VINCE HOLDING CORP.

Form 4 October 06, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Wallace Melissa

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

VINCE HOLDING CORP. [VNCE]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

10/02/2015 below)

below) See Remarks

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10110

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour Underlying Securit (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (right to buy)	\$ 26.14	10/02/2015		D			66,655 (1)	(2)	01/01/2025	Common Stock	66,0
Employee Stock Option (right to buy)	\$ 3.6	10/02/2015		A		66,655 (1)		(3)	10/02/2025	Common Stock	66,0

Reporting Owners

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

Signatures

/s/ Nicholas Rubino, by power of attorney 10/06/2015

**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).
- On October 2, 2015, Vince Holding Corp. (the "Company") cancelled, pursuant to the terms of its option exchange program, an option to receive 66,655 shares of the Company's common stock (the "Original Options") previously granted to the reporting person on January 1,
- (1) 2015 (the "Original Grant Date"). In exchange, on the same date (the "New Grant Date"), the reporting person was granted a replacement option to receive the same number of shares of the Company's common stock (the "Replacement Options") with an exercise price of \$3.60 per share.
- Prior to cancellation, the Original Options were scheduled to vest over the course of three years from the Original Grant Date, with 33.3% of the Original Options vesting on each of the first, second and third anniversaries of the Original Grant Date.
- (3) The Replacement Options vest over the course of four years from the New Grant Date, with 25% of the Replacement Options vesting on each of the first, second, third and fourth anniversaries of the New Grant Date.

Remarks:

Senior Vice President - Human Resources.

Reporting Owners 2

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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.