

VINCE HOLDING CORP.
Form S-8
May 18, 2018

As filed with the Securities and Exchange Commission on May 18, 2018

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

VINCE HOLDING CORP.

(Exact name of registrant as specified in its charter)

Delaware	75-3264870
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)
500 Fifth Avenue – 20 th Floor	
New York, New York 10110	10110
(Address of Principal Executive Offices)	(Zip Code)

Vince Holding Corp. Amended and Restated 2013 Omnibus Incentive Plan

(Full title of the plans)

David Stefko

Executive Vice President, Chief Financial Officer

Vince Holding Corp.

500 Fifth Avenue—20th Floor

New York, New York 10110

(212) 515-2600

(Name and address of agent for service and telephone number, including area code, of agent for service)

Copies to:

Gerald T. Nowak

Bradley Reed

Kirkland & Ellis LLP

300 N. LaSalle

Chicago, Illinois 60654

(312) 862-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
 Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered under the Securities Act of 1933 as amended by the Securities Act of 1940 and the Securities Act of 1975 (the “Securities Act”), this Registration Statement also covers any additional shares of common stock which become issuable because of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of common stock of Vince Holding Corp. (the “Company”). (2) Represents additional shares of the Company’s common stock reserved for issuance under the Company’s Amended and Restated 2013 Omnibus Incentive Plan. (3)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, par value \$0.01 per share	660,000(2) \$8.99	\$5,933,400	\$738.71

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of common stock which become issuable because of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of common stock of Vince Holding Corp (the “Company”).

(2) Represents additional shares of the Company’s common stock reserved for issuance under the Company’s Amended and Restated 2013 Omnibus Incentive Plan.

(3)

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act based on \$8.99, the average of the high and low prices of the Company's common stock as reported on the New York Stock Exchange on May 16, 2018.

EXPLANATORY NOTE

Vince Holding Corp. (the “Company”) is filing this Registration Statement on Form S-8 to register an additional 660,000 shares of common stock available for issuance under the Company’s Amended and Restated 2013 Omnibus Incentive Plan (the “Vince 2013 Plan”). The increase in the number of shares of common stock authorized for issuance under the Vince 2013 Plan was approved by written consent of the Company’s stockholders holding a majority of the Company’s issued and outstanding common stock, delivered to the Company on April 13, 2018. Pursuant to General Instruction E to Form S-8, the contents of the earlier registration statements on Form S-8 related to the Vince 2013 Plan filed with the Securities and Exchange Commission (the “Commission”) on November 20, 2013 (File No. 333-192500) are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein.

All references to the Company’s common stock provided in this Registration Statement reflect the number of shares subsequent to the Company’s 10-to-1 reverse stock split whereby every 10 shares of the Company’s issued and outstanding the common stock were automatically converted into one share of its common stock. The reverse stock split became effective on October 23, 2017.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the Commission are incorporated in this Registration Statement by reference:

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended February 3, 2018, filed with the Commission on April 25, 2018 (the “Annual Report”);
- (b) The description of the Company’s common stock contained in the Company’s Registration Statement on Form 8-A filed with the Commission on November 20, 2013 including any amendments or reports filed for the purpose of updating such description; and
- (c) The Company’s Current Reports on Form 8-K filed with the Commission on February 16, 2018, March 29, 2018 and April 3, 2018.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information, unless otherwise indicated therein) after the date of this Registration Statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference		Filed
		Form File No.	Exhibit Filing Date	Herewith
4.1	<u>Amended & Restated Certificate of Incorporation of the Company</u>	8-K 001-36212 3.1	11/27/2013	
4.2	<u>Certificate of Amendment of Amended & Restated Certificate of Incorporation of the Company</u>	8-K 001-36212 3.01	9/8/2017	
4.3	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company</u>	8-K 001-36212 3.1	10/24/2017	
4.4	<u>Amended & Restated Bylaws of the Company</u>	8-K 001-36212 3.2	11/27/2013	
4.5	<u>Form of Stock Certificate of the Company</u>	10-K 001-36212 4.1	4/25/2018	
5.1	<u>Opinion of Kirkland and Ellis, LLP</u>			X
23.1	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm</u>			X
23.2	<u>Consent of Kirkland & Ellis, LLP (included in Exhibit 5.1)</u>			X
24.1	<u>Powers of Attorney (included on signature page hereto)</u>			X
99.1	<u>Vince Holding Corp. Amended & Restated 2013 Omnibus Incentive Plan</u>			X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 18, 2018.

VINCE HOLDING CORP.

By: /s/ Brendan Hoffman
 Name: Brendan Hoffman
 Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below (other than Brendan Hoffman and David Stefko) hereby severally constitutes and appoints each of Brendan Hoffman and David Stefko with full power of substitution and resubstitution, his or her true and lawful attorney-in fact and agent, with full powers to sign for us, in our names and in the capacities indicated below, the Registration Statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and any and all amendments to said Registration Statement (including post-effective amendments), granting unto said attorney full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming that said attorney or his or her substitute, may lawfully do or cause to be done by virtue of this power of attorney. This power of attorney may be executed in counterparts and all capacities to sign any and all amendments.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Brendan Hoffman Brendan Hoffman	Chief Executive Officer and Director (principal executive officer)	May 18, 2018
/s/ David Stefko David Stefko	Executive Vice President, Chief Financial Officer (principal financial and accounting officer)	May 18, 2018
/s/ Jonathan Borell Jonathan Borell	Director	May 18, 2018
/s/ Robert Bowman Robert Bowman	Director	May 18, 2018
	Director	May 18, 2018

/s/ Ryan J. Esko
Ryan J. Esko

/s/ Jerome Griffith Director May 18, 2018
Jerome Griffith

/s/ Michael Mardy Director May 18, 2018
Michael Mardy

/s/ Marc J. Leder Director May 18, 2018
Marc J. Leder

/s/ Donald V. Roach Director May 18, 2018
Donald V. Roach

/s/ Eugenia Ulasewicz Director May 18, 2018
Eugenia Ulasewicz