

BOWMAN ROBERT A
 Form 4/A
 September 29, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 BOWMAN ROBERT A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/08/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/12/2017

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

NEW YORK, NY 10110

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.01 | 09/08/2017 | | X(1) | 144,444 A \$ 0.45 | 199,199 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Securities (Instr. 3 and 4) |
| Subscription Rights (Right to buy) | \$ 0.45 | 09/08/2017 | 09/08/2017 | X ⁽¹⁾ | 13,348 | 08/15/2017 | 09/08/2017 | Common Stock | 144,444 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BOWMAN ROBERT A C/O VINCE HOLDING CORP. 500 5TH AVE., 20TH FLOOR NEW YORK, NY 10110 | X | | | |

Signatures

/s/ Akiko Okuma, by power of attorney
Date: 09/29/2017

__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).

(1) Represents the exercise of subscription rights in Vince Holding Corp. ("Vince") rights offering by the Reporting Person, with each right entitling the holder to purchase 1.3475 shares of Vince common stock, resulting in the purchase by the Reporting Person of 144,444 shares of Vince common stock, including pursuant to the exercise of over-subscription rights.

Remarks:

This amendment has been filed to correct the total amount of securities beneficially owned by Robert Bowman following the r

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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