

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)

1. Name and Address of Reporting
Person *

Â Fogel Marie

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/30/2019

3. Issuer Name **and** Ticker or Trading Symbol
VINCE HOLDING CORP. [VNCE]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
See Remarks

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

C/O VINCE HOLDING
CORP.,Â 500 5TH AVENUE
20TH FLOOR

(Street)

NEW YORK,Â NYÂ 10110

(City)

(State)

(Zip)

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 ⁽¹⁾

D

Â

Restricted Stock Units

5,357 ⁽²⁾

D

Â

Restricted Stock Units

8,571 ⁽³⁾

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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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)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 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 | Â | Â | Â See Remarks | Â |

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:

SeniorÂ ViceÂ President,Â Merchandising,Â ProductÂ DevelopmentÂ andÂ Production

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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