

VINCE HOLDING CORP.
Form 4
March 30, 2015

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 *
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)
03/26/2015

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01	03/26/2015		P	25,000 (1)	A \$ 17.018 (2)	I	See Footnotes (1) (2)
Common Stock, par value \$0.01	03/27/2015		P	50,000 (1)	A \$ 17.0585 (2)	I	See Footnotes (1) (2)
Common Stock, par value	03/30/2015		P	25,000 (1)	A \$ 17.1986 (2)	I	See Footnotes (1) (2)

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- 15,037,793 of the reported shares are owned of record by Sun Cardinal, LLC ("Sun Cardinal"), 5,012,616 of the reported shares are owned of record by SCSF Cardinal, LLC ("SCSF Cardinal") and the remaining reported shares are owned of record by SK Financial. SCP
- (2) V owns all of the ownership interests in Sun Cardinal. SCSF Cardinal is jointly owned by SCSF Offshore and SCSF LP. As a result and for the reasons described in footnote 1 above, Mr. Krouse may be deemed to have indirect beneficial ownership of the securities owned of record by Sun Cardinal, SCSF Cardinal and SK Financial. Mr. Leder expressly disclaims beneficial ownership of any securities in which he 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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