

Nussdorf Arlene
Form 4
October 13, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nussdorf Arlene

(Last) (First) (Middle)

C/O PERFUMANIA HOLDINGS,
INC., 35 SAWGRASS DRIVE,
SUITE 2

(Street)

BELLPORT, NY 11713

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Perfumania Holdings, Inc. [PERF]

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	10/11/2017		D ⁽¹⁾		8,362,032 ⁽²⁾	D \$ 0 0	I By LLC
Common Stock	10/11/2017		A ⁽³⁾		1,000 ⁽⁴⁾	A ⁽³⁾ 1,000 ⁽⁴⁾	I By LLC

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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

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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number of Shares
Warrant	\$ 23.94	10/11/2017		D ⁽¹⁾	443,757	08/11/2011 08/11/2018	Common Stock 443,757

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nussdorf Arlene C/O PERFUMANIA HOLDINGS, INC. 35 SAWGRASS DRIVE, SUITE 2 BELLPORT, NY 11713	X X

Signatures

/s/ Alfred R. Paliani as
attorney-in-fact
10/13/2017

__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) In order to facilitate the reorganization of the issuer under Chapter 11 of the Bankruptcy Code, these securities (which had no value) were cancelled for no consideration upon effectiveness of the issuer's Plan of Reorganization.
- Represents all the issuer shares held by the limited liability company before cancellation. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.
- (2) Pursuant to the Chapter 11 bankruptcy proceeding, upon effectiveness of the issuer's Plan of Reorganization, a total of \$14,263,460, which the reporting person and her affiliates were required to contribute to the limited liability company, was provided to the issuer in consideration of the issuance of these shares.
- Represents all the issuer shares held by the limited liability company. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.
- (4)

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.