Wallace Melissa
Form 4
April 13, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wallace Melissa

(Last) (First) (Middle)

C/O VINCE HOLDING CORP., 500 5TH AVENUE 20TH FLOOR

(Street)

NEW YORK, NY 10110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VINCE HOLDING CORP. [VNCE]

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			
Common Stock, par value $0.01	04/12/2018		A		8,743 (1)	A	$ 0	8,743 (2)	D	

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wallace Melissa C/O VINCE HOLDING CORP. 500 5TH AVENUE 20TH FLOOR NEW YORK, NY 10110				See Remarks

Signatures

/s/ Akiko Okuma, by power of attorney	04/13/2018
**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).

(1) These shares represent restricted stock units that were granted to the Reporting Person on April 12, 2018, pursuant to the Vince 2013 Omnibus Incentive Plan. The restricted stock units convert into shares of common stock of Vince Holding Corp. on a one-for-one basis and are solely settled in common stock upon vesting. The restricted stock units vest in the following manner: 25% on April 19, 2019, 25% on April 17, 2020, 25% on April 16, 2021, and 25% on April 15th, 2022, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

(2) At the close of business on October 23, 2017, the Company effected a 1-for-10 reverse stock split (the "Reverse Stock Split"). The Company's common stock began trading on a split-adjusted basis when the market opened on October 24, 2017. Pursuant to the Reverse Stock Split, every 10 shares of the Company's issued and outstanding common stock were automatically converted into one share of common stock. All references to our common stock provided in this report have been adjusted to reflect the effect of the Reverse Stock Split.

Remarks:

Senior Vice President, Human Resources

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