VINCE HOLDING CORP.
Form 4
November 27, 2013

FORM 4

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

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

OMB APPROVAL

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sun Cardinal, LLC

(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)
11/27/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01	11/27/2013		J		19,654,204	A	(1)	19,654,204	I	See Footnote (2)
Common Stock, par value $0.01	11/27/2013		M		196,583 (3)	A	$ 0.04	19,850,787	I	See Footnote (2)
Common Stock, par value	11/27/2013		S		1,125,000 (4)	D	$ 18.6 (4)	18,725,787	I	See Footnote (2)

$0.01

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 Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	$ 0.04	11/27/2013		A		196,583 (3)		11/27/2013	12/07/2013 (5)	Common Stock
Employee Stock Option (right to buy)	$ 0.04	11/27/2013		M			196,583	11/27/2013	12/07/2013 (5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sun Cardinal, LLC C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
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. C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486	X

Signatures

/s/ Christopher T. Metz, by power of attorney, for Sun Capital Partners V, L.P.	11/27/2013
**Signature of Reporting Person	Date
/s/ Christopher T. Metz, by power of attorney, for Sun Capital Advisors V, L.P.	11/27/2013
**Signature of Reporting Person	Date
/s/ Christopher T. Metz, by power of attorney, for Sun Capital Partners V, Ltd.	11/27/2013
**Signature of Reporting Person	Date
/s/ Christopher T. Metz, by power of attorney, for Sun Cardinal, LLC	11/27/2013
**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).

(1) Pursuant to the Amended and Restated Certificate of Incorporation of Apparel Holding Corp. (renamed Vince Holding Corp., the "Company") filed immediately prior to the consummation of the Company's initial public offering, each share of voting common stock, par value $0.001 per share, was converted into 28.5177 shares of common stock, par value $0.01 per share (the "Stock Split").

(2) Represents common stock owned of record by Sun Cardinal, LLC ("Sun Cardinal"). Sun Captial Partners V, L.P. ("SCP V") owns all of the ownership interests in Sun Cardinal. Sun Capital Partners V, Ltd. is the general partner of Sun Capital Advisors V, L.P., which is the general partner of SCP V. As a result, 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 Sun Cardinal. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in which they do not have a pecuniary interest.

(3) As set forth in Table II, 196,583 employee stock options were previously issued by Kellwood Company to a former Kellwood Company employee on February 20, 2008 pursuant to the 2010 Option Plan. The Company assumed Kellwood Company's obligations with respect to such options on November 21, 2013 (which became options to acquire shares of the Company's common stock); provided that such options did not become exercisable until consummation of the Company's initial public offering. The options and the related exercise price have been adjusted to give effect to such assumption and the Stock Split. On November 27, 2013, Sun Cardinal acquired such options from the former Kellwood Company employee and exercised such options on the same date.

(4) Represents shares of common stock sold in the Company's initial public offering by Sun Cardinal at a public offering price of $20.00 per share, net of the underwriters' discount of $1.40 per share.

(5) Pursuant to that option extension agreement dated as of August 5,2013 between the former employee and Kellwood Copmany, the expiration date of the subject options was extended to the earliest of (i) 10 days following the consummation of the Company's initial public offering (which occurred on November 27, 2013), (ii) the date of the consummation of a "Sale" (as defined in the employee's grant agreement) and (iii) June 20, 2020.

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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