a recurring basis at November 1, 2014 or February 1, 2014. At November 1, 2014 and February 1, 2014, the Company believes that the carrying value of cash and cash equivalents, receivables and accounts payable approximates fair value, due to the short maturity of these items. As the Company's debt obligations as of November 1, 2014 are at variable rates, there is no significant difference between the fair value and carrying value of the Company's outstanding debt.

The Company's non-financial assets, which primarily consist of goodwill, intangible assets, and property and equipment, are not required to be measured at fair value on a recurring basis and are reported at their carrying value. However, on a periodic basis whenever events or changes in circumstances indicate that their carrying value may not be fully recoverable (and at least annually for goodwill and intangible assets), non-financial assets are assessed for impairment, and if applicable, written down to (and recorded at) fair value.

Note 7. Financing Arrangements

Revolving Credit Facility

On November 27, 2013, Vince, LLC entered into the Revolving Credit Facility in connection with the closing of the IPO and Restructuring Transactions. BofA serves as administrative agent for this facility. The Revolving Credit Facility provides for a revolving line of credit of up to $50,000 and matures on November 27, 2018. The Revolving Credit Facility also provides for a letter of credit sublimit of $25,000 (plus any increase in aggregate commitments) and for an increase in aggregate commitments of up to $20,000. Vince, LLC is the borrower and VHC and Vince Intermediate Holding, LLC ("Vince Intermediate") are the guarantors under the new Revolving Credit Facility. Interest is payable on the loans under the Revolving Credit Facility, at either the LIBOR or the Base Rate, in each case, with applicable margins subject to a pricing grid based on an excess availability calculation. The “Base Rate” means, for any day, a fluctuating rate per annum equal to the highest of (i) the rate of interest in effect for such day as publicly announced from time to time by BofA as its prime rate; (ii) the Federal Funds Rate for such day, plus 0.50%; and (iii) the LIBOR Rate for a one month interest period as determined on such day, plus 1.0%. During the continuance of an event of default and at the election of the required lender, interest will accrue at a rate of 2% in excess of the applicable non-default rate.

The Revolving Credit Facility contains a requirement that, at any point when “Excess Availability” is less than the greater of (i) 15% percent of the loan cap or (ii) $7,500, and continuing until Excess Availability exceeds the greater of such amounts for 30 consecutive days, during which time, Vince must maintain a consolidated EBITDA (as defined in the Revolving Credit Facility) equal to or greater than $20,000. We have not been subject to this maintenance requirement since Excess Availability has been greater than the required minimum.

The Revolving Credit Facility contains representations and warranties, other covenants and events of default that are customary for this type of financing, including limitations on the incurrence of additional indebtedness, liens, negative pledges, guarantees, investments, loans, asset sales, mergers, acquisitions, prepayment of other debt, the repurchase of capital stock, transactions with affiliates, and the ability to change the nature of its business or its fiscal year. The Revolving Credit Facility generally permits dividends in the absence of any event of default (including any event of default arising from the contemplated dividend), so long as (i) after giving pro forma effect to the contemplated dividend, for the following six months Excess Availability will be at least the greater of 20% of the aggregate lending commitments and $7,500 and (ii) after giving pro forma effect to the contemplated dividend, the “Consolidated Fixed Charge Coverage Ratio” for the 12 months preceding such dividend shall be greater than or equal to 1.1 to 1.0 (provided that the Consolidated Fixed Charge Coverage Ratio may be less than 1.1 to 1.0 if, after giving pro forma effect to the contemplated dividend, Excess Availability for the six fiscal months following the dividend is at least the greater of 35% of the aggregate lending commitments and $10,000).

As of November 1, 2014, the availability under the $50,000 Revolving Credit Facility was $21,853. As of November 1, 2014, there was $20,500 of borrowings outstanding and $7,647 of letters of credit outstanding under the Revolving Credit Facility.

Note 8. Long-Term Debt

Long-term debt consisted of the following as of November 1, 2014 and February 1, 2014 (in thousands).

	November 1, 2014	February 1, 2014
Term Loan Facility	$ 102,000	$ 170,000
Revolving Credit Facility	20,500	—
Total long-term debt	$ 122,500	$ 170,000

Term Loan Facility

On November 27, 2013, in connection with the closing of the IPO and Restructuring Transactions, Vince, LLC and Vince Intermediate entered into the $175,000 Term Loan Facility with the lenders party thereto, BofA, as administrative agent, JPMorgan Chase Bank and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as joint lead arrangers, and Cantor Fitzgerald as documentation agent. The Term Loan Facility will mature on November 27, 2019. On November 27, 2013, net proceeds from the Term Loan Facility were used, at closing, to repay the Kellwood Note Receivable.

The Term Loan Facility also provides for an incremental facility of up to the greater of $50,000 and an amount that would result in the consolidated net total secured leverage ratio not exceeding 3.00 to 1.00, in addition to certain other rights to refinance or repurchase portions of the term loan. The Term Loan Facility is subject to quarterly amortization of principal equal to 0.25% of the original aggregate principal amount of the Term Loan Facility, with the balance payable at final maturity. Interest is payable on loans under the Term Loan Facility at a rate of either (i) the Eurodollar rate (subject to a 1.00% floor) plus an applicable margin of 4.75% to 5.00% based on a leverage ratio or (ii) the base rate applicable margin of 3.75% to 4.00% based on a leverage ratio. During the continuance of a payment or bankruptcy event of default, interest will accrue (i) on the overdue principal amount of any loan at a rate of 2% in excess of the rate otherwise applicable to such loan and (ii) on any overdue interest or any other outstanding overdue amount at a rate of 2% in excess of the nondefault interest rate then applicable to base rate loans.

The Term Loan Facility contains a requirement that Vince, LLC and Vince Intermediate maintain a “Consolidated Net Total Leverage Ratio” as of the last day of any period of four fiscal quarters not to exceed 3.75 to 1.00 for the fiscal quarters ending February 1, 2014 through November 1, 2014, 3.50 to 1.00 for the fiscal quarters ending January 31, 2015 through October 31, 2015, and 3.25 to 1.00 for the fiscal quarter ending January 30, 2016 and each fiscal quarter thereafter. In addition, the Term Loan Facility contains customary representations and warranties, other covenants, and events of default, including but not limited to, limitations on the incurrence of additional indebtedness, liens, negative pledges, guarantees, investments, loans, asset sales, mergers, acquisitions, prepayment of other debt, the repurchase of capital stock, transactions with affiliates, and the ability to change the nature of its business or its fiscal year, and distributions and dividends. The Term Loan Facility generally permits dividends to the extent that no default or event of default is continuing or would result from the contemplated dividend and the pro forma Consolidated Net Total Leverage Ratio after giving effect to such contemplated dividend is at least 0.25 lower than the maximum Consolidated Net Total Leverage Ratio for such quarter. All obligations under the Term Loan Facility are guaranteed by VHC and any future material domestic restricted subsidiaries of Vince, LLC and secured by a lien on substantially all of the assets of VHC, Vince, LLC and Vince Intermediate and any future material domestic restricted subsidiaries. We are in compliance with applicable financial covenants.

Through November 1, 2014, the Company has made voluntary prepayments totaling $73,000 in the aggregate on the original $175,000 Term Loan Facility entered into on November 27, 2013. These voluntary prepayments of $5,000, $20,000, $33,000 and $15,000 were made during the three months ended February 1, 2014, the three months ended May 3, 2014, the three months ended August 2, 2014, and the three months ended November 1, 2014, respectively. The voluntary prepayments made during the current fiscal year were partially funded by $20,500 of net borrowings under the Revolving Credit Facility. As of November 1, 2014 the Company had $102,000 of debt outstanding under the Term Loan Facility.

