

VINCE HOLDING CORP.
Form 4/A
May 10, 2016

FORM 4

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

OMB APPROVAL

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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 *
KROUSE RODGER R

(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)

04/21/2016

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

04/25/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 04/21/2016 | | X ⁽¹⁾ | | 7,658,453 | A | \$ 5.5 |
| | | | | | | | 28,303,546 (3) (5) (6) |
| | | | | | | I | See Footnotes (5) (6) |
| Common Stock, par value \$0.01 | 04/21/2016 | | P ⁽²⁾ | | 195,663 | A | \$ 5.5 |
| | | | | | | | 28,499,209 (4) (5) (6) |
| | | | | | | I | See Footnotes (5) (6) |

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

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(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Subscription Rights(Right to buy) | \$ 5.5 | 04/21/2016 | | X ⁽¹⁾ | 15,037,793 | 03/29/2016 04/21/2016 | Common Stock |
| Subscription Rights(Right to buy) | \$ 5.5 | 04/21/2016 | | X ⁽¹⁾ | 5,012,616 | 03/29/2016 04/21/2016 | Common Stock |
| Subscription Rights(Right to buy) | \$ 5.5 | 04/21/2016 | | X ⁽¹⁾ | 430,320 | 03/29/2016 04/21/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KROUSE RODGER R C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486 | | X | | |

Signatures

/s/ Todd Buchman, by power of attorney for Rodger R. Krouse 05/10/2016

__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).

(1) Represents the exercise of subscription rights in the Vince Holding Corp. ("Vince") rights offering by Sun Cardinal, LLC ("Sun Cardinal"), SCSF Cardinal, LLC ("SCSF Cardinal") and SK Financial Services, LLC ("SK Financial"), with each right entitling the holder to purchase 0.3183 shares of Vince common stock, resulting in the purchase by Sun Cardinal of 5,743,835, by SCSF Cardinal of 1,914,618 and by SK Financial of 164,364 shares of Vince common stock, including pursuant to the exercise of over-subscription rights.

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- (2) Represents the purchase of 146,747 and 48,916 shares of Vince common stock by Sun Cardinal and SCSF Cardinal, respectively, pursuant to the rights offering backstop investment agreement by and among Vince, Sun Cardinal and SCSF Cardinal.
- (3) 20,781,628 of the reported shares are owned of record by Sun Cardinal and 6,927,234 of the reported shares are owned of record by SCSF Cardinal.
- (4) 20,928,375 of the reported shares are owned of record by Sun Cardinal and 6,976,150 of the reported shares are owned of record by SCSF Cardinal.
- 594,684 of the reported shares are owned of record by 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 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. SCP V owns all of the ownership interests in Sun Cardinal.
- (5)
- (6) (Continued from footnote 5) SCSF Cardinal is jointly owned by SCSF Offshore and SCSF LP. As a result, Mr. Krouse may be deemed to have indirect beneficial ownership of the securities owned of record by Sun Cardinal, SCSF Cardinal and SK Financial. Mr. Krouse expressly disclaims beneficial ownership of any securities in which he does not have a pecuniary interest.

Remarks:

This amendment is being filed because the aggregate shares held by SK Financial after giving effect to the Vince rights offering

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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