

Garcia Rene
Form 4
November 03, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Garcia Rene

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6900 N.W. 25TH STREET

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

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

Member of 10% 13D Group

(Street)
MIAMI, FL 33122

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

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$0.01 par value | 10/11/2017 | | D ⁽¹⁾ | 8,362,032 ⁽²⁾ | D \$ 0 0 | I | By LLC |
| Common Stock, \$0.01 par value | 10/11/2017 | | A | 1,000 ⁽³⁾ | A ⁽³⁾ 1,000 ⁽⁴⁾ | I | By LLC |
| Common Stock, \$0.01 par value | 10/11/2017 | | D ⁽¹⁾ | 830,236 | D \$ 0 0 | D ⁽⁵⁾ ⁽⁶⁾ | |

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| | | | | | | | |
|--------------------------------|------------|------------------|---------|---|------|---|-------------------|
| Common Stock, \$0.01 par value | 10/11/2017 | D ⁽¹⁾ | 17,257 | D | \$ 0 | 0 | D |
| Common Stock, \$0.01 par value | 10/11/2017 | D ⁽¹⁾ | 101,333 | D | \$ 0 | 0 | D ⁽⁷⁾ |
| Common Stock, \$0.01 par value | 10/11/2017 | D ⁽¹⁾ | 227,847 | D | \$ 0 | 0 | D ⁽⁸⁾ |
| Common Stock, \$0.01 par value | 10/11/2017 | D ⁽¹⁾ | 121,615 | D | \$ 0 | 0 | D ⁽⁹⁾ |
| Common Stock, \$0.01 par value | 10/11/2017 | D ⁽¹⁾ | 121,615 | D | \$ 0 | 0 | D ⁽¹⁰⁾ |
| Common Stock, \$0.01 par value | 10/11/2017 | D ⁽¹⁾ | 121,615 | D | \$ 0 | 0 | D ⁽¹¹⁾ |

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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Shares |
| Warrants (right to purchase) | \$ 23.94 | 10/11/2017 | | D ⁽¹⁾ | 72,738 | 08/11/2008 | 08/11/2018 | Common Stock, \$0.01 par value | 72,738 |

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| | | | | | | | | |
|------------------------------------|----------|------------|------------------|---------|------------|------------|---|---------|
| Warrants (right to purchase) | \$ 8 | 10/11/2017 | D ⁽¹⁾ | 170,666 | 04/18/2012 | 12/18/2017 | Common Stock, \$0.01 par value | 170,666 |
| Warrants (right to purchase) | \$ 23.94 | 10/11/2017 | D ⁽¹⁾ | 26,997 | 08/11/2008 | 08/11/2018 | Common Stock, \$0.01 par value | 26,997 |
| Warrants (right to purchase) | \$ 8 | 10/11/2017 | D ⁽¹⁾ | 191,999 | 04/18/2012 | 04/18/2020 | Common Stock, \$0.01 par value | 191,999 |
| Warrants (right to purchase) | \$ 8 | 10/11/2017 | D ⁽¹⁾ | 170,666 | 04/18/2012 | 12/18/2017 | Common Stock, \$0.01 par value | 170,666 |
| Warrants (right to purchase) | \$ 23.94 | 10/11/2017 | D ⁽¹⁾ | 26,997 | 08/11/2008 | 08/11/2018 | Common Stock, \$0.01 par value | 26,997 |
| Warrants (right to purchase) | \$ 8 | 10/11/2017 | D ⁽¹⁾ | 192,000 | 04/18/2012 | 04/18/2020 | Common Stock, \$0.01 par value | 192,000 |
| Warrants (right to purchase) | \$ 8 | 10/11/2017 | D ⁽¹⁾ | 170,666 | 04/18/2012 | 12/18/2017 | Common Stock, \$0.01 par value | 170,666 |
| Warrants (right to purchase) | \$ 23.94 | 10/11/2017 | D ⁽¹⁾ | 26,997 | 08/11/2008 | 08/11/2018 | Common Stock, \$0.01 par value | 26,997 |
| Warrants (right to purchase) | \$ 8 | 10/11/2017 | D ⁽¹⁾ | 192,000 | 04/18/2012 | 04/18/2020 | Common Stock, \$0.01 par value | 192,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| Garcia Rene 6900 N.W. 25TH STREET MIAMI, FL 33122 | | X | | Member of 10% 13D Group |

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| | | |
|---|---|-------------------------|
| Garcia 2012 Family Dynasty Trust #3 6900 N.W. 25TH STREET MIAMI, FL 33122 | X | Member of 10% 13D Group |
| Aqua Capital Fund, LLC 6900 N.W. 25TH STREET MIAMI, FL 33122 | X | Member of 10% 13D Group |
| Jacavi Investments, LLC 6900 N.W. 25TH STREET MIAMI, FL 33122 | X | Member of 10% 13D Group |