Note 9. Inventory

Inventories of continuing operations consist of the following:

	November 1, 2014	February 1, 2014
Finished goods	$ 52,596	$ 32,946
Work in process	—	98
Raw materials	129	912
Total inventories, net	$ 52,725	$ 33,956

Note 10. Share-Based Compensation

Vince Holding Corp.

Prior to November 27, 2013, Vince Holding Corp. did not have convertible equity or convertible debt securities, any of which could result in share-based compensation expense. In connection with the IPO, which closed on November 27, 2013, and the separation of the Vince and non-Vince businesses, VHC assumed Kellwood Company’s remaining obligations under the 2010 Stock Option Plan of Kellwood Company (the “2010 Option Plan”) and all Kellwood Company stock options previously issued to Vince employees under such plan became options to acquire shares of VHC common stock. Additionally, VHC assumed Kellwood Company’s obligations with respect to the vested Kellwood Company stock options previously issued to Kellwood Company employees, which options were cancelled in exchange for shares of VHC common stock. Accordingly, option information presented below for previously issued Kellwood Company stock options under the 2010 Option Plan has been adjusted to account for the split of the Company’s common stock and applicable conversion to options to acquire shares of Vince Holding Corp. common stock.

Employee Stock Plans

2010 Option Plan

Kellwood Company had convertible equity securities that result in recognition of share-based compensation expense. On June 30, 2010, the board of directors approved the 2010 Option Plan. On November 21, 2013 and as discussed above, VHC assumed Kellwood Company’s remaining obligations under the 2010 Option Plan; provided, that none of the issued and outstanding options (after giving effect to such assumption and the stock split effected as part of the Restructuring Transactions) were exercisable until the consummation of the IPO. Additionally, prior to the consummation of the IPO and after giving effect to the assumption described in this paragraph, VHC and the Vince employees to whom options had been previously granted under the 2010 Option Plan, amended the related grant agreements to eliminate, effective as of the consummation of the IPO, restrictions on the exercisability of the subject employees’ vested options.

Prior to the IPO, the 2010 Option Plan, as amended, provided for the grant of options to acquire up to 2,752,155 shares of Kellwood Company common stock. We will not grant any future awards under the 2010 Option Plan. Future awards shall be granted under the Vince 2013 Incentive Plan.

Vince 2013 Incentive Plan

In connection with the IPO, the Company adopted the Vince 2013 Incentive Plan (the "Vince 2013 Incentive Plan"), which provides for grants of stock options, stock appreciation rights, restricted stock and other stock-based awards. The aggregate number of shares of common stock which may be issued or used for reference purposes under the Vince 2013 Incentive Plan or with respect to which awards may be granted may not exceed 3,400,000 shares. The shares available for issuance under the Vince 2013 Incentive Plan may be, in whole or in part, either authorized and unissued shares of our common stock or shares of common stock held in or acquired for our treasury. In general, if awards under the Vince 2013 Incentive Plan are for any reason cancelled, or expire or terminate unexercised, the shares covered by such award may again be available for the grant of awards under the Vince 2013 Incentive Plan. As of November 1, 2014, there were 2,996,556 shares under the Vince 2013 Incentive Plan available for future grants.

A summary of stock option activity under our plans is as follows:

	Stock Options	Weighted Average Exercise Price
Outstanding at February 1, 2014	2,289,530	$ 8.26
Granted	69,227	$ 35.08
Exercised	(5,242)	$ 6.64
Forfeited or expired	(45,811)	$ 17.03
Outstanding at November 1, 2014	2,307,704	$ 8.89
Vested or expected to vest at November 1, 2014	2,307,704	$ 8.89
Exercisable at November 1, 2014	609,405	$ 5.96

The Company has also issued restricted stock units to its non-employee directors and directors not affiliated with Sun Capital under the Vince 2013 Incentive Plan. During the nine months ended November 1, 2014, the Company granted 2,966 restricted stock units, resulting in 10,466 nonvested restricted stock units outstanding at November 1, 2014.

Share-based compensation expense which is reflected in selling, general and administrative expenses was $458 and $1,250 for the three and nine months ended November 1, 2014, respectively.

Note 11. Earnings Per Share

All share information presented below and herein has been adjusted to reflect the stock split approved by VHC's board of directors as of November 27, 2013. The nine months ended November 1, 2014 includes the impact of 10,000,000 shares issued by the Company on November 27, 2013 in the IPO.

The following is a reconciliation of basic shares to diluted shares:

	Three Months Ended		Nine Months Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
Weighted-average shares—basic	36,728,969	26,228,605	36,726,338	26,216,955
Effect of dilutive equity securities	1,574,634	449,168	1,517,030	196,352
Weighted-average shares—diluted	38,303,603	26,677,773	38,243,368	26,413,307

For the three and nine months ended November 1, 2014, 65,561 and 34,216 options to purchase common stock, respectively, were excluded from the computation of weighted average shares for diluted earnings per share since the related exercise prices exceeded the average market price of the Company's common stock and such inclusion would be anti-dilutive.

Note 12. Commitments and Contingencies

We are currently party to various legal proceedings. While management currently believes that the ultimate outcome of these proceedings, individually and in the aggregate, will not have a material adverse impact on our financial position or results of operations or cash flows, litigation is subject to inherent uncertainties.

Note 13. Recent Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-15, Presentation of Financial Statements – Going Concern, which states management should evaluate whether there are conditions or events, considered in the aggregate, that raise a substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued. Management's evaluation should be based on relevant conditions and events that are known and likely to occur at the date that the financial statements are issued. The standard update will be effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter, however, early application is permitted. The Company does not expect the adoption of this new standard to have an impact on its financial position and results of operations.

In May 2014, the FASB issued a comprehensive new revenue recognition standard which will supersede previous existing revenue recognition guidance. The standard creates a five-step model for revenue recognition that requires companies to exercise judgment when considering contract terms and relevant facts and circumstances. The five-step model includes (1) identifying the contract, (2) identifying the separate performance obligations in the contract, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations and (5) recognizing revenue when each performance obligation has been satisfied. The standard also requires expanded disclosures surrounding revenue recognition. The standard is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period and is to be applied retrospectively, with early application not permitted. The Company is evaluating the new standard and its impact on the Company's financial position and results of operations.

Note 14. Segment Financial Information

We operate and manage our business by distribution channel and have identified two reportable segments, as further described below. We considered both similar and dissimilar economic characteristics, internal reporting and management structures, as well as products, customers, and supply chain logistics to identify the following reportable segments:

- Wholesale segment—consists of our operations to distribute products to premier department stores and specialty stores in the United States and select international markets; and
- Direct-to-consumer segment—consists of our operations to distribute products directly to the consumer through our branded full-price specialty retail stores, outlet stores, and e-commerce platform.

The accounting policies of our segments are consistent with those described in Note 1 to the audited Consolidated Financial Statements of Vince Holding Corp. for the fiscal year ended February 1, 2014 included in the 2013 Annual Report on Form 10-K filed with the SEC on April 4, 2014. Unallocated corporate expenses are comprised of selling, general, and administrative expenses attributable to corporate and administrative activities, and other charges that are not directly attributable to our operating segments. Unallocated corporate assets are comprised of capitalized deferred financing costs, the carrying values of our goodwill and unamortized trademark, debt and deferred tax assets, and other assets that will be utilized to generate revenue for both of our reportable segments.

Our wholesale segment sells apparel to our direct-to-consumer segment at cost. The wholesale intercompany sales of $9,077 and $6,014 have been excluded from the net sales totals presented below for the three months ended November 1, 2014 and November 2, 2013, respectively. The wholesale intercompany sales of $16,978 and $11,986 have been excluded from the net sales totals presented below for the nine months ended November 1, 2014 and November 2, 2013, respectively. Furthermore, as intercompany sales are sold at cost, no intercompany profit is reflected in operating income presented below.

