

VINCE HOLDING CORP.  
Form 4  
March 25, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
SUN CAPITAL PARTNERS V LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O SUN CAPITAL PARTNERS, INC., 5200 TOWN CIRCLE CENTER, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)  
03/23/2015

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

(Street)

BOCA RATON, FL 33486

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01	03/23/2015		P	A	\$ 14,879	15,052,672	I	See Footnote (1)
Common Stock, par value \$0.01	03/23/2015		P	A	\$ 75,000	15,127,672	I	See Footnote (1)
Common Stock, par value	03/24/2015		P	A	\$ 50,000	15,177,672	I	See Footnote (1)
					17.0099			
					17.1042			
					17.0048			

\$0.01

Common Stock, par value \$0.01	03/25/2015	P	50,000	A	\$ 17.0115	15,227,672	I	See Footnote (1)
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

SUN CAPITAL PARTNERS V LP  
C/O SUN CAPITAL PARTNERS, INC.  
5200 TOWN CIRCLE CENTER, SUITE 600  
BOCA RATON, FL 33486

X

SUN CAPITAL PARTNERS V, LTD.  
C/O SUN CAPITAL PARTNERS, INC.  
5200 TOWN CIRCLE CENTER, SUITE 600  
BOCA RATON, FL 33486

X

Sun Capital Advisors V, L.P.  
5200 TOWN CIRCLE CENTER  
SUITE 600  
BOCA RATON, FL 33486

X

## Signatures

/s/ Michael J. McConvery, Vice President & Assistant Secretary, Sun Capital Partners V, Ltd., General Partner for Sun Capital Advisors V, L.P., General Partner for Sun Capital Partners V, L.P. 03/25/2015

\_\_Signature of Reporting Person Date

/s/ Michael J. McConvery, Vice President & Assistant Secretary, Sun Capital Partners V, Ltd., General Partner for Sun Capital Advisors V, L.P. 03/25/2015

\_\_Signature of Reporting Person Date

/s/ Michael J. McConvery, Vice President & Assistant Secretary for Sun Capital Partners V, Ltd. 03/25/2015

\_\_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).

Represents common stock owned of record by SK Financial Services, LLC ("SK Financial"), which is jointly owned by Sun Capital Partners V, L.P. ("SCP V"), Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). The Form 4 for SCSF Offshore and SCSF LP is filed separately. Sun Capital Partners V, Ltd. is the general partner of Sun Capital

- (1) Advisors V, L.P., which is the general partner of SCP V. As a result, each of SCP V, Sun Capital Partners V, Ltd. and Sun Capital Advisors V, L.P. (collectively, the "Indirect Sun Owners") may be deemed to have indirect beneficial ownership of the securities owned by SK Financial. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in which it does not 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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