

VINCE HOLDING CORP.

Form 4

April 25, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCSF Cardinal, LLC

(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 Ownership (Instr. 4)
Common Stock, par value \$0.01	04/21/2016		X ⁽¹⁾	1,914,618	A \$ 5.5	6,927,234 ⁽³⁾	I See Footnote ⁽³⁾
Common Stock, par value \$0.01	04/21/2016		P ⁽²⁾	48,916	A \$ 5.5	6,976,150 ⁽³⁾	I See Footnote ⁽³⁾

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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Subscription Rights (Right to buy)	\$ 5.5	04/21/2016		X ⁽¹⁾		5,012,616		03/29/2016	04/21/2016	Common Stock	1,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCSF Cardinal, LLC C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
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, LLC 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		

04/22/2016

Date _____

04/22/2016

Date _____

04/22/2016

Date _____

04/22/2016

Date _____

04/22/2016

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 the Vince Holding Corp. ("Vince") rights offering by SCSF Cardinal, LLC ("SCSF Cardinal"), with each right entitling the holder to purchase 0.3183 shares of Vince common stock, resulting in the purchase by SCSF Cardinal of 1,914,618 shares of Vince common stock, including pursuant to the exercise of over-subscription rights.
- (2) Represents the purchase by SCSF Cardinal of 48,916 shares of Vince common stock pursuant to the rights offering backstop investment agreement by and among Vince, Sun Cardinal, LLC and SCSF Cardinal.
- (3) Represents common stock owned of record by SCSF Cardinal. SCSF Cardinal is jointly owned by Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). Sun Cardinal 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, 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 SCSF Cardinal. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.