

VINCE HOLDING CORP.  
Form S-1MEF  
June 25, 2014

As filed with the Securities and Exchange Commission on June 25, 2014

No. 333-

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

**FORM S-1**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**VINCE HOLDING CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**5600**  
(Primary Standard Industrial  
Classification Code Number)

**75-3264870**  
(I.R.S. Employer  
Identification No.)

**1441 Broadway 6th Floor**

**New York, New York 10018**

**(212) 515-2600**

**(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)**

**Jay L. Dubiner**

**Senior Vice President, General Counsel & Secretary**

**1441 Broadway 6th Floor**

**New York, New York 10018**

**(212) 515-2600**

**(Name, address, including zip code and telephone number, including area code, of agent for service)**

*Copies of all communications, including communications sent to agent for service, should be sent to:*

**Gerald T. Nowak, P.C.**

**Kevin P. Kennedy**

**Kirkland & Ellis LLP**

**Simpson Thacher & Bartlett LLP**

**300 North LaSalle**

**2475 Hanover Street**

**Chicago, Illinois 60654**

**Palo Alto, California 94304**

**(312) 862-2000**

**(650) 251-5000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-196766

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Offering Price(2)</b>	<b>Amount of Registration Fee(3)(4)</b>
Common Stock, \$0.01 par value per share	892,326	\$36.97	\$32,989,292.22	\$4,249.02

- (1) In accordance with Rule 462(b), the 892,326 amount of securities to be registered under this Registration Statement is an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related registration statement on Form S-1 (File No. 333-196766), as amended, which registration statement was declared effective by the Securities and Exchange Commission on June 25, 2014, for which a registration fee of \$19,825.72 was already paid. Includes shares of common stock that may be sold if the option to purchase additional shares granted by the selling stockholder to the underwriters is exercised in full.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, on the basis of the average high and low prices of the registrant's common stock on June 24, 2014, as reported by the New York Stock Exchange.
- (3) Calculated by multiplying 0.0001288 by the proposed maximum offering price.
- (4) The registrant certifies to the Securities and Exchange Commission that it has instructed its bank to pay the Commission the filing fee set forth for the additional securities being registered hereby by wire transfer as soon as practicable (but in any event no later than the close of business on June 26, 2014), that it will not revoke such

instructions, that it has sufficient funds in such account to cover the amount of such filing fee and that it will confirm receipt of such instructions by its bank during regular business hours no later than June 26, 2014.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement is being filed by Vince Holding Corp. (the Registrant ) pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and General Instruction V to Form S-1 solely to register an additional 892,326 shares of the Registrant s common stock, par value \$0.01 per share, to be sold by certain selling stockholders of the Registrant. In accordance with Rule 462(b), this Registration Statement incorporates by reference the contents of the Registrant s registration statement on Form S-1, as amended (File No. 333-196766), originally filed with the Securities and Exchange Commission (the Commission ) on June 16, 2014 and declared effective by the Commission on June 25, 2014, including all exhibits and amendments thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinions and consents are listed on the Exhibit Index attached to and filed with this Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Vince Holding Corp., a Delaware corporation, has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 25, 2014.

VINCE HOLDING CORP.

By: /s/ Jill Granoff

Name: Jill Granoff

Title: Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Jill Granoff	Chairman, Chief Executive Officer	June 25, 2014
Jill Granoff	(principal executive officer) and Director	
/s/ Lisa Klinger	Chief Financial Officer and	June 25, 2014
Lisa Klinger	Treasurer (principal financial and principal accounting officer)	
*	Director	June 25, 2014
Robert A. Bowman		
*	Director	June 25, 2014
Jerome Griffith		
*	Director	June 25, 2014
Eugenia Ulasewicz		
*	Director	June 25, 2014
Christopher T. Metz		

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*	Director	June 25, 2014
Mark E. Brody		
*	Director	June 25, 2014
Jonathan H. Borell		
*	Director	June 25, 2014
Marc Leder		

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\* The undersigned by signing his name hereto, signs and executes this Registration Statement on Form S-1 pursuant to the Powers of Attorney executed by the above named signatories and previously filed with the Securities and Exchange Commission on June 16, 2014, as set forth in the Registration Statement on Form S-1 (File No. 333-196766) which this Registration Statement incorporates by reference.

By:               /s/ Jay L. Dubiner  
                      Jay L. Dubiner  
  
                      *Attorney-in-fact*

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Table</b>
5.1	Opinion of Kirkland & Ellis LLP
23.1	Consent of Pricewaterhouse Coopers LLP, dated June 25, 2014.
23.2	Consent of Kirkland & Ellis LLP (included Exhibit 5.1).
24.1*	Power of Attorney

\* Indicates exhibits that were filed as part of the Registration Statement on Form S-1 (File No. 333-196766) which this Registration Statement incorporates by reference.