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Summary information for our operating segments is presented below (in thousands).

	Three Months Ended		Nine Months Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
Net Sales:				
Wholesale	$ 78,898	$ 67,281	$ 190,564	$ 159,832
Direct-to-consumer	24,049	18,474	55,161	40,580
Total net sales	$ 102,947	$ 85,755	$ 245,725	$ 200,412
Operating Income:				
Wholesale	$ 30,577	$ 25,003	$ 74,204	$ 56,314
Direct-to-consumer	6,042	5,229	9,855	7,740
Subtotal	36,619	30,232	84,059	64,054
Unallocated expenses	(11,789)	(12,694)	(34,078)	(29,631)
Total operating income	$ 24,830	$ 17,538	$ 49,981	$ 34,423
Capital Expenditures:				
Wholesale	$ 673	$ 623	$ 1,238	$ 1,244
Direct-to-consumer	3,072	3,402	6,158	6,187
Unallocated corporate	4,210	—	7,910	—
Total capital expenditure	$ 7,955	$ 4,025	$ 15,306	$ 7,431

	November 1, 2014	February 1, 2014
Total Assets:		
Wholesale	$ 86,665	$ 78,122
Direct-to-consumer	34,694	24,169
Unallocated expenses	282,882	312,051
Total assets	$ 404,241	$ 414,342

Note 15. Related Party Transactions

Shared Services Agreement

On November 27, 2013, Vince, LLC entered into the Shared Services Agreement pursuant to which Kellwood Company, LLC provides support services in various operational areas including, among other things, e-commerce operations, distribution, logistics, information technology, accounts payable, credit and collections and payroll and benefits.

We are invoiced by Kellwood monthly for these amounts and generally are required to pay within 15 business days of receiving such invoice. The payments will be trued-up and can be disputed once each fiscal quarter. As of November 1, 2014, we have recorded $1,233 in other accrued expenses to recognize amounts payable to Kellwood under the Shared Services Agreement.

Tax Receivable Agreement

Vince Holding Corp. entered into a Tax Receivable Agreement with the Pre-IPO Stockholders on November 27, 2013. We and our former subsidiaries have generated certain tax benefits (including NOLs and tax credits) prior to the restructuring transactions consummated in connection with our initial public offering and will generate certain section 197 intangible deductions (the “Pre-IPO Tax Benefits”), which would reduce the actual liability for taxes that we might otherwise be required to pay. The Tax Receivable Agreement provides for payments to the Pre-IPO Stockholders in an amount equal to 85% of the aggregate reduction in taxes payable realized by us and our subsidiaries from the utilization of the Pre-IPO Tax Benefits (the “Net Tax Benefit”).

For purposes of the Tax Receivable Agreement, the Net Tax Benefit equals (i) with respect to a taxable year, the excess, if any, of (A) our liability for taxes using the same methods, elections, conventions and similar practices used on the relevant company return assuming there were no Pre-IPO Tax Benefits over (B) our actual liability for taxes for such taxable year (the “Realized Tax Benefit”), plus (ii) for each prior taxable year, the excess, if any, of the Realized Tax Benefit reflected on an amended schedule applicable to such prior taxable year over the Realized Tax Benefit reflected on the original tax benefit schedule for such prior taxable year, minus (iii) for each prior taxable year, the excess, if any, of the Realized Tax Benefit reflected on the original tax benefit schedule for such prior taxable year over the Realized Tax Benefit reflected on the amended schedule for such prior taxable year; provided, however, that to the extent any of the adjustments described in clauses (ii) and (iii) were reflected in the calculation of the tax benefit payment for any subsequent taxable year, such adjustments shall not be taken into account in determining the Net Tax Benefit for any subsequent taxable year.

As of November 1, 2014 we had an obligation of $172,081 under the Tax Receivable Agreement, which has a term of ten years, with approximately $3,157 included as a component of other accrued expenses and $168,924 included as other liabilities on our condensed consolidated balance sheet as of November 1, 2014. During the three months ended November 1, 2014, we adjusted the obligation under the Tax Receivable Agreement in connection with the filing of our 2013 income tax returns. The return to provision adjustments resulted in a net reduction of $818 to the pre-IPO deferred tax assets and a net reduction of $1,442 to the liability under the Tax Receivable Agreement with the corresponding net increase of $624 accounted for as an adjustment to additional paid-in-capital. The tax benefit payment with respect to the 2013 taxable year totaling approximately $3,157 plus accrued interest is expected to be paid in the fourth quarter of 2014.

Sun Capital Consulting Agreement

On November 27, 2013, we entered into an agreement with Sun Capital Management to (i) reimburse Sun Capital Management or any of its affiliates providing consulting services under the agreement for out-of-pocket expenses incurred in providing consulting services to us and (ii) provide Sun Capital Management with customary indemnification for any such services.

During the nine months ended November 1, 2014 we paid Sun Capital Management approximately $58 for reimbursement of expenses under the Sun Capital Consulting Agreement.

PART I. FINANCIAL INFORMATION

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion summarizes our consolidated operating results, financial condition and liquidity during each of the three and nine month periods ended November 1, 2014 and November 2, 2013, respectively. The following discussion and analysis should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this report on Form 10-Q.

On November 27, 2013, Vince Holding Corp. completed an initial public offering (the "IPO") of common stock and completed a series of restructuring transactions which occurred immediately prior to the IPO (the "Restructuring Transactions"). As a result of the IPO and Restructuring Transactions, the non-Vince businesses were separated from the Vince business. The Vince business is now the sole operating business of Vince Holding Corp. Historical financial information for the non-Vince businesses has been included as discontinued operations until the businesses were separated on November 27, 2013.

For purposes of this report on Form 10-Q, "Vince," the "Company," "we," and "our," refer to Vince Holding. Corp. ("VHC") and our wholly owned subsidiaries, including Vince Intermediate Holding, LLC and Vince, LLC. References to "Kellwood" refer, as applicable, to Kellwood Holding, LLC and its consolidated subsidiaries (including Kellwood Company, LLC) or the operations of the non-Vince businesses after giving effect to the Restructuring Transactions.

This discussion contains forward-looking statements involving risks, uncertainties and assumptions that could cause our results to differ materially from expectations. Factors that might cause such differences include those described under "Item 1A—Risk Factors," "Disclosures Regarding Forward-Looking Statements" and elsewhere in this report on Form 10-Q as well as in our 2013 Annual Report on Form 10-K.

Executive Overview

Vince is a leading contemporary fashion brand best known for effortless style and timeless sophistication with a focus on clean, modern silhouettes and luxe details. Founded in 2002, Vince has generated strong sales momentum over the last decade. We believe that we will achieve continued success by expanding our product assortment distributed through premier wholesale partners in the U.S. and select international markets, as well as in our own branded retail locations and on our e-commerce platform.

As of November 1, 2014, we sold our products through 2,408 doors through our wholesale partners in the U.S. and international markets and we operated 37 retail stores, including 28 full price stores and nine outlet stores, throughout the United States.

The following is a summary of highlights during the three months ended November 1, 2014:

- Our net sales totaled $102.9 million, reflecting a 20.0% increase over prior fiscal year net sales of $85.8 million.
- Our wholesale net sales increased 17.3% to $78.9 million and our direct-to-consumer net sales increased 30.2% to $24.0 million.
- Operating income increased 41.6% to $24.8 million, or 24.1% of net sales.
- We opened six new retail stores and increased our wholesale door count by 30 additional doors during the three months ended November 1, 2014.
- We made a voluntary pre-payment of $15.0 million on the Term Loan Facility. As of November 1, 2014 we had $122.5 million of total debt outstanding comprised of $102.0 million outstanding on our Term Loan Facility and $20.5 million outstanding on our Revolving Credit Facility.

