

VINCE HOLDING CORP.  
Form DEFA14A  
April 22, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant    Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Vince Holding Corp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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See the reverse side of this notice to obtain proxy materials and voting instructions. \*\*\* Exercise Your Right to Vote  
\*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on  
<mtgdate>. You are receiving this communication because you hold shares in the above named company. This is not a  
ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more  
complete proxy materials that are available to you on the Internet. You may view the proxy materials online at  
www.proxyvote.com or easily request a paper copy (see reverse side). We encourage you to access and review all of  
the important information contained in the proxy materials before voting. Meeting Information Meeting Type:  
<mtgtype> For holders as of: <reccdate> Date: Time: <mtgtime> Location: 0000416907\_1 R1.0.1.18 VINCE  
HOLDING CORP. VINCE HOLDING CORP. c/o BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC. P.O.  
BOX 1342 BRENTWOOD, NY 11717 Annual Meeting April 08, 2019 June 05, 2019 June 05, 2019 9:30 AM EDT  
Vince Holding Corp. 500 Fifth Avenue, 20th Floor New York, NY 10110

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Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**How To Vote Before You Vote**

**How to Access the Proxy Materials**

**Proxy Materials Available to VIEW or RECEIVE:** How to View Online: Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:** If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. g g 0000416907\_2 R1.0.1.18 1. Notice and Proxy Statement 2. Annual Report

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 22, 2019 to facilitate timely delivery.

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Voting items 0000416907\_3 R1.0.1.18 The Board of Directors recommends you vote FOR the following: 1. Election of Directors Nominees 01 Jonathan Borell 02 Ryan Esko 03 Eugenia Ulasewicz The Board of Directors recommends you vote FOR proposals 2 and 3. 2. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending February 1, 2020. 3. To approve, by non-binding vote, the compensation of our named executive officers. The Board of Directors recommends you vote 1 YEAR on the following proposal: 4. To recommend, by non-binding vote, the frequency of executive compensation votes. NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

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