

VINCE HOLDING CORP.

Form 4

July 03, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sun Cardinal, LLC

(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)

07/01/2014

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	07/01/2014		S		3,687,994	D	\$ 32.6888
					15,037,793	I	

See
Footnote
(1)

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
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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 Beneficial Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cardinal, LLC N CAPITAL PARTNERS, INC. DOWN CIRCLE CENTER, SUITE 600 RATON, FL 33486		X		
CAPITAL PARTNERS V LP N CAPITAL PARTNERS, INC. DOWN CIRCLE CENTER, SUITE 600 RATON, FL 33486		X		
CAPITAL PARTNERS V, LTD. N CAPITAL PARTNERS, INC. DOWN CIRCLE CENTER, SUITE 600 RATON, FL 33486		X		
Capital Advisors V, L.P. N CAPITAL PARTNERS, INC. DOWN CIRCLE CENTER, SUITE 600 RATON, FL 33486		X		

/s/ Todd Buchman by power of attorney, for Sun Capital Partners V, L.P.	07/03/2014
__Signature of Reporting Person	Date
/s/ Todd Buchman, by power of attorney, for Sun Capital Advisors V, L.P.	07/03/2014
__Signature of Reporting Person	Date
	07/03/2014

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/s/ Todd Buchman, by power of attorney, for Sun Capital Partners V, Ltd.

__Signature of Reporting Person

Date

/s/ Todd Buchman, by power of attorney, for Sun Cardinal, LLC

07/03/2014

__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 common stock owned of record by Sun Cardinal, LLC ("Sun Cardinal"). Sun Capital Partners V, L.P. ("SCP V") owns all of the ownership interests in Sun Cardinal. Sun Capital Partners V, Ltd. is the general partner of Sun Capital Advisors V, L.P., which is the (1) general partner of SCP V. As a result, 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 by Sun Cardinal. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in which it 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. 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.