

VINCE HOLDING CORP.
Form DEF 14A
April 20, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Vince Holding Corp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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 - (4) Proposed maximum aggregate value of transaction:

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- .. Fee paid previously with preliminary materials.
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 - (3) Filing Party:

(4) Date Filed:

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500 Fifth Avenue, 20th Floor

New York, New York 10110

April 20, 2015

To Our Stockholders:

You are cordially invited to attend the 2015 Annual Meeting of Stockholders of Vince Holding Corp. at its design studio in Los Angeles at 900 N. Cahuenga Blvd., Los Angeles, California 90038, on Tuesday, June 2, 2015, at 9:30 a.m., Pacific Time.

Details of the business to be conducted at the Annual Meeting are provided in the accompanying Notice of Meeting of Stockholders and Proxy Statement.

Your vote is important. Please take the time to carefully read each of the proposals described in the Proxy Statement and cast your vote by following the instructions in the Proxy Statement or in the Notice Regarding the Availability of Proxy Materials sent to you.

Thank you for your support of Vince Holding Corp.

Sincerely,

Jill Granoff

Chairman and Chief Executive Officer

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VINCE HOLDING CORP.

500 Fifth Avenue, 20th Floor

New York, New York 10110

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the 2015 Annual Meeting of Stockholders (the Annual Meeting) of Vince Holding Corp. (the Company, we, us or our) will be held at the Company s design studio in Los Angeles at 900 N. Cahuen Blvd., Los Angeles, California 90038, on Tuesday, June 2, 2015, at 9:30 a.m., Pacific Time, for the following purposes:

1. To elect the Class I directors, Robert A. Bowman and Mark E. Brody, to serve until our annual meeting of stockholders to be held in 2018 or until their respective successors are duly elected and qualified.
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2016.
3. To transact any other business properly brought before the Annual Meeting or any adjournment or postponement thereof.

Our Board of Directors has declared the close of business on April 10, 2015 as the record date for the Annual Meeting. Only stockholders of record on April 10, 2015 are entitled to receive notice of and vote at the Annual Meeting.

Your vote is very important. We encourage you to carefully read the accompanying Proxy Statement and submit your proxy or voting instructions as soon as possible. All stockholders are cordially invited to attend the Annual Meeting in person. As an alternative to voting in person at the Annual Meeting, you may submit your proxy via the Internet or, if you request a printed set of the proxy materials and receive a paper proxy card in the mail, by mailing a completed proxy card or following the telephone instructions on the proxy card. For detailed information regarding voting instructions, please see the sections on voting shares beginning on page 3 of the accompanying Proxy Statement.

We appreciate your continued support of Vince Holding Corp.

By Order of the Board of Directors

Jay L. Dubiner,

Senior Vice President,

General Counsel & Secretary

New York, New York

April 20, 2015

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE 2015 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 2, 2015:
THE PROXY STATEMENT AND THE ANNUAL REPORT ARE AVAILABLE AT**

<http://www.proxyvote.com>

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500 Fifth Avenue, 20th Floor

New York, New York 10110

PROXY STATEMENT

The Board of Directors (the Board of Directors) of Vince Holding Corp. (the Company, we, us or our) is soliciting your proxy to vote at the 2015 Annual Meeting of Stockholders to be held on Tuesday, June 2, 2015, at 9:30 a.m., Pacific Time, and any adjournment or postponement of that meeting (the Annual Meeting). The Annual Meeting will be held at the Company s design studio in Los Angeles at 900 N. Cahuenga Blvd., Los Angeles, California 90038.

We are sending a Notice Regarding the Availability of Proxy Materials for the Annual Meeting and making proxy materials available to stockholders (or, for those who request, a paper copy of the proxy materials) on or about April 20, 2015, to our stockholders of record as of the close of business on April 10, 2015 (the Record Date). The Company s principal executive offices are located at 500 Fifth Avenue, 20th Floor, New York, New York 10110 and its telephone number is (212) 515-2600.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on June 2, 2015

Pursuant to rules adopted by the Securities and Exchange Commission (the SEC), we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice Regarding the Availability of Proxy Materials to our stockholders of record as of the close of business on the Record Date. All stockholders will have the ability to access this proxy statement (this Proxy Statement) and our Annual Report for the fiscal year ended January 31, 2015 (the Annual Report), which includes our Annual Report on Form 10-K and our audited consolidated financial statements as of and for the fiscal year ended January 31, 2015, on the website referred to in the Notice Regarding the Availability of Proxy Materials at <http://www.proxyvote.com> or to request to receive a printed set of our proxy materials. Instructions on how to access our proxy materials over the Internet or request a printed copy of our proxy materials may be found in the Notice Regarding the Availability of Proxy Materials.