We serve our customers through a variety of channels that reinforce the Vince brand image. Our diversified channel strategy allows us to introduce our products to customers through multiple distribution points that are reported in two segments: wholesale and direct-to-consumer. The following is a summary of our wholesale and direct-to-consumer net sales for the three and nine months ended November 1, 2014 and November 2, 2013, respectively:

(in thousands)	Three Months Ended November 1, 2014	Three Months Ended November 2, 2013	Nine Months Ended November 1, 2014	Nine Months Ended November 2, 2013
Net Sales by Segment:				
Wholesale	$ 78,898	$ 67,281	$ 190,564	$ 159,832
Direct-to-consumer	24,049	18,474	55,161	40,580
Total net sales	$ 102,947	$ 85,755	$ 245,725	$ 200,412

We have expanded our operations rapidly since our inception in 2002, and we have limited operating experience at our current size. Our growth in net sales has also led to increased selling, general and administrative expenses. We have made and are making investments to support our near and longer-term growth. If our operations continue to grow over the longer term, of which there can be no assurance, we will be required to expand our sales and marketing, product development and distribution functions, to upgrade our management information systems and other processes, and to obtain more space for our expanding administrative support and other headquarters personnel.

While we believe our growth strategy offers significant opportunities, it also presents risks and challenges, including among others, the risks that we may not be able to hire and train qualified associates, that our new product offerings and expanded sales channels may not maintain or enhance our brand image and that our distribution facilities and information systems may not be adequate to support our growth plans. For a more complete discussions of risks facing our business see “Item 1A—Risk Factors” of this report on Form 10-Q as well as in our 2013 Annual Report on Form 10-K.

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Results of Operations

The following table presents our operating results as a percentage of net sales as well as earnings per share data (dollars in thousands, except per share data) for the three and nine months ended November 1, 2014 and November 2, 2013:

	Three Months Ended				Nine Months Ended			
	November 1, 2014		November 2, 2013		November 1, 2014		November 2, 2013	
(In thousands, except percentages)								
Statement of Operations:								
Net sales	$102,947	100.0%	$ 85,755	100.0%	$245,725	100.0%	$200,412	100.0%
Cost of products sold	52,299	50.8%	44,032	51.3%	124,652	50.7%	107,538	53.7%
Gross profit	50,648	49.2%	41,723	48.7%	121,073	49.3%	92,874	46.3%
Selling, general and administrative expenses	25,818	25.1%	24,185	28.2%	71,092	29.0%	58,451	29.1%
Income from operations	24,830	24.1%	17,538	20.5%	49,981	20.3%	34,423	17.2%
Interest expense, net	2,235	2.1%	—	— %	7,570	3.1%	15,883	8.0%
Other expense, net	72	0.1%	125	0.2%	557	0.2%	637	0.3%
Income before income taxes	22,523	21.9%	17,413	20.3%	41,854	17.0%	17,903	8.9%
Provision for income taxes	9,212	9.0%	945	1.1%	16,658	6.7%	2,819	1.4%
Net income from continuing operations	13,311	12.9%	16,468	19.2%	25,196	10.3%	15,084	7.5%
Net loss from discontinued operations, net of taxes	—	—	(18,827)	(22.0)%	—	—	(43,086)	(21.5)%
Net income (loss)	$ 13,311	12.9%	$ (2,359)	(2.8)%	$ 25,196	10.3%	$ (28,002)	(14.0)%
Basic earnings (loss) per share:								
Basic EPS—continuing operations	$ 0.36		$ 0.63		$ 0.69		$ 0.58	
Basic EPS—discontinued operations	—		(0.72)		—		(1.65)	
Basic EPS—Total	$ 0.36		$ (0.09)		$ 0.69		$ (1.07)	
Diluted earnings (loss) per share:								
Diluted EPS—continuing operations	$ 0.35		$ 0.62		$ 0.66		$ 0.57	
Diluted EPS—discontinued operations	—		(0.71)		—		(1.63)	
Diluted EPS—Total	$ 0.35		$ (0.09)		$ 0.66		$ (1.06)	
Other Operating and Financial Data:								
Total wholesale doors at end of period	2,408		2,300		2,408		2,300	
Total stores at end of period	37		27		37		27	
Comparable store sales growth	5.2%		16.5%		7.4%		24.7%	

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Three Months Ended November 1, 2014 Compared to Three Months Ended November 2, 2013

Net Sales for the three months ended November 1, 2014 were $102.9 million, increasing $17.2 million, or 20.0%, versus $85.8 million for the three months ended November 2, 2013.

	Net Sales by Segment	
	Three Months Ended	
(in thousands)	**November 1, 2014**	**November 2, 2013**
Net Sales:		
Wholesale	$ 78,898	$ 67,281
Direct-to-consumer	24,049	18,474
Total net sales	$ 102,947	$ 85,755

Net sales from our wholesale segment increased $11.6 million, or 17.3%, to $78.9 million in the three months ended November 1, 2014 from $67.3 million in the three months ended November 2, 2013 driven by strong performance in both our domestic and international markets. The expansion of our wholesale business contributed to the sales increase as our wholesale door counts increased by a net of 108 wholesale doors and we opened 21 additional shop-in-shops with our domestic and international partners since the end of the third quarter of fiscal 2013. Additionally, we sell our products through two international free-standing stores operated by our distribution partners, one in Tokyo that opened in the fall of 2013, and one in Istanbul that opened in the spring of 2014.

Net sales from our direct-to-consumer segment increased $5.6 million, or 30.2%, to $24.0 million in the three months ended November 1, 2014 from $18.5 million in the three months ended November 2, 2013. This sales growth was due to (i) comparable retail store sales growth of 5.2% contributing $0.7 million, (ii) opening 10 new stores as compared to the end of the same period in the prior fiscal year (bringing our total retail store count to 37 as of November 1, 2014, compared to 27 as of November 2, 2013) inclusive of non-comparable sales growth contributing $4.2 million, and (iii) e-commerce sales growth contributing $0.7 million.

Gross Profit/Gross Margin rate increased 50 basis points to 49.2% for the three months ended November 1, 2014 compared to 48.7% for the three months ended November 2, 2013. The total gross margin rate increase was driven primarily by continued supply chain efficiencies and increased sales penetration of the direct-to-consumer, international and licensing businesses; partially offset by higher promotions, markdowns and returns allowances.

Selling, general and administrative expenses for the three months ended November 1, 2014 were $25.8 million, increasing $1.6 million, or 6.8%, versus $24.2 million for the three months ended November 2, 2013. The increase in selling, general and administrative expenses compared to the prior fiscal year period is primarily due to:

- Increase in compensation expense of $1.6 million, including share-based and incentive compensation, employee benefits and related increases due to hiring and retaining additional employees to support our growth plans;
- Increase in rent and occupancy costs of $1.5 million due primarily to new retail store openings our new headquarter office spaces;
- Increase in marketing, advertising and promotional expenses of $0.9 million to support our brand awareness growth efforts;
- Increase in depreciation expense of $0.7 million due to new stores, shop-in-shop investments and our new headquarter office spaces; and
- Increase in public company expenses of $0.4 million due to costs incurred to be a stand-alone public company.
- The above increases were partially offset by the decrease in public company transition costs of $3.2 million incurred in the prior fiscal year in preparation for our IPO that was completed on November 27, 2013.

The following is a summary of our operating income by segment for the three months ended November 1, 2014 and the three months ended November 2, 2013:

	Operating Income by Segment Three Months Ended	
(in thousands)	November 1, 2014	November 2, 2013
Wholesale	$ 30,577	$ 25,003
Direct-to-consumer	6,042	5,229
Subtotal	36,619	30,232
Unallocated expenses	(11,789)	(12,694)
Total operating income	$ 24,830	$ 17,538

Operating income from our wholesale segment increased $5.6 million, or 22.3%, to $30.6 million in the three months ended November 1, 2014 from $25.0 million in the three months ended November 2, 2013. This increase was driven by the sales volume increase of $11.6 million noted above and gross margin rate improvement as well as the impact of wholesale segment operating expenses which were lower as a percentage of net sales versus the prior fiscal year period.

