

VINCE HOLDING CORP.

Form 4

October 06, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wallace Melissa

(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 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	(D)	Price

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
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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 Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.14	10/02/2015	D			66,655 (1)	(2)	01/01/2025	Common Stock	66,655
Employee Stock Option (right to buy)	\$ 3.6	10/02/2015	A			66,655 (1)	(3)	10/02/2025	Common Stock	66,655

Reporting Owners

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

Signatures

/s/ Nicholas Rubino, by power of attorney
 10/06/2015
 **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).
- On October 2, 2015, Vince Holding Corp. (the "Company") cancelled, pursuant to the terms of its option exchange program, an option to receive 66,655 shares of the Company's common stock (the "Original Options") previously granted to the reporting person on January 1, 2015 (the "Original Grant Date"). In exchange, on the same date (the "New Grant Date"), the reporting person was granted a replacement option to receive the same number of shares of the Company's common stock (the "Replacement Options") with an exercise price of \$3.60 per share.
- (1) 2015 (the "Original Grant Date"). In exchange, on the same date (the "New Grant Date"), the reporting person was granted a replacement option to receive the same number of shares of the Company's common stock (the "Replacement Options") with an exercise price of \$3.60 per share.
- (2) Prior to cancellation, the Original Options were scheduled to vest over the course of three years from the Original Grant Date, with 33.3% of the Original Options vesting on each of the first, second and third anniversaries of the Original Grant Date.
- (3) 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 - Human Resources.

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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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