Introductory Note About the Company

Vince Holding Corp., formerly known as Apparel Holding Corp. and Kellwood Holding Corp., was incorporated in Delaware in February 2008 in connection with the acquisition of Kellwood Company by affiliates of Sun Capital Partners, Inc. (Sun Capital). We completed an initial public offering of our common stock on November 27, 2013. Prior to the initial public offering and the related restructuring transactions, the Company was a diversified apparel company operating a broad portfolio of fashion brands, which included Vince. As a result of the initial public offering and the related restructuring transactions, the non-Vince businesses were separated from the Vince business, and the Vince business became the sole operating business of the Company.

In this Proxy Statement, Kellwood refers, as applicable and unless otherwise defined, to any of (i) Kellwood Company, (ii) Kellwood Company, LLC (a limited liability company to which Kellwood Company converted at the time of the restructuring transactions related to our initial public offering) or (iii) the operations of the non-Vince businesses after giving effect to our initial public offering and the related restructuring transactions.

Our fiscal year ends on the Saturday closest to January 31. For the purposes of this Proxy Statement, fiscal 2013 refers to our fiscal year ended February 1, 2014 and fiscal 2014 refers to our fiscal year ended January 31, 2015.

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QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Why am I receiving these materials?

The Board of Directors is soliciting proxies for the Annual Meeting. We are sending a Notice Regarding the Availability of Proxy Materials for the Annual Meeting and making proxy materials available on or about April 20, 2015 to our stockholders of record as of the close of business on the Record Date.

Where and When is the Annual Meeting?

We will hold the Annual Meeting on Tuesday, June 2, 2015 at 9:30 a.m., Pacific Time, at the Company's design studio in Los Angeles at 900 N. Cahuenga Blvd., Los Angeles, California 90038.

What am I being asked to vote on at the Annual Meeting?

We are asking our stockholders to consider the following proposals:

The election of the Class I directors, Robert A. Bowman and Mark E. Brody, to serve until our annual meeting of stockholders to be held in 2018 or until their respective successors are duly elected and qualified;

The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2016; and

Any other business properly introduced at the Annual Meeting.

How does the Board of Directors recommend I vote on these proposals?

The Board of Directors recommends a vote:

FOR the election of the Class I directors, Robert A. Bowman and Mark E. Brody, to serve until our annual meeting of stockholders to be held in 2018 or until their respective successors are duly elected and qualified; and

FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2016.

What must I do if I want to attend the Annual Meeting in person?

Attendance at the Annual Meeting is limited to individuals who were stockholders as of the Record Date and admission will be on a first-come, first-served basis. Registration and seating will begin on Tuesday, June 2 at 9:00 a.m., Pacific Time. Each stockholder will be asked to present proof of identification, such as a driver's license or passport, and the Notice Regarding the Availability of Proxy Materials (or if you request paper copies of the proxy materials, a proxy card), prior to admission to the Annual Meeting. Beneficial owners of shares held in street name

will need to bring proof of share ownership as of the Record Date, such as a bank or brokerage firm account statement or a letter from the intermediary holding your shares. Cameras, recording devices and other electronic devices will not be permitted at the Annual Meeting.

How many votes do I have?

You have and may cast one vote for each share of our common stock that you owned at the close of business on the Record Date.

These shares include:

Shares registered directly in your name with Broadridge Corporate Issuer Solutions, Inc. (Broadridge), our transfer agent, for which you are considered the stockholder of record ; and

Shares held for you as the beneficial owner through a broker, bank or other nominee.
As of the Record Date, the Company had 36,753,487 shares of common stock issued and outstanding.

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What is the difference between holding shares as a stockholder of record and as a beneficial owner ?

