

VINCE HOLDING CORP.  
Form 3  
January 29, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Wallace Melissa  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/29/2015

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

C/O VINCE HOLDING CORP., 500 5TH AVENUE ?  
20TH FLOOR

(Street)

NEW YORK, NY 10110

(City) (State) (Zip)

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 Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	⌘ (1)	01/01/2025	Common Stock	66,655	\$ 26.14	D	⌘

## Reporting Owners

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

## Signatures

/s/ Jay L. Dubiner, by Power of Attorney  
Date: 01/29/2015

⌘ Signature of Reporting Person      ⌘ Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- The options were granted on January 1, 2015 pursuant to the Vince 2013 Omnibus Incentive Plan. Such options shall vest over the course of three years, with 33.3% of the options granted to the Reporting Person vesting on each of the first, second and third anniversaries of the grant date, in each case subject to the Reporting Person's continued employment with Vince Holding Corp. through each such vesting date. On January 29, 2015, the Reporting Person was designated as an officer subject to Section 16 of the Securities Exchange Act of 1934, as amended, by the Board of Directors of Vince Holding Corp.

⌘  
**Remarks:**  
Senior Vice President, Human Resources

Exhibit List:

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. 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.