

VINCE HOLDING CORP.

Reported by
ULASEWICZ EUGENIA

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/17/14 for the Period Ending 04/16/14

Address	600 KELLWOOD PARKWAY CHESTERFIELD, MO 63107
Telephone	(314) 576-3100
CIK	0001579157
Symbol	VNCE
Fiscal Year	02/02

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Ulasewicz Eugenia (Last) (First) (Middle) C/O VINCE HOLDING CORP., 1441 BROADWAY, 6TH FLOOR (Street) NEW YORK, NY 10018 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VINCE HOLDING CORP. [VNCE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/16/2014</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date					Title
Restricted Stock Units	(1)	4/16/2014		A		2966		(2)	(2)	Common Stock	2966	\$0.00	2966	D	

Explanation of Responses:

- (1) Restricted stock units convert into shares of common stock of Vince Holding Corp. on a one-for-one basis.
- (2) On April 16, 2014 (the "Grant Date"), in connection with her appointment as a director, the Reporting Person was granted 2,966 restricted stock units, vesting over a three-year period; 33.33% on the first anniversary of the Grant Date, 33.33% on the second anniversary of the Grant Date and remaining 33.33% on the third anniversary of the Grant Date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ulasewicz Eugenia C/O VINCE HOLDING CORP. 1441 BROADWAY, 6TH FLOOR NEW YORK, NY 10018	X			

Signatures

/s/ Jay L. Dubiner, by power of attorney

4/17/2014

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.