VINCE HOLDING CORP.
Form 4
March 25, 2015

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 *
Sun Capital Securities Offshore Fund, Ltd.

(Last) (First) (Middle)

C/O SUN CAPITAL PARTNERS, INC., 5200 TOWN CIRCLE CENTER, SUITE 600

(Street)

BOCA RATON, FL 33486

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	03/23/2015		P		14,879	A	$ 17.0099	5,027,495	I	See Footnote (1)
Common Stock, par value $0.01	03/23/2015		P		75,000	A	$ 17.1024	5,102,495	I	See Footnote (1)
Common Stock, par value	03/24/2015		P		50,000	A	$ 17.0048	5,152,495	I	See Footnote (1)

$0.01									
Common Stock, par value $0.01	03/25/2015		P	50,000	A	$ 17.0115	5,202,495	I	See Footnote (1)

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
Sun Capital Securities Offshore Fund, Ltd. C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
SUN CAPITAL SECURITIES FUND, LP C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
Sun Capital Securities Advisors, LP C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
		X		

Sun Capital Securities, LLC
C/O SUN CAPITAL PARTNERS, INC.
5200 TOWN CIRCLE CENTER, SUITE 600
BOCA RATON, FL 33486

Signatures

/s/ Michael J. McConvery, Vice Pres. & Asst. Sec., Sun Capital Securities LLC, Gen. Partner for Sun Capital Securities Mgmt. LP, Investment Manager for Sun Capital Securities Offshore Fund, Ltd.	03/25/2015
**Signature of Reporting Person	Date
/s/ Michael J. McConvery, Vice President & Assistant Secretary, Sun Capital Securities LLC, General Partner for Sun Capital Securities Advisors L.P., General Partner for Sun Capital Securities Fund, LP	03/25/2015
**Signature of Reporting Person	Date
/s/ Michael J. McConvery, Vice President & Assistant Secretary, Sun Capital Securities, LLC, General Partner for Sun Capital Securities Advisors, LP	03/25/2015
**Signature of Reporting Person	Date
/s/ Michael J. McConvery, Vice President & Assistant Secretary, Sun Capital Securities, LLC	03/25/2015
**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) Represents common stock owned of record by SK Financial Services, LLC ("SK Financial"), which is jointly owned by Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore"), Sun Capital Securities Fund, L.P. ("SCSF LP") and Sun Capital Partners V, L.P. ("SCP V"). The Form 4 for SCP V is filed separately. Sun Capital Securities, LLC ("SCSF LLC") is the general partner of Sun Capital Securities Advisors, L.P. ("SCSF Advisors"), which is in turn the general partner of SCSF LP. As a result, each of SCSF LLC, SCSF Advisors, SCSF LP and SCSF Offshore (collectively, the "Indirect Sun Owners") may be deemed to have indirect beneficial ownership of the securities owned of record by SK Financial. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in which it does not have a pecuniary interest.

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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