

VINCE HOLDING CORP.  
Form 4  
March 25, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
LEDER MARC J

2. Issuer Name and Ticker or Trading Symbol  
VINCE HOLDING CORP. [VNCE]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O SUN CAPITAL PARTNERS, INC., 5200 TOWN CIRCLE CENTER, SUITE 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/23/2015

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

BOCA RATON, FL 33486

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) or Price (A)		
Common Stock, par value \$0.01	03/23/2015		P		14,879 A \$ 17.0099	20,065,288	I See Footnotes (1) (2)
Common Stock, par value \$0.01	03/23/2015		P		75,000 A \$ 17.1042	20,140,288	I See Footnotes (1) (2)
Common Stock, par value	03/24/2015		P		50,000 A \$ 17.0048	20,190,288	I See Footnotes (1) (2)

\$0.01

Common Stock, par value \$0.01	03/25/2015	P	50,000	A	\$ 17.0115	20,240,288	I	See Footnotes (1) (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 (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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

LEDER MARC J  
C/O SUN CAPITAL PARTNERS, INC.  
5200 TOWN CIRCLE CENTER, SUITE 600  
BOCA RATON, FL 33486

X                    X

## Signatures

/s/ Todd Buchman, by power of attorney, for Marc J. Leder

03/25/2015

\*\*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).

## Edgar Filing: VINCE HOLDING CORP. - Form 4

Represents common stock owned of record by SK Financial Services, LLC ("SK Financial"). SK Financial is jointly owned by Sun Capital Partners V, L.P. ("SCP V"), Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). Through a revocable trust, each of Messrs. Rodger R. Krouse and Marc J. Leder own fifty percent (50%) of Sun Capital

- (1) Partners V, Ltd., which is the general partner of Sun Capital Advisors V, L.P., which is the general partner of SCP V. Each of Messrs. Krouse and Leder also controls, through his revocable trust, 50% of the membership interest in Sun Capital Securities, LLC which in turn is the general partner of Sun Capital Securities Advisors, L.P., which is in turn the general partner of SCSF LP. As a result, Mr. Leder may be deemed to have indirect beneficial ownership of the securities owned of record by SK Financial.
- (2) (Continued from Footnote 1) 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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