

VINCE HOLDING CORP.

Form 4

June 28, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Griffith Jerome

(Last) (First) (Middle)

C/O VINCE HOLDING CORP., 500
5TH AVE., 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)

06/24/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	06/24/2016		A	222 ⁽¹⁾ (2)	A \$ 0 29,037	D	
Common Stock	06/24/2016		A	261 ⁽³⁾ (4)	A \$ 0 29,298	D	
Common Stock	06/24/2016		A	1,487 (5) (6)	A \$ 0 30,785	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
required to respond unless the form
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SEC 1474
(9-02)

number.

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 Own Follo Repor 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
Griffith Jerome C/O VINCE HOLDING CORP. 500 5TH AVE., 20TH FLOOR NEW YORK, NY 10110	X

Signatures

/s/ Akiko Okuma, by power of attorney

06/28/2016

__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) The reported transaction involved the grant of additional restricted stock units (the "2013 Adjustment RSUs") to effect the adjustment of outstanding restricted stock units (the "2013 Existing RSUs") that were granted to the Reporting Person on November 21, 2013 pursuant to the Vince 2013 Omnibus Incentive Plan (the "Plan") of Vince Holding Corp. (the "Company"). The 2013 Existing RSUs were adjusted in accordance with the terms of the Plan to reflect the impact of the rights offering completed by the Company on April 21, 2016.

(2) (Continued from Footnote 1) The adjustment was approved by the compensation committee of the board of directors of the Company on May 16, 2016 and the terms of the adjustment were finalized and communicated to the Reporting Person on June 24, 2016. The 2013 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and are solely settled in common stock upon vesting. The 2013 Adjustment RSUs have the same terms as the 2013 Existing RSUs and will vest on November 21, 2016.

(3) The reported transaction involved the grant of additional restricted stock units (the "2014 Adjustment RSUs") to effect the adjustment of outstanding restricted stock units (the "2014 Existing RSUs") that were granted to the Reporting Person on November 21, 2014 pursuant to the Plan. The 2014 Existing RSUs were adjusted in accordance with the terms of the Plan to reflect the impact of the rights offering completed by the Company on April 21, 2016. The adjustment was approved by the compensation committee of the board of directors of the Company on May 16, 2016 and the terms of the adjustment were finalized and communicated to the Reporting Person on June 24,

2016.

- (4) (Continued from Footnote 3) The 2013 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and are solely settled in common stock upon vesting. The 2014 Adjustment RSUs have the same terms as the 2014 Existing RSUs and will vest over a period of two years with 50% of the units vesting on each of November 21, 2016 and November 21, 2017.

- The reported transaction involved the grant of additional restricted stock units (the "2015 Adjustment RSUs") to effect the adjustment of outstanding restricted stock units (the "2015 Existing RSUs") that were granted to the Reporting Person on December 15, 2015 pursuant to the Plan. The 2015 Existing RSUs were adjusted in accordance with the terms of the Plan to reflect the impact of the rights offering completed by the Company on April 21, 2016. The adjustment was approved by the compensation committee of the board of directors of the Company on May 16, 2016 and the terms of the adjustment were finalized and communicated to the Reporting Person on June 24, 2016. The 2015 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and are solely settled in common stock upon vesting.
- (5)

- (6) (Continued from Footnote 5) The 2015 Adjustment RSUs have the same terms as the 2015 Existing RSUs and will vest over a three-year period with 33.3% of the units vesting on each of December 16, 2016, December 16, 2017 and December 16, 2018.

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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