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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

VINCE HOLDING CORP. [VNCE]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Klinger Lisa

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

FLOOR

Security

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year) 11/27/2013

X_ Officer (give title Other (specify below)

See Remarks

(Check all applicable)

CORP., 1441 BROADWAY - 6TH

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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

NEW YORK, NY 10018

C/O VINCE HOLDING

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

4. Securities 3. (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (Instr. 4) Following

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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 of **Underlying Securities**

7. Nature of

Ownership

(Instr. 4)

Indirect

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	ecurity nstr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) of Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)	
					Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount Number Shares
S O (r	mployee tock ption ight to uy)	\$ 5.75	11/27/2013		A(1)	196,583 (2)	<u>(1)</u>	12/10/2022	Common stock	196,58
S O (r	mployee tock ption ight to	\$ 20	11/27/2013		A	99,812	(3)	11/21/2023	Common stock	99,812

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Klinger Lisa

C/O VINCE HOLDING CORP. 1441 BROADWAY - 6TH FLOOR NEW YORK, NY 10018

See Remarks

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 December 10, 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'initial public offering on November 27, 2013. The board of directors of the Companny approved such assumption on November 21, 2013 in accordance with Rule 16d-3(d) as promulgated under the Securities Exchange Act of 1934 (as amended). The options provide for vesting 20% each year on the anniversary of the grant date beginning on the first anniversary of the grant date so long as the Reporting Person remains employed with the Company. On November 26, 2013, the Company amended the related grant agreement to eliminate restrictions on the exercisability of such options as they vest.
- 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 prices have been adjusted to give effect to the assumption discussed above in Footnote 1 and the Stock Split.

(3)

Reporting Owners 2

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The options were granted on November 21, 2013 pursuant to the Vince 2013 Omnibus Incentive Plan; provided that such options did not become exercisable until the date of the consummation of the Company's initial public offering on November 27, 2013. Such options give effect to the Stock Split and shall vest over the course of four years, with 33.33% of the options granted to such employee vesting on each of the second, third and fourth anniversaries of the grant date, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

Remarks:

Chief Financial Officer and Treasurer

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.