

VINCE HOLDING CORP.
Form 4
July 03, 2014

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 *
KROUSE RODGER R

(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)

07/01/2014

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	07/01/2014		S		4,917,326 (1)	D	\$ 32.6888 (2)
					20,050,409 (2)	I	

See Footnotes (3) (4)

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

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KROUSE RODGER R
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 Rodger R. Krouse

07/03/2014

__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) Prior to giving effect to the secondary offering by certain selling stockholders of Vince Holding Corp. (including Sun Cardinal, LLC ("Sun Cardinal") and SCSF Cardinal, LLC ("SCSF Cardinal")) reflected herein, 3,687,994 of the reported shares were owned of record by Sun Cardinal. The remaining 1,229,332 of the reported shares were owned of record by SCSF Cardinal.

(2) After giving effect to the secondary offering discussed in Foonote (1) above, 15,037,793 of the reported shares are owned of record by Sun Cardinal. The remaining 5,012,616 of the reported shares are owned of record by SCSF Cardinal.

(3) Sun Capital Partners V, L.P. ("SCP V"), owns all of the ownership interests in Sun Cardinal. Through a revocable trust, each of Messrs. Rodger R. Krouse and Marc J. Leder owns fifty percent (50%) of Sun Capital Partners V, Ltd., which is the general partner of Sun Capital Advisors V, L.P., which is the general partner of SCP V. As a result, Mr. Krouse may be deemed to have indirect beneficial ownership of the securities owned of record by Sun Cardinal. Mr. Krouse expressly disclaims beneficial ownership of any securities in which he does not have a pecuniary interest.

(4) SCSF Cardinal is jointly owned by Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). Each of Messrs. Krouse and Leder also controls, through his revocable trust, 50% of the membership interest in Sun Cardinal Securities, LLC ("SCSF LLC"), which in turn is the general parter of Sun Capital Securities Advisors, L.P. ("SCSF Advisors"), which is in turn the general partner of SCSF LP. As a result, Mr. Krouse may be deemed to have indirect beneficial ownership of the securities owned of record by SCSF Cardinal. Mr. Krouse expressly disclaims beneficial ownership of any securities in which he does not

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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.

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