If your shares are registered directly in your name with Broadridge, you are considered the stockholder of record with respect to those shares. We have sent the Notice Regarding the Availability of Proxy Materials for the Annual Meeting directly to you. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote in person at the Annual Meeting. Throughout this Proxy Statement, we refer to stockholders who hold their shares directly with Broadridge as stockholders of record.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of the shares held in street name. Your broker, bank or other nominee who is considered the stockholder of record with respect to those shares has forwarded the Notice Regarding the Availability of Proxy Materials for the Annual Meeting to you. As the beneficial owner, you have the right to direct your broker or nominee on how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since a beneficial owner is not the stockholder of record, you may not vote your shares of our common stock in person at the Annual Meeting unless you follow your broker's procedures for obtaining a legal proxy. If you request a printed copy of our proxy materials by mail, your broker or nominee will provide a voting instruction card for you to use. Throughout this Proxy Statement, we refer to stockholders who hold their shares through a broker, bank or other nominee as beneficial owners or street name stockholders.

What is a proxy?

It is your legal designation of another person to vote the stock you own. That other person is called your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. We have designated two of our officers as proxies for the Annual Meeting to cast your vote. These officers are Lisa Klinger, Chief Financial Officer and Treasurer, and Jay L. Dubiner, Senior Vice President, General Counsel and Secretary.

How do I vote?

General

You can vote by proxy or in person. For specific methods of voting available to you, see below.

If you submit your proxy using any of the methods below, Lisa Klinger or Jay L. Dubiner will vote your shares in the manner you indicate. You may specify whether your shares should be voted for all, some, or none of the nominees for director and for or against any other proposals properly introduced at the Annual Meeting. If you vote by telephone or Internet and choose to vote with the recommendation of the Board of Directors, or if you vote by mail, sign your proxy card and do not indicate specific choices, your shares will be voted FOR the election of all nominees for director and FOR ratification of the appointment of our registered independent public accounting firm.

If any other matter is presented, your proxy will authorize Lisa Klinger or Jay L. Dubiner to vote in accordance with their best judgment. At the time this Proxy Statement was printed, we knew of no matters to be considered at the Annual Meeting other than the two proposals referenced in this Proxy Statement.

Voting Methods for Stockholders of Record

If you are a stockholder of record, you may vote by one of the following methods:

By Internet: you may vote online via the Internet by accessing the website <http://www.proxyvote.com> and following the instructions provided on the Notice Regarding the Availability of Proxy Materials or, if you request paper copies of proxy materials, the proxy card. Internet voting facilities will be available 24 hours a day and will close at 11:59 p.m., Eastern Time, on June 1, 2015.

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By Telephone: you may vote by touch-tone telephone by calling 1-800-690-6903. Telephone voting facilities will be available 24 hours a day and will close at 11:59 p.m., Eastern Time, on June 1, 2015.

By Mail: if you request paper copies of the proxy materials to be sent to you by mail, you may authorize your proxy by completing, signing and dating your proxy card and returning it in the reply envelope included with the paper proxy materials.

In Person: you may attend the Annual Meeting and vote in person by completing a ballot; however, attending the Annual Meeting without completing a ballot will not count as a vote. If you choose to vote in person, you must bring proof of identification and your Notice Regarding the Availability of Proxy Materials (or if you request paper copies of the proxy materials, your proxy card) to the Annual Meeting.

Voting Methods for Street Name Stockholders

If you are a street name stockholder, you will receive voting instructions from your broker, bank or other nominee. You must follow the voting instructions provided by your broker, bank or other nominee in order to instruct your broker, bank or other nominee on how to vote your shares. Street name stockholders should generally be able to vote by returning an instruction card, or by telephone or on the Internet. However, the availability of telephone and Internet voting will depend on the voting process of your broker, bank or other nominee. As discussed above, if you are a street name stockholder, you may not vote your shares in person at the Annual Meeting unless you obtain a legal proxy from your broker, bank or other nominee.

Can I change my vote or revoke my proxy?

Yes.

If you are a stockholder of record, you can change your vote or revoke your proxy any time before the Annual Meeting by:

Entering a new vote by Internet or by telephone;

Returning a later-dated proxy card;

Notifying the Secretary of the Company, in writing, at Vince Holding Corp., Attn: Secretary, 500 Fifth Avenue, 20th Floor, New York, New York 10110; or

Completing a written ballot at the Annual Meeting in person.

If you are a street name stockholder, your broker, bank or other nominee can provide you with instructions on how to change your vote.

What is a quorum?

