

Engebretson Mark  
Form 4/A  
May 29, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Engebretson Mark

(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)

05/24/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
05/25/2018

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Restricted<br>Stock Units             | 05/25/2018                              |                                                             | A                                    | Amount<br>(1)<br>10,714                                                    | (A)<br>or<br>(D)<br>A \$ 0 22,344                                                                                  | D                                                                    |                                         |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                                             | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.<br>D<br>S<br>(I |
|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------|
| <div> <div> Date<br/>Exercisable Expiration Date Title Amount<br/>or<br/>Number<br/>of<br/>Shares </div> </div> |                                                                       |                                         |                                                             |                                         |                                                                                                                 |                                                                |                                                                     |                    |
| <div> <div> Code V (A) (D) </div> </div>                                                                        |                                                                       |                                         |                                                             |                                         |                                                                                                                 |                                                                |                                                                     |                    |
| Employee<br>Stock<br>Option<br>(Right to<br>buy)                                                                | \$ 68.6 <sup>(2)</sup>                                                | 05/24/2018                              |                                                             | D                                       | 6,000<br><sup>(2)</sup>                                                                                         | <sup>(3)</sup> 09/01/2026                                      | Common<br>Stock                                                     | 6,000              |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |         |             |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------------|
|                                                                                                | Director      | 10% Owner | Officer | Other       |
| Engebretson Mark<br>C/O VINCE HOLDING CORP.<br>500 5TH AVENUE 20TH FLOOR<br>NEW YORK, NY 10110 |               |           |         | See Remarks |

## Signatures

/s/ Akiko Okuma, by power of attorney  
05/29/2018

\_\_\_\_\_  
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 under the Amended and Restated 2013 Omnibus Incentive Plan (the "Plan") of Vince Holding Corp. (the "Company") on May 25, 2018 in exchange for the stock options which were cancelled pursuant to the Company's option exchange program on May 24, 2018. These restricted stock units convert into shares of common stock of the Company on a one-for-one basis and are solely settled in common stock upon vesting. These restricted stock units vest in the following manner: 10% on April 19, 2019; 20% on April 17, 2020; 25% on April 16, 2021; and 45% on April 15th, 2022, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

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

(2) 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.

(3) These stock options were granted on September 1, 2016 to the Reporting Person under the Plan. Prior to cancellation, the stock options were scheduled to vest over the course of four years, with 25% of the stock options granted to the Reporting Person vesting on each of the first, second, third and fourth anniversaries of the grant date, in each case subject to the Reporting Person's continued employment with

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the Company through each such vesting date.

- On May 24, 2018, the Company cancelled, pursuant to the terms of its option exchange program, eligible stock options of the Reporting Person. In exchange, on May 25, 2018, the Reporting Person was granted replacement restricted stock units based on the exchange ratio of 1-to-1.7857.

### Remarks:

Executive Vice President, Operations

This amendment is being filed solely to correct the date of the earliest transaction reported.

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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