Operating income from our direct-to-consumer segment increased $0.8 million, or 15.5% to $6.0 million in the three months ended November 1, 2014 from $5.2 million in the three months ended November 2, 2013. The increase resulted from the sales volume increase of $5.6 million as noted above which more than offset the additional operating expenses incurred, primarily as a result of opening new stores, during the period to support our sales growth.

Interest expense for the three months ended November 1, 2014 was $2.2 million versus no interest expense in the prior year period due to no debt outstanding during the three months ended November 2, 2013. The debt reduction in the prior year period was due to certain affiliates of Sun Capital contributing certain outstanding indebtedness to the Company in June 2013, thus eliminating interest expense on approximately $407.5 million in debt at that time. On November 27, 2013, in connection with the IPO and Restructuring Transactions, we entered into a $175.0 million Term Loan Facility and a $50.0 million Revolving Credit Facility. Interest expense for the current year period relates to interest charges under these facilities.

Other expense, net, was $0.1 million for both the three months ended November 1, 2014 and the three months ended November 2, 2013.

Provision for income taxes for the three months ended November 1, 2014 was $9.2 million as compared to $0.9 million for the three months ended November 2, 2013. Our effective tax rate on pretax income for the three months ended November 1, 2014 and the three months ended November 2, 2013 was 40.9% and 5.4%, respectively. The rate for the three months ended November 1, 2014 differed from the U.S. statutory rate of 35% primarily due to state taxes. The rate for the three months ended November 2, 2013 differed from the U.S. statutory rate of 35.0% primarily due to changes in our valuation allowances offset in part by state taxes.

Net loss from discontinued operations

The separation of the non-Vince businesses was completed on November 27, 2013. Accordingly, there are no results from discontinued operations reflected in the condensed consolidated statement of operations for the three months ended November 1, 2014. Net loss from discontinued operations was $18.8 million for the three months ended November 2, 2013.

Net income (loss)

Net income was $13.3 million for the three months ended November 1, 2014, increasing $15.7 million from a net loss of $2.4 million for the three months ended November 2, 2013. The increase in net income was primarily due to increased income from operations of $7.3 million and a lower net loss from discontinued operations of $18.8 million, partially offset by increased interest expense of $2.2 million and increased income taxes of $8.3 million.

Nine Months Ended November 1, 2014 Compared to Nine Months Ended November 2, 2013

Net Sales for the nine months ended November 1, 2014 were $245.7 million, increasing $45.3 million, or 22.6%, versus $200.4 million for the nine months ended November 2, 2013.

	Net Sales by Segment	
	Nine Months Ended	
(in thousands)	November 1, 2014	November 2, 2013
Net Sales:		
Wholesale	$ 190,564	$ 159,832
Direct-to-consumer	55,161	40,580
Total net sales	$ 245,725	$ 200,412

Net sales from our wholesale segment increased $30.7 million, or 19.2%, to $190.6 million in the nine months ended November 1, 2014 from $159.8 million in the nine months ended November 2, 2013 driven by strong performance in both our domestic and international markets. The expansion of our wholesale business contributed to the sales increase as our wholesale door counts increased by a net of 108 wholesale doors and we opened 21 additional shop-in-shops with our domestic and international partners since the end of the third quarter of fiscal 2013. Additionally, we sell our products through two international free-standing stores operated by our distribution partners, one in Tokyo that opened in the fall of 2013, and one in Istanbul that opened in the spring of 2014.

Net sales from our direct-to-consumer segment increased 14.6 million, or 35.9%, to $55.2 million in the nine months ended November 1, 2014 from $40.6 million in the nine months ended November 2, 2013. This sales growth was due to (i) comparable retail store sales growth of 7.4% contributing $2.2 million, (ii) opening 10 new stores as compared to the end of the same period in the prior fiscal year (bringing our total retail store count to 37 as of November 1, 2014, compared to 27 as of November 2, 2013) inclusive of non-comparable sales growth contributing $10.6 million, and (iii) e-commerce sales growth contributing $1.8 million.

Gross Profit/Gross Margin rate increased 300 basis points to 49.3% for the nine months ended November 1, 2014 compared to 46.3% for the nine months ended November 2, 2013. The total gross margin rate increase was driven primarily by continued supply chain efficiencies and increased sales penetration of the direct-to-consumer, international and licensing businesses; partially offset by higher promotions, markdowns and returns allowances.

Selling, general and administrative expenses for the nine months ended November 1, 2014 were $71.1 million, increasing $12.6 million, or 21.6%, versus $58.5 million for the nine months ended November 2, 2013. The increase in selling, general and administrative expenses compared to the prior fiscal year period is primarily due to:

- Increase in compensation expense of $7.4 million, including share-based and incentive compensation, employee benefits and related increases due to hiring and retaining additional employees to support our growth plans;
- Increase in rent and occupancy costs of $3.9 million due primarily to new retail store openings and our new headquarter office spaces;
- Increase in other costs of $2.8 million consisting of increases in areas such as design and development, travel, consulting and legal;
- Increase in marketing, advertising and promotional expenses of $1.9 million to support our brand awareness growth efforts;
- Increase in depreciation expense of $1.7 million due to new stores, shop-in-shop investments and our new headquarter office spaces;
- Increase in public company expenses of $1.6 million due to costs incurred to be a stand-alone public company; and
- Increase of $0.6 million related to fees incurred in connection with the Secondary Offering completed in July 2014.
- The above increases were partially offset by the decrease in public company transition costs of $7.2 million incurred in the prior fiscal year in preparation for our IPO that was completed on November 27, 2013.

The following is a summary of our operating income by segment for the nine months ended November 1, 2014 and the nine months ended November 2, 2013:

	Operating Income by Segment Nine Months Ended	
(in thousands)	November 1, 2014	November 2, 2013
Wholesale	$ 74,204	$ 56,314
Direct-to-consumer	9,855	7,740
Subtotal	84,059	64,054
Unallocated expenses	(34,078)	(29,631)
Total operating income	$ 49,981	$ 34,423

Operating income from our wholesale segment increased $17.9 million, or 31.8%, to $74.2 million in the nine months ended November 1, 2014 from $56.3 million in the nine months ended November 2, 2013. This increase was driven by the sales volume increase of $30.7 million noted above and gross margin rate improvement as well as the impact of wholesale segment operating expenses which were lower as a percentage of net sales versus the prior fiscal year period.

Operating income from our direct-to-consumer segment increased $2.1 million, or 27.3% to $9.9 million in the nine months ended November 1, 2014 from $7.7 million in the nine months ended November 2, 2013. The increase resulted primarily from the sales volume increase of $14.6 million as noted above which more than offset the additional operating expenses incurred, primarily as a result of opening new stores, during the period to support our sales growth.

Interest expense for the nine months ended November 1, 2014 was $7.6 million, decreasing $8.3 million, or 52.3%, versus $15.9 million for the nine months ended November 2, 2013. Interest expense decreased as we had lower average debt balances period over period. The decrease in overall debt balances was primarily due to certain affiliates of Sun Capital contributing certain outstanding indebtedness to the Company in June 2013, thus eliminating interest expense on approximately $407.5 million in debt at that time. On November 27, 2013, in connection with the IPO and Restructuring Transactions, we entered into a $175.0 million Term Loan Facility and a $50.0 million Revolving Credit Facility. Interest expense for the current year period relates to interest charges under these facilities.

Other expense, net, was $0.6 million for both the nine months ended November 1, 2014 and the nine months ended November 2, 2013.

