

VINCE HOLDING CORP.

Form 4

April 25, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SUN CAPITAL PARTNERS V LP

(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)

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)
____ 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)
Common Stock, par value \$0.01	04/21/2016		X ⁽¹⁾	5,743,835	A \$ 21,211,948 5.5 (3) (5)	I	See Footnote (5)
Common Stock, par value \$0.01	04/21/2016		P ⁽²⁾	146,747	A \$ 21,358,695 5.5 (4) (5)	I	See Footnote (5)

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

__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).
- Represents the exercise of subscription rights in the Vince Holding Corp. ("Vince") rights offering by Sun Cardinal, LLC ("Sun Cardinal"), 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 shares of Vince common stock, including pursuant to the exercise of over-subscription rights.
- (1) Represents the purchase by Sun Cardinal of 146,747 shares of Vince common stock pursuant to the rights offering backstop investment agreement by and among Vince, Sun Cardinal and SCSF Cardinal, LLC.
 - (2) 20,781,628 of the reported shares are owned of record by Sun Cardinal.
 - (3) 20,928,375 of the reported shares are owned of record by Sun Cardinal.
- Sun Capital Partners V, L.P. ("SCP V") owns all of the ownership interests in Sun Cardinal. 430,320 of the reported shares are owned of record by SK Financial Services, LLC ("SK Financial"), which 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"). Sun Capital Partners V, Ltd. is the
- (5) general partner of Sun Capital Advisors V, L.P., which is the general partner of SCP V. As a result, each of 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 of record by Sun Cardinal and SK Financial. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in which it does not have a pecuniary interest. The Form 4 for SCSF Offshore and SCSF LP is filed separately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.