

VINCE HOLDING CORP.  
Form 4  
October 06, 2015

**FORM 4**

**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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sizemore Michele

(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)

10/02/2015

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	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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SEC 1474  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or (D)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20	10/02/2015		D			28,518 <u>(1)</u>		<u>(2)</u>	11/21/2023	Common Stock	28,518
Employee Stock Option (right to buy)	\$ 33.95	10/02/2015		D			34,214 <u>(1)</u>		<u>(3)</u>	11/21/2024	Common Stock	34,214
Employee Stock Option (right to buy)	\$ 3.6	10/02/2015		A			62,732 <u>(1)</u>		<u>(4)</u>	10/02/2025	Common Stock	62,732

## Reporting Owners

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

## Signatures

/s/ Nicholas Rubino, by power of attorney  
 Date: 10/06/2015  
 \*\*Signature of 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).
- (1) On October 2, 2015, Vince Holding Corp. (the "Company") cancelled, pursuant to the terms of its option exchange program, an option to receive 28,518 shares of the Company's common stock (the "2013 Options") previously granted to the reporting person on November 21, 2013 (the "2013 Grant Date") and an option to receive 34,214 shares of the Company's common stock (the "2014 Options") previously granted to the reporting person on November 21, 2014 (the "2014 Grant Date"). In exchange, on the same date (the "New Grant Date"), the reporting person was granted a replacement option to receive 62,732 shares of the Company's common stock (the "Replacement Options") with an exercise price of \$3.60 per share.
- (2) Prior to cancellation, 33.3% of the 2013 Options had vested on November 21, 2014 and remained unexercised and the remainder of the 2013 Options were scheduled to vest on the second and third anniversaries of the 2013 Grant Date in equal installments.

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- (3) Prior to cancellation, the 2014 Options were scheduled to vest over the course of four years from the 2014 Grant Date, with 25% of the 2014 Options vesting on each of the first, second, third and fourth anniversaries of the 2014 Grant Date.
- (4) The Replacement Options vest over the course of four years from the New Grant Date, with 25% of the Replacement Options vesting on each of the first, second, third and fourth anniversaries of the New Grant Date.

### **Remarks:**

Senior Vice President - Operations.

### Exhibit 24 - Power of Attorney

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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