

BOWMAN ROBERT A  
Form 4/A  
September 29, 2017

**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 \*  
BOWMAN ROBERT A

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O VINCE HOLDING CORP., 500  
5TH AVE., 20TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/08/2017

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

(Street)  
NEW YORK, NY 10110

4. If Amendment, Date Original Filed(Month/Day/Year)  
09/12/2017

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock, par value \$0.01  | 09/08/2017                           |  | X(1)                           | 144,444 A \$ 0.45   | 199,199   | D  |                                   |

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)**

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| 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) | Amount Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|
| Subscription Rights (Right to buy)         | \$ 0.45  | 09/08/2017                           | 09/08/2017   | X <sup>(1)</sup>               | 13,348  | 08/15/2017 09/08/2017                                    | Common Stock  | 144,444                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BOWMAN ROBERT A<br>C/O VINCE HOLDING CORP.<br>500 5TH AVE., 20TH FLOOR<br>NEW YORK, NY 10110 | X             |           |         |       |

## Signatures

/s/ Akiko Okuma, by power of attorney  
Date: 09/29/2017

\*\*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 the exercise of subscription rights in Vince Holding Corp. ("Vince") rights offering by the Reporting Person, with each right entitling the holder to purchase 1.3475 shares of Vince common stock, resulting in the purchase by the Reporting Person of 144,444 shares of Vince common stock, including pursuant to the exercise of over-subscription rights.

### Remarks:

This amendment has been filed to correct the total amount of securities beneficially owned by Robert Bowman following the r  
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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