Provision for income taxes for the nine months ended November 1, 2014 was $16.7 million as compared to $2.8 million for the nine months ended November 2, 2013. Our effective tax rate on pretax income for the nine months ended November 1, 2014 and the nine months ended November 2, 2013 was 39.8% and 15.7%, respectively. The rate for the nine months ended November 1, 2014 differed from the U.S. statutory rate of 35% primarily due to state taxes offset in part by changes in our valuation allowance. The rate for the nine months ended November 2, 2013 differed from the U.S. statutory rate of 35.0% primarily due to state taxes and nondeductible interest offset in part by changes in our valuation allowances.

Net loss from discontinued operations

The separation of the non-Vince businesses was completed on November 27, 2013. Accordingly, there are no results from discontinued operations reflected in the condensed consolidated statement of operations for the nine months ended November 1, 2014. Net loss from discontinued operations was $43.1 million for the nine months ended November 2, 2013.

Net income (loss)

Net income was $25.2 million for the nine months ended November 1, 2014, increasing $53.2 million from a net loss of $28.0 million for the nine months ended November 2, 2013. The increase in net income was primarily due to increased income from operations of $15.6 million, reduced interest expense of $8.3 million and a lower net loss from discontinued operations of $43.1 million, partially offset by the increase in income taxes of $13.8 million.

Discontinued Operations

On November 27, 2013, in connection with the IPO and Restructuring Transactions, we separated the Vince and non-Vince businesses whereby the non-Vince businesses are now owned by Kellwood Holding, LLC, which is controlled by affiliates of Sun Capital. As the Company and Kellwood Holding, LLC were under the common control of affiliates of Sun Capital, this separation transaction resulted in a $73.1 million adjustment to additional paid-in capital on our condensed consolidated balance sheet at February 1, 2014.

As a result of the separation with the non-Vince businesses, the financial results for the non-Vince businesses, through the separation, on November 27, 2013, are now included in results from discontinued operations, including the three and nine months ended November 2, 2013. The non-Vince businesses continue to operate as a stand-alone company. Due to differences in the basis of presentation for discontinued operations and the basis of presentation as a stand-alone company, the financial results of the non-Vince businesses included within discontinued operations of the Company may not be indicative of actual financial results of the non-Vince businesses as a stand-alone company.

Net loss from discontinued operations — Three and Nine Months Ended November 1, 2014 Compared to Three and Nine Months Ended November 2, 2013

The separation of the non-Vince businesses was completed on November 27, 2013. Accordingly, there are no results from discontinued operations reflected on the condensed consolidated statement of operations for the three and nine months ended November 1, 2014. The results of the non-Vince businesses included in discontinued operations for the three and nine months ended November 2, 2013 are summarized in the following table (in thousands, except effective tax rates).

	Three Months Ended November 2, 2013	Nine Months Ended November 2, 2013
Net sales	$ 128,254	$ 378,660
Cost of products sold	101,411	295,693
Gross profit	26,843	82,967
Selling, general and administrative expenses	29,313	91,349
Restructuring, environmental and other charges	124	1,459
Impairment of long-lived assets (excluding goodwill)	933	1,367
Change in fair value of contingent consideration	—	(54)
Interest expense, net	14,760	42,550
Other expense, net	469	420
Loss before income taxes	(18,756)	(54,124)
Income taxes	71	(11,038)
Net loss from discontinued operations, net of taxes	$ (18,827)	$ (43,086)
Effective tax rate	0.4%	20.4%

Liquidity and Capital Resources

Vince Holding Corp.'s sources of liquidity are our cash and cash equivalents, cash flows from operations and borrowings available under the Revolving Credit Facility. Our primary cash needs are capital expenditures for new stores and related leasehold improvements for our new offices, meeting our debt service requirements, paying amounts due per the Tax Receivable Agreement, and funding working capital requirements. The most significant components of our working capital are cash and cash equivalents, accounts receivable, inventories, accounts payable and other current liabilities.

On November 27, 2013, in connection with the consummation of the IPO and Restructuring Transactions, all previously outstanding debt obligations either remained with Kellwood Company, LLC (i.e. the non-Vince businesses) or were discharged, repurchased or refinanced. In connection with the consummation of these transactions, Vince Holding Corp. entered into the Term Loan Facility and Revolving Credit Facility, which are discussed further below.

Operating Activities

(in thousands)	Nine Months Ended November 1, 2014	Nine Months Ended November 2, 2013
Operating activities		
Net income (loss)	$ 25,196	$ (28,002)
Less: Net loss from discontinued operations	—	(43,086)
Add (deduct) items not affecting operating cash flows:		
Depreciation	3,111	1,396
Amortization of intangible assets	449	449
Amortization of deferred financing costs	912	—
Amortization of deferred rent	2,182	263
Deferred income taxes	15,695	2,795
Share-based compensation expense	1,250	—
Capitalized PIK Interest	—	15,883
Loss on disposal of property, plant and equipment	—	262
Changes in assets and liabilities:		
Receivable, net	2,106	(6,433)
Inventories, net	(18,769)	(17,331)
Prepaid expenses and other current assets	4,825	(648)
Accounts payable and accrued expenses	3,521	3,289
Other assets and liabilities	958	124
Net cash provided by operating activities—continuing operations	41,436	15,133
Net cash used in operating activities—discontinued operations	—	(56,863)
Net cash provided by/(used in) operating activities	$ 41,436	$ (41,730)

Continuing operations

Net cash provided by operating activities during the nine months ended November 1, 2014 was $41.4 million, which consisted of net income from continuing operations of $25.2 million, impacted by non-cash items of $23.6 million and cash used for working capital of $7.4 million. Net cash used in working capital primarily resulted from an $18.8 million increase in inventory due primarily to increased inventory purchases. This was offset in part by net increases in accounts payable and accrued expenses of $3.5 million due to timing of payments to vendors, a decrease in prepaid expenses and other current assets of $4.8 million and a $2.1 million decrease in receivables due in part to higher trade deduction reserves partially offset by the impact from timing of collections.

Net cash provided by operating activities during the nine months ended November 2, 2013 was $15.1 million, which consisted of net income from continuing operations of $15.1 million, impacted by non-cash items of $21.0 million and cash used in working capital of $21.0 million. Non-cash expenses primarily consisted of PIK interest expense of $15.9 million. Net cash used in working capital primarily resulted from a $17.3 million increase in inventory due to increased inventory purchases and a decrease in accounts receivable of $6.4 million due to timing of collections. This was offset in part by net increases in accounts payable and other accrued expenses of $3.3 million due to timing of payments to vendors.

Discontinued operations

The separation of the non-Vince businesses was completed on November 27, 2013. Vince has no discontinued operations at November 1, 2014 or February 1, 2014. Accordingly, there are no cash flows from operating activities of discontinued operations for the nine months ended November 1, 2014.

Net cash used in operating activities for the nine months ended November 2, 2013 was $56.9 million, which consisted of net loss of $43.1 million adjusted for noncash charges and changes in working capital totaling $13.8 million.

Investing Activities

(in thousands)	Nine Months Ended November 1, 2014	Nine Months Ended November 2, 2013
Investing activities		
Payments for capital expenditures	$ (15,306)	$ (7,431)
Net cash used in investing activities—continuing operations	(15,306)	(7,431)
Net cash provided by investing activities—discontinued operations	—	1,506
Net cash used in investing activities	$ (15,306)	$ (5,925)

Continuing operations

Net cash used in investing activities represents capital expenditures, primarily related to retail store build-outs, including leasehold improvements and store fixtures. Net cash used in investing activities increased $7.9 million from $7.4 million used during the nine months ended November 2, 2013 to $15.3 million used during the nine months ended November 1, 2014. The increase is primarily attributable to an increase in capital expenditures for construction of additional retail stores, additional build-out of shop-in-shops within selected wholesale partner locations, as well as costs related to the build-out of our new corporate office space and showroom facilities in New York and our new corporate office space and expanded design studio in Los Angeles.

