

Fogel Marie  
 Form 3  
 February 01, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Fogel Marie</p> <p>(Last) (First) (Middle)</p> <p>C/O VINCE HOLDING                  CORP.,Â 500 5TH AVENUE                  20TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10110</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/30/2019</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>VINCE HOLDING CORP. [VNCE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted Stock Units	12,500 <sup>(1)</sup>	D	Â
Restricted Stock Units	5,357 <sup>(2)</sup>	D	Â
Restricted Stock Units	8,571 <sup>(3)</sup>	D	Â

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

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

## Signatures

/s/ Akiko Okuma, by Power of Attorney 02/01/2019

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- These shares represent restricted stock units that were granted to the Reporting Person on July 9, 2018 under the Amended and Restated 2013 Omnibus Incentive Plan of Vince Holding Corp. (the "Plan"). These restricted stock units convert into shares of common stock of
- (1) Vince Holding Corp. on a one-for-one basis and are solely settled in common stock upon vesting. These restricted stock units vest over a four-year period with 25% vesting on each of the first, second, third and fourth anniversaries of the grant date, in each case subject to the Reporting Person's continued employment with Vince Holding Corp. through each such vesting date.
- These shares represent restricted stock units that were granted to the Reporting Person on May 25, 2018 under the Plan. These restricted stock units convert into shares of common stock of Vince Holding Corp. on a one-for-one basis and are solely settled in common stock
- (2) upon vesting. These restricted stock units vest over a four-year period with 10% vesting on April 19, 2019; 20% vesting on April 17, 2020; 25% vesting on April 16, 2021; and 45% vesting on April 15, 2022, in each case subject to the Reporting Person's continued employment with Vince Holding Corp. through each such vesting date.
- These shares represent restricted stock units that were granted to the Reporting Person on April 12, 2018 under the Plan. These restricted stock units convert into shares of common stock of Vince Holding Corp. on a one-for-one basis and are solely settled in common stock
- (3) upon vesting. These restricted stock units vest over a four-year period with 25% vesting on April 19, 2019, 25% vesting on April 17, 2020, 25% vesting on April 16, 2021, and 25% vesting on April 15, 2022, in each case subject to the Reporting Person's continued employment with Vince Holding Corp. through each such vesting date.

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**Remarks:**  
 Senior Vice President, Merchandising, Product Development and Production

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.