VINCE HOLDING CORP.
Form 4
March 30, 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 *
KROUSE RODGER R

(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)
03/26/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 | 03/26/2015 | | P | | 25,000 (1) | A | $ 17.018 | 20,265,288 (2) | I | See Footnotes (1) (2) |
| Common Stock, par value $0.01 | 03/27/2015 | | P | | 50,000 (1) | A | $ 17.0585 | 20,315,288 (2) | I | See Footnotes (1) (2) |
| Common Stock, par value | 03/30/2015 | | P | | 25,000 (1) | A | $ 17.1986 | 20,340,288 (2) | I | See Footnotes (1) (2) |

$0.01

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 |
| KROUSE RODGER R<br>C/O SUN CAPITAL PARTNERS, INC.<br>5200 TOWN CIRCLE CENTER, SUITE 600<br>BOCA RATON, FL 33486 | | X | | |

# Signatures

| /s/ Deryl Couch, by power of attorney for Rodger R. Krouse | 03/30/2015 |
|---|---|
| **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"). SK Financial is jointly owned by Sun Capital Partners V, L.P. ("SCP V"), Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). Through a revocable trust, each of Messrs. Rodger R. Krouse and Marc J. Leder own fifty percent (50%) of Sun Capital Partners V, Ltd., which is the general partner of Sun Capital Advisors V, L.P., which is the general partner of SCP V. Each of Messrs. Krouse and Leder also controls, through his revocable trust, 50% of the membership interest in Sun Capital Securities, LLC, which in turn is the general partner of Sun Capital Securities Advisors, L.P., which is in turn the general partner of SCSF LP.

**(2)** 15,037,793 of the reported shares are owned of record by Sun Cardinal, LLC ("Sun Cardinal"), 5,012,616 of the reported shares are owned of record by SCSF Cardinal, LLC ("SCSF Cardinal") and the remaining reported shares are owned of record by SK Financial. SCP V owns all of the ownership interests in Sun Cardinal. SCSF Cardinal is jointly owned by SCSF Offshore and SCSF LP. As a result and for the reasons described in footnote 1 above, Mr. Krouse may be deemed to have indirect beneficial ownership of the securities owned of record by Sun Cardinal, SCSF Cardinal and SK Financial. Mr. Leder expressly disclaims beneficial ownership of any securities in which he 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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