Discontinued operations

The separation of the non-Vince businesses was completed on November 27, 2013. Vince has no discontinued operations at November 1, 2014 or February 1, 2014. Accordingly, there are no cash flows from investing activities of discontinued operations for the nine months ended November 1, 2014.

Net cash provided by investing activities for the nine months ended November 2, 2013 was $1.5 million, primarily consisting of $5.9 million of proceeds related to the sale of various assets of the non-Vince business, net of selling costs, partially offset by $4.4 million in payments for capital expenditures and other assets related to the non-Vince business.

Financing Activities

(in thousands)	Nine Months Ended November 1, 2014	Nine Months Ended November 2, 2013
Financing activities		
Proceeds from borrowings under the Revolving Credit Facility	$ 22,600	$ —
Payments for Revolving Credit Facility	(2,100)	—
Payments for Term Loan Facility	(68,000)	—
Fees paid for Term Loan Facility and Revolving Credit Facility	(114)	—
Stock option exercise	34	32
Net cash (used in)/provided by financing activities—continuing operations	(47,580)	32
Net cash provided by financing activities—discontinued operations	—	47,450
Net cash (used in)/provided by financing activities	$ (47,580)	$ 47,482

Continuing operations

Net cash used in financing activities was $47.6 million during the nine months ended November 1, 2014, primarily consisting of voluntary pre-payments totaling $68.0 million on the Term Loan Facility, partially offset by $20.5 million of net borrowings under our Revolving Credit Facility.

Net cash provided by financing activities during the nine months ended November 2, 2013 relate entirely to proceeds received from the exercise of stock options.

Discontinued operations

The separation of the non-Vince businesses was completed on November 27, 2013. Vince has no discontinued operations at November 1, 2014 or February 1, 2014. Accordingly, there are no cash flows from financing activities of discontinued operations for the nine months ended November 1, 2014.

Net cash provided by financing activities during the nine months ended November 2, 2013 was $47.5 million due to net borrowings of $42.5 million under the Kellwood revolving credit facilities, net of fees paid and $5.0 million of term loan borrowings.

Revolving Credit Facility

On November 27, 2013, in connection with the closing of the IPO and Restructuring Transactions, Vince, LLC entered into a senior secured revolving credit facility (the “Revolving Credit Facility”). Bank of America, N.A. (“BofA”) serves as administrative agent under this facility. This Revolving Credit Facility provides for a revolving line of credit of up to $50.0 million maturing on November 27, 2018. The Revolving Credit Facility also provides for a letter of credit sublimit of $25.0 million (plus any increase in aggregate commitments) and for an increase in aggregate commitments of up to $20.0 million. Vince, LLC is the borrower and Vince Holding Corp. and Vince Intermediate Holding, LLC are the guarantors under the Revolving Credit Facility. Interest is payable on the loans under the Revolving Credit Facility, at either the LIBOR or the Base Rate, in each case, with applicable margins subject to a pricing grid based on an excess availability calculation. The “Base Rate” means, for any day, a fluctuating rate per annum equal to the highest of (i) the rate of interest in effect for such day as publicly announced from time to time by BofA as its prime rate; (ii) the Federal Funds Rate for such day, plus 0.50%; and (iii) the LIBOR Rate for a one month interest period as determined on such day, plus 1.0%. During the continuance of an event of default and at the election of the required lender, interest will accrue at a rate of 2% in excess of the applicable non-default rate.

The Revolving Credit Facility contains a requirement that, at any point when “Excess Availability” is less than the greater of (i) 15% percent of the loan cap or (ii) $7.5 million, and continuing until Excess Availability exceeds the greater of such amounts for 30 consecutive days, during which time, Vince, LLC must maintain a consolidated EBITDA (as defined in the related credit agreement) equal to or greater than $20.0 million. We have not been subject to this maintenance requirement since Excess Availability has been greater than the required minimum.

The Revolving Credit Facility contains representations and warranties, other covenants and events of default that are customary for this type of financing, including limitations on the incurrence of additional indebtedness, liens, negative pledges, guarantees, investments, loans, asset sales, mergers, acquisitions, prepayment of other debt, the repurchase of capital stock, transactions with affiliates, and the ability to change the nature of its business or its fiscal year. The revolving credit facility generally permits dividends in the absence of any event of default (including any event of default arising from the contemplated dividend), so long as (i) after giving proforma effect to the contemplated dividend, for the following six months Excess Availability will be at least the greater of 20% of the aggregate lending commitments and $7.5 million and (ii) after giving pro forma effect to the contemplated dividend, the “Consolidated Fixed Charge Coverage Ratio” for the 12 months preceding such dividend shall be greater than or equal to 1.1 to 1.0 (provided that the Consolidated Fixed Charge Coverage Ratio may be less than 1.1 to 1.0 if, after giving pro forma effect to the contemplated dividend, Excess Availability for the six fiscal months following the dividend is at least the greater of 35% of the aggregate lending commitments and $10 million). We are in compliance with applicable financial covenants.

As of November 1, 2014, the availability under the $50.0 million Revolving Credit Facility was $21.9 million. As of November 1, 2014, there was $20.5 million of borrowings outstanding and $7.6 million of letters of credit outstanding under the Revolving Credit Facility.

Term Loan Facility

On November 27, 2013, in connection with the closing of the IPO and Restructuring Transactions, Vince, LLC and Vince Intermediate entered into a $175.0 million senior secured term loan credit facility (the “Term Loan Facility”) with the lenders party thereto, BofA, as administrative agent, JPMorgan Chase Bank and Merrill Lynch, Pierce, Fenner & Smith

Incorporated, as joint lead arrangers, and Cantor Fitzgerald as documentation agent. The Term Loan Facility will mature on November 27, 2019. On November 27, 2013, net borrowings under the Term Loan Facility were used, at closing, to repay the Kellwood Note Receivable issued by Vince Intermediate to Kellwood Company, LLC immediately prior to the consummation of the IPO as part of the Restructuring Transactions.

The Term Loan Facility also provides for an incremental facility of up to the greater of $50.0 million and an amount that would result in the consolidated net total secured leverage ratio not exceeding 3.00 to 1.00, in addition to certain other rights to refinance or repurchase portions of the term loan. The Term Loan Facility is subject to quarterly amortization of principal equal to 0.25% of the original aggregate principal amount of the term loan facility, with the balance payable at final maturity. Interest is payable on loans under the Term Loan Facility at a rate of either (i) the Eurodollar rate (subject to a 1.00% floor) plus an applicable margin of 4.75% to 5.00% based on a leverage ratio or (ii) the base rate applicable margin of 3.75% to 4.00% based on a leverage ratio. During the continuance of a payment or bankruptcy event of default, interest will accrue (i) on the overdue principal amount of any loan at a rate of 2% in excess of the rate otherwise applicable to such loan and (ii) on any overdue interest or any other outstanding overdue amount at a rate of 2% in excess of the nondefault interest rate then applicable to base rate loans.

