

VINCE HOLDING CORP.
Form 8-K
October 24, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 24, 2017 (October 23, 2017)

Vince Holding Corp.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

001-36212

75-3264870
(IRS Employer

of Incorporation)

(Commission File Number) Identification No.)

500 5th Avenue – 20 Floor
New York, New York 10110
(Address of Principal Executive Offices)

10110
(Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 515-2600

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders

On October 23, 2017, Vince Holding Corp. (the “Company”) filed with the Secretary of State of Delaware a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, to effect a reverse stock split (the “Reverse Stock Split”), as described in its Definitive Information Statement on Schedule 14C filed with the Securities and Exchange Commission on October 2, 2017 (the “Information Statement”). The Certificate of Amendment and, as a result, the Reverse Stock Split took effect on October 23, 2017 and the common stock will begin trading on a split-adjusted basis when the market opens on October 24, 2017.

Pursuant to the Reverse Stock Split, shares of common stock were automatically consolidated at the rate of one for ten (1 for 10) without any further action on the part of the stockholders. All fractional shares owned by each stockholder were aggregated and to the extent after aggregating all fractional shares any stockholder was entitled to a fraction of a share, such stockholder became entitled to receive, in lieu of the issuance of such fractional share, a cash payment based on a pre-split cash in lieu rate of \$0.48, which is the average closing price per share (as adjusted to give effect to the Reverse Stock Split) on the New York Stock Exchange (“NYSE”) on the five (5) consecutive trading days immediately preceding October 23, 2017.

Following the Reverse Stock Split, stockholders holding certificated shares are required to exchange their stock certificates for new stock certificates representing the appropriate number of shares of the common stock resulting from the Reverse Stock Split and will be furnished the necessary materials and instructions for the surrender and exchange of share certificates at the appropriate time by our transfer agent. Stockholders will not have to pay any transfer fee or other fee in connection with such exchange.

Certain of the Company’s registered holders of the Company’s common stock may hold some or all of their shares electronically in book-entry form with the transfer agent. These stockholders do not have stock certificates evidencing their ownership of the common stock. They are, however, provided with a statement reflecting the number of shares registered in their accounts. Stockholders who hold shares electronically in book-entry form with the transfer agent will not need to take action to receive whole shares reflecting the Reverse Stock Split, subject to adjustment for treatment of fractional shares.

The Company’s shares of common stock will continue to trade on the NYSE under the symbol “VNCE” but will trade under the new CUSIP number 92719W207. The Reverse Stock Split was intended to increase the market price per share of the Company’s common stock in order to comply with the NYSE’s continued listing standards relating to minimum price per share.

For all the terms and conditions of the Certificate of Amendment reference is hereby made to such certificate annexed hereto as Exhibit 3.1. All statements made herein concerning the Certificate of Amendment and the Information Statement are qualified by references to said documents.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth in Item 3.03 hereof is incorporated by reference into this item 5.03.

The Certificate of Amendment also decreased the number of authorized shares of common stock from two hundred fifty million (250,000,000) shares to one hundred million (100,000,000) shares.

Item 8.01 Other Events.

On October 24, 2017, the Company issued a press release announcing the effectiveness of the Reverse Stock Split. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

3.1 Certificate of Amendment of Amended and Restated Certificate of Incorporation of Vince Holding Corp., filed with the Secretary of State of the State of Delaware on October 23, 2017.

99.1 Press Release of the Company, dated October 24, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VINCE HOLDING CORP.

Date: October 24, 2017 By: /s/ David Stefko
David Stefko
Executive Vice President, Chief Financial Officer