

Wallace Melissa
Form 4
May 25, 2018

FORM 4

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

OMB APPROVAL

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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 *
Wallace Melissa

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VINCE HOLDING CORP. [VNCE]

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

05/25/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

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)
			Code	V	Amount (D) Price		
Restricted Stock Units	05/25/2018		A		22,932 (1) \$ 0	D	

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)

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 36 ⁽²⁾	05/25/2018		D	3,110 ₍₂₎	⁽³⁾ 10/02/2025	Common Stock	3,110
Employee Stock Option (Right to buy)	\$ 36 ⁽²⁾	05/25/2018		D	3,554 ₍₂₎	⁽³⁾ 10/02/2025	Common Stock	3,554
Employee Stock Option (Right to buy)	\$ 56.1 ⁽²⁾	05/25/2018		D	551 ₍₂₎	⁽⁵⁾ 10/02/2025	Common Stock	551
Employee Stock Option (Right to buy)	\$ 56.1 ⁽²⁾	05/25/2018		D	630 ₍₂₎	⁽⁵⁾ 10/02/2025	Common Stock	630
Employee Stock Option (Right to buy)	\$ 59.8 ⁽²⁾	05/25/2018		D	4,997 ₍₂₎	⁽⁶⁾ 06/02/2026	Common Stock	4,997

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/ Akiko Okuma, by power of
attorney

05/25/2018

__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) These shares represent restricted stock units that were granted to the Reporting Person under the Amended and Restated 2013 Omnibus Incentive Plan (the "Plan") of Vince Holding Corp. (the "Company") on May 25, 2018 in exchange for the stock options which were cancelled pursuant to the Company's option exchange program on May 24, 2018. These restricted stock units convert into shares of common stock of the Company on a one-for-one basis and are solely settled in common stock upon vesting. These restricted stock units vest in the following manner: 10% on April 19, 2019; 20% on April 17, 2020; 25% on April 16, 2021; and 45% on April 15th, 2022, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

(2) At the close of business on October 23, 2017, the Company effected a 1-for-10 reverse stock split (the "Reverse Stock Split"). The Company's common stock began trading on a split-adjusted basis when the market opened on October 24, 2017. Pursuant to the Reverse Stock Split, every 10 shares of the Company's issued and outstanding common stock were automatically converted into one share of common stock. All references to our common stock provided in this report have been adjusted to reflect the effect of the Reverse Stock Split.

(3) These stock options were granted on October 2, 2015 to the Reporting Person under the Plan. Prior to cancellation, the stock options were scheduled to vest over the course of four years, with 25% of the stock options granted to the Reporting Person vesting on each of the first, second, third and fourth anniversaries of the grant date, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

(4) On May 24, 2018, the Company cancelled, pursuant to the terms of its option exchange program, eligible stock options of the Reporting Person. In exchange, on May 25, 2018, the Reporting Person was granted replacement restricted stock units based on the exchange ratio of 1-to-1.7857.

(5) These stock options were granted to the Reporting Person under the Plan to effect the adjustment of outstanding options that were granted to the Reporting Person on October 2, 2015, with the same terms as those original options. Prior to cancellation, the stock options were scheduled to vest over the course of four years, with 25% of the stock options granted to the Reporting Person vesting on each of the first, second, third and fourth anniversaries of the grant date, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

(6) These stock options were granted on June 2, 2016 to the Reporting Person under the Plan. Prior to cancellation, the stock options were scheduled to vest over the course of four years, with 25% of the stock options granted to the Reporting Person vesting on each of the first, second, third and fourth anniversaries of the grant date, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

Remarks:

Senior Vice President, Human Resources

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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