The Term Loan Facility contains a requirement that Vince, LLC and Vince Intermediate maintain a “Consolidated Net Total Leverage Ratio” as of the last day of any period of four fiscal quarters not to exceed 3.75 to 1.00 for the fiscal quarters ending February 1, 2014 through November 1, 2014, 3.50 to 1.00 for the fiscal quarters ending January 31, 2015, through October 31, 2015, and 3.25 to 1.00 for the fiscal quarter ending January 30, 2016 and each fiscal quarter thereafter. In addition, the Term Loan Facility contains customary representations and warranties, other covenants, and events of default, including but not limited to, limitations on the incurrence of additional indebtedness, liens, negative pledges, guarantees, investments, loans, asset sales, mergers, acquisitions, prepayment of other debt, the repurchase of capital stock, transactions with affiliates, and the ability to change the nature of its business or its fiscal year, and distributions and dividends. The Term Loan Facility generally permits dividends to the extent that no default or event of default is continuing or would result from the contemplated dividend and the pro forma Consolidated Net Total Leverage Ratio after giving effect to such contemplated dividend is at least 0.25 lower than the maximum Consolidated Net Total Leverage Ratio for such quarter. All obligations under the Term Loan Facility are guaranteed by Vince Holding Corp. and any future material domestic restricted subsidiaries of Vince, LLC and secured by a lien on substantially all of the assets of Vince Holding Corp., Vince, LLC and Vince Intermediate and any future material domestic restricted subsidiaries. We are in compliance with applicable financial covenants.

Through November 1, 2014, we have made voluntary prepayments totaling $73.0 million in the aggregate on the original $175.0 million Term Loan Facility entered into on November 27, 2013. These voluntary prepayments of $5.0 million, $20.0 million, $33.0 million and $15.0 million were made during the three months ended February 1, 2014, the three months ended May 3, 2014, the three months ended August 2, 2014, and the three months ended November 1, 2014, respectively. The voluntary prepayments made during the current fiscal year were partially funded by $20.5 million of net borrowings under the Revolving Credit Facility. As of November 1, 2014 we had $102.0 million of debt outstanding under the Term Loan Facility. On December 3, 2014, the Company made an additional $7.0 million voluntary prepayment on the Term Loan Facility which further reduced the balance outstanding under the Term Loan Facility to $95.0 million. The $7.0 million voluntary prepayment was partially funded by $3.7 million of borrowings under the Revolving Credit Facility.

Off-Balance Sheet Arrangements

Vince Holding Corp. did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities, that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes during the periods presented herein.

Inflation

While inflation may impact our sales, cost of goods sold and expenses, we believe the effects of inflation on our results of operations and financial condition are not significant. While it is difficult to accurately measure the impact of inflation management believes it has not been significant and cannot provide any assurances that our results of operations and financial condition will not be materially impacted by inflation in the future.

Seasonality

The industry in which we operate is cyclical and, consequently, our revenues are affected by general economic conditions and the seasonal trends characteristic to the apparel and fashion industry. Purchases of apparel are sensitive to a number of factors that influence the level of consumer spending, including economic conditions and the level of disposable consumer income, consumer debt, interest rates and consumer confidence. In addition, fluctuations in sales in any fiscal quarter are affected by the timing of seasonal wholesale shipments and other events affecting direct-to-consumer sales; as such, the financial results for any particular quarter may not be indicative of results for the fiscal year.

Critical Accounting Policies and Estimates

Our discussion of financial condition and results of operations relies on our condensed consolidated financial statements, as set forth in Item 1 of this Form 10-Q, that are prepared based on certain critical accounting policies that require management to make judgments and estimates that are subject to varying degrees of uncertainty. While we believe that these accounting policies are based on reasonable measurement criteria, actual future events can and often do result in outcomes that can be materially different from these estimates.

A summary of our critical accounting policies is included in the Management’s Discussion and Analysis of Financial Condition and Results of Operations section of our consolidated financial statements for the fiscal year ended February 1, 2014 filed with the SEC on Form 10-K on April 4, 2014. As of November 1, 2014, there have been no material changes to the critical accounting policies contained therein.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Our principal market risk relates to interest rate sensitivity, which is the risk that changes in interest rates will reduce our net income or net assets. Our variable rate debt consists of borrowings under the Term Loan Facility and Revolving Credit Facility. Our current interest rate on the Term Loan Facility is based on the Eurodollar rate (subject to a 1.00% floor) plus 4.75%. Our interest rate on the Revolving Credit Facility is based on the Eurodollar rate or the Base Rate (as defined in the Revolving Credit Facility) with applicable margins subject to a pricing grid based on excess availability. As of November 1, 2014, a one percentage point increase in the interest rate on our variable rate debt would result in additional interest expense of approximately $1.2 million for the $122.5 million borrowings outstanding under the Term Loan Facility and Revolving Credit Facility as of such date, calculated on an annual basis.

We do not believe that foreign currency risk, commodity price or inflation risks are expected to be material to our business or our consolidated financial position, results of operations or cash flows. Substantially all of our foreign sales and purchases are made in U.S. dollars.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Attached as exhibits to this Form 10-Q are certifications of our Chief Executive Officer and Chief Financial Officer. Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), requires that we include these certifications with this report. This Controls and Procedures section includes information concerning the disclosure controls and procedures referred to in the certifications. You should read this section in conjunction with the certifications.

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act) as of November 1, 2014.

We evaluate the effectiveness of our disclosure controls and procedures on at least a quarterly basis. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure information is recorded, processed, summarized and reported within the periods specified in the Securities and Exchange Commission’s rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Disclosure Controls and Procedures

In designing and evaluating our disclosure controls and procedures, we recognized that disclosure controls and procedures, no matter how well conceived and well operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. We have also designed our disclosure controls and procedures based in part upon assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the fiscal quarter ended November 1, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are a party to routine legal proceedings that arise in the ordinary course of our business. Except as disclosed on our 2013 Annual Report on Form 10-K for the fiscal year ended February 1, 2014, we are not currently a party to any legal proceedings or environmental claims that we believe would, individually or in the aggregate, have a material adverse effect on our financial position, results of operations, or cash flows.

ITEM 1A. RISK FACTORS

The Company’s risk factors have not changed materially from those disclosed in our 2013 Annual Report on Form 10-K for the fiscal year ended February 1, 2014. The risk factors disclosed in our 2013 Annual Report on Form 10-K, in addition to the other information set forth in this report on Form 10-Q, could materially affect our business, financial condition or results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

31.1	CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	CEO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	CFO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.1	Financial Statements in XBRL Format

SIGNATURES

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 thereunto duly authorized.

Signature	Title	Date
/s/ Lisa Klinger Lisa Klinger	Chief Financial Officer and Treasurer (as duly authorized officer and principal financial officer)	December 12, 2014

Exhibit 31.1

CEO CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
(15 U.S.C. SECTION 1350)

I, Jill Granoff, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vince Holding Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Jill Granoff
Jill Granoff
Chairman and Chief Executive Officer
(principal executive officer)
December 12, 2014

Exhibit 31.2

CFO CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
(15 U.S.C. SECTION 1350)

I, Lisa Klinger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vince Holding Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

c) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize, and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/ Lisa Klinger
Lisa Klinger
Chief Financial Officer and Treasurer
(principal financial and accounting officer)
December 12, 2014

Exhibit 32.1

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of Vince Holding Corp. (the “Company”), on Form 10-Q for the quarter ended November 1, 2014 as filed with the Securities and Exchange Commission (the “Report”), Jill Granoff, Chief Executive Officer of the Company, does hereby certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company at the dates and for the periods indicated in the Report.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The undersigned expressly disclaims any obligation to update the foregoing certification except as required by law.

/s/ Jill Granoff
Jill Granoff
Chairman and Chief Executive Officer
(principal executive officer)
December 12, 2014

CERTIFICATIONS OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of Vince Holding Corp. (the “Company”), on Form 10-Q for the quarter ended November 1, 2014 as filed with the Securities and Exchange Commission (the “Report”), Lisa Klinger, Chief Financial Officer of the Company, does hereby certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company at the dates and for the periods indicated in the Report.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The undersigned expressly disclaims any obligation to update the foregoing certification except as required by law.

/s/ Lisa Klinger
Lisa Klinger
Chief Financial Officer and Treasurer
(principal financial and accounting officer)
December 12, 2014