VINCE HOLDING CORP.

Form 4

November 27, 2013

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

OMB APPROVAL

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Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

VINCE HOLDING CORP. [VNCE]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Granoff Jill

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner

11/27/2013

X_ Officer (give title Other (specify below)

Chief Executive Officer

(Check all applicable)

C/O VINCE HOLDING CORP., 1441 BROADWAY - 6TH **FLOOR**

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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

NEW YORK, NY 10018

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securitie

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| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Year) (Instr. 8) Acquired Disposed | | Securities Acquired (A) of Disposed of (D (Instr. 3, 4, and | d (A) or d of (D) | | | (Instr. 3 and 4) | | | |
|--|---|---|--|--|----------------------|-----------|-----|---------------------|--------------------|--------------|---------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amour Number Shares |
| Employee Stock Option (right to buy) | \$ 5.75 | 11/27/2013 | | A(1) | | 1,153,291 | | <u>(1)</u> | 05/04/2022 | Common stock | 1,153 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Granoff Jill C/O VINCE HOLDING CORP. 1441 BROADWAY - 6TH FLOOR NEW YORK, NY 10018 | X | | Chief Executive Officer | | | | |

Signatures

/s/ Jay Dubiner, by power of attorney 11/27/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

The reported transaction involved the assumption of outstanding options that were granted by Kellwood Company pursuant to the 2010 Stock Option Plan of Kellwood Company on May 4, 2012. Vince Holding Corp. (the "Company") assumed Kellwood Company's obligations with respect to such options on November 21, 2013; provided that such options did not become exercisable until the

- consummation of the Company's initial public offering on November 27, 2013. The board of directors of the Company approved such assumption on November 21, 2013 in accordance with Rule 16d-3(d) as promulgated under the Securities Exchange Act of 1934 (as amended). The options provide for vesting 20% each year on the anniversary of the grant date, beginning on the first anniversary of the grant date so long as the Reporting Person remains employed with the Company. On November 26, 2013, the Company amended the related grant agreements to eliminate restrictions on the exercisability of such options as they vest.
- Pursuant to the Amended and Restated Certificate of Incorporation of the Company filed immediately prior to the consummation of the Company's initial public offering, each share of voting common stock, par value \$0.001 per share, was converted into 28.5177 shares of common stock, par value \$0.01 per share (the "Stock Split"). The options and the related exercise price have been adjusted to give effect to the assumption discussed in Footnote 1 and the Stock Split.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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