

VINCE HOLDING CORP.
Form 4
April 25, 2016

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 *
SUN CAPITAL PARTNERS V LP

(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)

04/21/2016

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)

___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 04/21/2016 | | X ⁽¹⁾ | | 5,743,835 | A | \$ 5.5 |
| | | | | | | | 21,211,948 (3) (5) |
| | | | | | | I | See Footnote (5) |
| Common Stock, par value \$0.01 | 04/21/2016 | | P ⁽²⁾ | | 146,747 | A | \$ 5.5 |
| | | | | | | | 21,358,695 (4) (5) |
| | | | | | | I | See Footnote (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|------------|--|-----------------|---|
| | | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | |
| Subscription Rights(Right to buy) | \$ 5.5 | 04/21/2016 | | X ⁽¹⁾ | | 15,037,793 | 03/29/2016 | 04/21/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SUN CAPITAL PARTNERS V LP C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486 | | X | | |
| SUN CAPITAL PARTNERS V, LTD. C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486 | | X | | |
| Sun Capital Advisors V, L.P. C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486 | | X | | |

Signatures

/s/ Todd Buchman, by power of attorney for Sun Capital Partners V, L.P. 04/22/2016

__Signature of Reporting Person Date

/s/ Todd Buchman, by power of attorney for Sun Capital Advisors V, L.P. 04/22/2016

__Signature of Reporting Person Date

/s/ Todd Buchman, by power of attorney for Sun Capital Partners V, Ltd. 04/22/2016

__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).

- Represents the exercise of subscription rights in the Vince Holding Corp. ("Vince") rights offering by Sun Cardinal, LLC ("Sun Cardinal"), with each right entitling the holder to purchase 0.3183 shares of Vince common stock, resulting in the purchase by Sun Cardinal of 5,743,835 shares of Vince common stock, including pursuant to the exercise of over-subscription rights.
- (1) Represents the purchase by Sun Cardinal of 146,747 shares of Vince common stock pursuant to the rights offering backstop investment agreement by and among Vince, Sun Cardinal and SCSF Cardinal, LLC.
 - (2) 20,781,628 of the reported shares are owned of record by Sun Cardinal.
 - (3) 20,928,375 of the reported shares are owned of record by Sun Cardinal.

Sun Capital Partners V, L.P. ("SCP V") owns all of the ownership interests in Sun Cardinal. 430,320 of the reported shares are owned of record by SK Financial Services, LLC ("SK Financial"), which 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"). Sun Capital Partners V, Ltd. is the general partner of Sun Capital Advisors V, L.P., which is the general partner of SCP V. As a result, each of SCP V, Sun Capital Partners V, Ltd. and Sun Capital Advisors V, L.P. (collectively, the "Indirect Sun Owners") may be deemed to have indirect beneficial ownership of the securities owned of record by Sun Cardinal and SK Financial. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in which it does not have a pecuniary interest. The Form 4 for SCSF Offshore and SCSF LP is filed separately.

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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