

VINCE HOLDING CORP.

Form 4

June 28, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

**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 *
 Wallace Melissa

(Last) (First) (Middle)

C/O VINCE HOLDING CORP., 500
 5TH AVE., 20TH FLOOR

(Street)

NEW YORK, NY 10110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
 Symbol

VINCE HOLDING CORP. [VNCE]

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

06/24/2016

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)

See Remarks

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)
			Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.61	06/24/2016	A ⁽¹⁾		11,820		⁽²⁾	10/02/2025	Common Stock	11,820
Employee Stock Option (right to buy)	\$ 5.98	06/24/2016	A		49,978		⁽³⁾	06/02/2026	Common Stock	49,978

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wallace Melissa C/O VINCE HOLDING CORP. 500 5TH AVE., 20TH FLOOR NEW YORK, NY 10110				See Remarks

Signatures

/s/ Akiko Okuma, by power of attorney 06/28/2016

__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 stock options (the "Adjustment Options") to effect the adjustment of outstanding options (the "Existing Options") that were granted to the Reporting Person on October 2, 2015 (the "Grant Date") pursuant to the Vince 2013 Omnibus Incentive Plan (the "Plan") of Vince Holding Corp. (the "Company"). The Existing Options were adjusted in accordance

(1) 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 (the "Board") 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 Adjustment Options have the same terms as the Existing Options.

The Adjustment Options have the same vesting schedule as the Existing Options and vest on each of the first, second, third and fourth

(2) anniversaries of the Grant Date, in each case subject to the Reporting Person's continued employment with the Company through each such vesting date.

(3) The grant of the stock options was approved by the Board on June 2, 2016 as the Reporting Person's annual grant and the terms of the stock options were finalized and communicated to the Reporting Person on June 24, 2016. Such options shall vest over the course of four

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years, with 25% of the options vesting on each of the first, second, third and fourth anniversaries of June 2, 2016, in each case subject to the Reporting Person's continued employment through each such vesting date.

Remarks:

Senior Vice President, Human Resources

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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