Signatures

| | |
|---|------------------------|
| /s/ Mark F. Coldwell, Attorney in Fact for Rene Garcia <div style="text-align: center;">**Signature of Reporting Person</div> | 11/03/2017 Date |
| Garcia 2012 Family Dynasty #3; By: /s/ Mark F. Coldwell, Attorney in Fact for Garcia 2012 Family Dynasty #3 <div style="text-align: center;">**Signature of Reporting Person</div> | 11/03/2017 Date |
| Aqua Capital Fund, LLC; By: /s/ Mark F. Coldwell, Attorney in Fact for Aqua Capital Fund, LLC <div style="text-align: center;">**Signature of Reporting Person</div> | 11/03/2017 Date |
| Jacavi Investments, LLC; By: /s/ Mark F. Coldwell, Attorney in Fact for Jacavi Investments, LLC <div style="text-align: center;">**Signature of Reporting Person</div> | 11/03/2017 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.
- (2) Represents all the issuer shares held by the limited liability company before cancellation.
- (3) 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 Persons and other non-affiliates of the Reporting Persons were required to contribute to the limited liability company, was provided to the issuer in consideration of the issuance of these shares.
- (4) Represents all the issuer shares held by the limited liability company.

 These shares were owned directly by JM-CO Capital Fund, LLC ("JM-CO") and indirectly by Jacqueline Marie Garcia Haley ("Haley"), as Manager. As members of JM-CO, the Carolina Marie Garcia Pirez 2012 Dynasty Trust ("CMGP Trust"), the Jacqueline Marie Garcia Haley 2012 Dynasty Trust ("JMGH Trust") and the Victor Garcia 2012 Dynasty Trust ("VG Trust") may have been deemed to be the beneficial owners of the shares previously held by JM-CO. As the investment adviser of each of CMGP Trust, JMGH Trust and VG Trust, Rene Garcia may have been deemed to be the beneficial owner of the shares previously owned directly by JM-CO. Premier Trust, Inc. ("Premier") is the Trustee of each of the reported trusts, Haley is the Successor Trust Protector of the CMGP Trust and Carolina Marie Garcia Pirez ("Pirez") is the Successor Trust Protector of the JMGH and VC Trusts. (continued in footnote 6)
- (5) As a result, each of Premier, as trustee of the reported trusts and Haley and Pirez, as Successor Trust Protectors, may have been deemed to indirectly beneficially own the shares previously held directly by JM-CO.
- (6) These shares were owned directly by Aqua Capital Fund, LLC ("Aqua Capital") and indirectly by Jacavi Investments, LLC, as Manager ("Jacavi"), and Haley, as Manager of Jacavi. As the members of Jacavi and Aqua Capital, the CMGP Trust, the JMGH Trust and the VG Trust may have been deemed to be the beneficial owners of the shares previously owned directly by Aqua Capital. As the investment adviser of each of CMGP Trust, JMGH Trust and VG Trust, Rene Garcia may have been deemed to be the beneficial owner of the shares previously owned directly by Aqua Capital. Premier, as trustee of such trusts, and Haley and Pirez, as

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Successor Trust Protectors of such trusts, may have been deemed to be the beneficial owners of the shares previously owned directly by Aqua Capital.

- (8) These shares were owned directly by RGarcia Investment Holdings, LLC ("RGarcia Holdings") and indirectly by Rene Garcia, as Manager. As the members of RGarcia Holdings, each of the Garcia 2012 Family Dynasty Trust #2 and the Garcia 2012 Family Dynasty Trust #3 (collectively, the "Garcia Trusts") may have been deemed to be the beneficial owners of the shares previously owned directly by RGarcia Holdings. As co-trustees of such trusts, each of Pirez, Haley and Victor Garcia ("VGarcia") may have been deemed to be the beneficial owners of the shares previously held directly by RGarcia Holdings.

- (9) These securities were owned directly by the CMGP Trust. As the investment adviser of CMGP Trust, Rene Garcia may have been deemed to be the beneficial owner of the shares previously owned directly by CMGP Trust. As the Trustee of CMGP Trust, Premier may have been deemed to be the beneficial owner of the shares previously owned directly by CMGP Trust. As the Successor Trust Protector of CMGP Trust, Haley may have been deemed to be the beneficial owner of the shares previously owned directly by CMGP Trust.

- (10) These securities were owned directly by the JMGH Trust. As the investment adviser of JMGH trust, Rene Garcia may have been deemed to be the beneficial owner of the shares previously owned directly by JMGH Trust. As the Trustee of JMGH Trust, Premier may have been deemed to be the beneficial owner of the shares previously owned directly by JMGH Trust. As the Successor Trust Protector of JMGH Trust, Pirez may have been deemed to be the beneficial owner of the shares previously owned directly by JMGH Trust.

- (11) These securities were owned directly by the VG Trust. As the investment adviser of VG Trust, Rene Garcia may have been deemed to be the beneficial owner of the shares previously owned directly by VG Trust. As the Trustee of VG Trust, Premier may have been deemed the beneficial of the shares previously owned directly by VG Trust. As the Successor Trust Protector of VG Trust, Pirez may have been deemed to be the beneficial owner of the share previously owned directly by VG Trust.

Remarks:

The individuals and entities listed in notes above may be deemed to form a "group", as such term is defined in Rule 13d-5(b)(1).

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.