VINCE HOLDING CORP.

Form 4

November 27, 2013

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* DUBINER JAY L

2. Issuer Name and Ticker or Trading Symbol

VINCE HOLDING CORP. [VNCE]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

11/27/2013

Director 10% Owner

(Check all applicable)

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

(First)

X\_ Officer (give title Other (specify below)

See Remarks

(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

NEW YORK, NY 10018

(State) (Zip) 2. Transaction Date 2A. Deemed

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

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

(Month/Day/Year)

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

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

Ownership (Instr. 4)

7. Nature of

Indirect

(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 of **Underlying Securities** 

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.84	11/27/2013		A(1)		52,422 (2)	<u>(1)</u>	10/15/2023	Common stock	52,422
Employee Stock Option (right to buy)	\$ 20	11/27/2013		A		28,518	(3)	11/21/2023	Common stock	28,518

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

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

See Remarks

# **Signatures**

/s/ Jay Dubiner

11/27/2013

\*\*Signature of Date
Reporting Person

# **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 October 15, 2013. 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 agreement to eliminate restrictions on the exercisability of such options as they vest.
- (2) 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

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to the assumption discussed above in Footnote 1 and the Stock Split.

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:**

Senior Vice President, General Counsel and Secretary

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.