Edgar Filing: VINCE HOLDING CORP. - Form 4

Form 4 June 28, 2010						OMB A	PPROVAL		
FORM Check thi if no long	Washington, D.C. 20549						3235-0287 January 31, 2005		
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 F	Responses)								
1. Name and A Griffith Jero	2. Issuer Name an Symbol VINCE HOLDI		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Month/D			Date of Earliest Transaction Ionth/Day/Year) 5/24/2016			X_ Director 10% Owner Officer (give title Other (specify below) below)			
			Amendment, Date Original Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
NEW YORK, NY 10110							eporting		
(City)	(State) (Zip)	Table I - Non-	Derivative S	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securi tionAcquirec Disposec) (Instr. 3,	d (A) or d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
Common Stock	06/24/2016	Code A	V Amount 222 (1) (2)			D			
Common Stock	06/24/2016	А	261 <u>(3)</u> (4)	A \$0	29,298	D			
Common Stock	06/24/2016	А	1,487 (5) (6)	A \$0	30,785	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	on Date Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Griffith Jerome C/O VINCE HOLDING CORP. 500 5TH AVE., 20TH FLOOR NEW YORK, NY 10110	Х					
Signatures						
/s/ Akiko Okuma, by power of attorney		06/28/201	6			
<u>**</u> 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).

The reported transaction involved the grant of additional restricted stock units (the "2013 Adjustment RSUs") to effect the adjustment of outstanding restricted stock units (the "2013 Existing RSUs") that were granted to the Reporting Person on November 21, 2013 pursuant to the Vince 2013 Omnibus Incentive Plan (the "Plan") of Vince Holding Corp. (the "Company"). The 2013 Existing RSUs were adjusted

to the Vince 2013 Omnibus Incentive Plan (the "Plan") of Vince Holding Corp. (the "Company"). The 2013 Existing RSUs were adjusted in accordance with the terms of the Plan to reflect the impact of the rights offering completed by the Company on April 21, 2016.

(Continued from Footnote 1) The adjustment was approved by the compensation committee of the board of directors of the Company on May 16, 2016 and the terms of the adjustment were finalized and communicated to the Reporting Person on June 24, 2016. The 2013 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and are solely settled in common stock upon vesting. The 2013 Adjustment RSUs have the same terms as the 2013 Existing RSUs and will vest on November 21, 2016.

(3) The reported transaction involved the grant of additional restricted stock units (the "2014 Adjustment RSUs") to effect the adjustment of outstanding restricted stock units (the "2014 Existing RSUs") that were granted to the Reporting Person on November 21, 2014 pursuant to the Plan. The 2014 Existing RSUs were adjusted in accordance with the terms of the Plan to reflect the impact of the rights offering completed by the Company on April 21, 2016. The adjustment was approved by the compensation committee of the board of directors of the Company on May 16, 2016 and the terms of the adjustment were finalized and communicated to the Reporting Person on June 24,

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2016.

(Continued from Footnote 3) The 2013 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and
(4) are solely settled in common stock upon vesting. The 2014 Adjustment RSUs have the same terms as the 2014 Existing RSUs and will vest over a period of two years with 50% of the units vesting on each of November 21, 2016 and November 21, 2017.

The reported transaction involved the grant of additional restricted stock units (the "2015 Adjustment RSUs") to effect the adjustment of outstanding restricted stock units (the "2015 Existing RSUs") that were granted to the Reporting Person on December 15, 2015 pursuant to the Plan. The 2015 Existing RSUs were adjusted in accordance with the terms of the Plan to reflect the impact of the rights offering

- (5) completed by the Company on April 21, 2016. The adjustment was approved by the compensation committee of the board of directors of the Company on May 16, 2016 and the terms of the adjustment were finalized and communicated to the Reporting Person on June 24, 2016. The 2015 Adjustment RSUs convert into shares of the Company's common stock on a one-for-one basis and are solely settled in common stock upon vesting.
- (6) (Continued from Footnote 5) The 2015 Adjustment RSUs have the same terms as the 2015 Existing RSUs and will vest over a three-year period with 33.3% of the units vesting on each of December 16, 2016, December 16, 2017 and December 16, 2018.

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.