A quorum is the minimum number of shares required to be present at the Annual Meeting for the Annual Meeting to be properly held under our amended and restated bylaws and Delaware law. The presence, in person or by proxy, of a majority of all issued and outstanding shares of our common stock entitled to vote at the Annual Meeting will constitute a quorum at the Annual Meeting. Abstentions, withhold votes and broker non-votes are counted as shares present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when an intermediary holding shares for a beneficial owner does not vote on a particular proposal because the intermediary does not have discretionary voting power for that particular proposal and has not received instructions from the beneficial owner.

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How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?

Brokerage firms and other intermediaries holding shares of our common stock in street name for customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker will have discretion to vote your shares on our sole routine matter: the proposal to ratify the appointment of our independent registered public accounting firm. Your broker will not have discretion to vote on the election of directors, which is a non-routine matter, absent direction from you.

What vote is required to approve each proposal?

Two directors have been nominated for election at the Annual Meeting. Each director will be elected by a plurality of the votes cast in the election of directors at the Annual Meeting, either in person or represented by properly authorized proxy. This means that the two nominees who receive the largest number of FOR votes cast will be elected as directors. We do not have cumulative voting. Abstentions and broker non-votes will have no effect on this proposal.

The ratification of the appointment of our independent registered public accounting firm requires the affirmative vote of a majority of the votes represented at the meeting and entitled to vote on the proposal. In accordance with Delaware law, only votes cast FOR a matter constitute affirmative votes. A properly executed proxy marked abstain with respect to the ratification of the appointment of our independent registered public accounting firm will not be voted, although it will be counted for purposes of determining whether there is a quorum. Since abstentions will not be votes cast FOR the ratification of the appointment of our independent registered public accounting firm, they will have the same effect as negative votes or votes against that matter. Broker non-votes will have no effect on this proposal.

Who will count the vote?

A representative of Broadridge will tabulate the votes and act as the inspector of election.

Is my vote confidential?

Yes. The Company encourages stockholder participation in corporate governance by ensuring the confidentiality of stockholder votes. The Company has designated Broadridge, its independent transfer agent and registrar, to receive and tabulate stockholder votes. Your vote on any particular proposal will be kept confidential and will not be disclosed to the Company or any of its officers or employees except (i) where disclosure is required by applicable law, (ii) where disclosure of your vote is expressly requested by you or (iii) where the Company concludes in good faith that a bona fide dispute exists as to the authenticity of one or more proxies, ballots or votes, or as to the accuracy of any tabulation of such proxies, ballots or votes. However, aggregate vote totals will be disclosed to the Company from time to time and publicly announced at the Annual Meeting.

Where can I find the voting results?

The Company will announce preliminary voting results at the Annual Meeting and publish preliminary, or final results if available, in a Current Report on Form 8-K filed with the SEC within four business days of the Annual Meeting.

Who pays for proxy solicitation?

We will pay the cost of soliciting proxies for the Annual Meeting. We will reimburse brokers, fiduciaries, custodians and other nominees for their costs in forwarding proxy materials to beneficial owners of our shares of common stock. Other proxy solicitation expenses that we will pay include those for preparation, mailing, returning and tabulating the

proxies.

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PROPOSAL NO. 1

ELECTION OF DIRECTORS

The Board of Directors is currently comprised of nine members; provided that one such seat is currently vacant. The Board of Directors is divided into three classes. Directors in each class serve for a term of three years or until their successors are duly elected and qualified or until their earlier death, resignation or removal. The term of directors of one class expires at each annual meeting of stockholders.

Pursuant to the Company's amended and restated certificate of incorporation, until such time as Sun Capital and certain of its affiliates (collectively, the Sun Entities) cease to beneficially own at least 30% of the then outstanding shares of the Company's common stock, Sun Cardinal, LLC (Sun Cardinal), an affiliate of Sun Capital, has the right to designate the majority of the Board of Directors, to fix the size of the Board and to designate the Chairman of the Board of Directors and the chairman of each committee of the Board of Directors. As of April 14, 2014, the Sun Entities held 55.7% of the outstanding shares of our common stock.

At the Annual Meeting, two directors will be elected to serve until our annual meeting of stockholders to be held in 2018 or until their successors are duly elected and qualified or until their earlier death, resignation or removal. The Board of Directors, upon the recommendation of the nominating and corporate governance committee of the Board of Directors (the &