

VINCE HOLDING CORP.  
Form 3  
January 29, 2015

**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 Wallace Melissa</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>01/29/2015</p>	<p>3. Issuer Name and 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**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	⌘ (1)	01/01/2025	Common Stock	66,655	\$ 26.14	D	⌘

## Reporting Owners

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

## Signatures

/s/ Jay L. Dubiner, by Power of Attorney  
Date: 01/29/2015

⌘ 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).
- The options were granted on January 1, 2015 pursuant to the Vince 2013 Omnibus Incentive Plan. Such options shall vest over the course of three years, with 33.3% of the options granted to the Reporting Person vesting on each of the first, second and third 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. On January 29, 2015, the Reporting Person was designated as an officer subject to Section 16 of the Securities Exchange Act of 1934, as amended, by the Board of Directors of Vince Holding Corp.

⌘  
**Remarks:**  
Senior Vice President, Human Resources

Exhibit List:

Exhibit 24 - Power of Attorney

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.