#### NUSSDORF STEPHEN L

Form 4 May 28, 2009

## FORM 4

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

if no longer subject to Section 16. Form 4 or

Check this box

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 \*

NUSSDORF STEPHEN L

(First) (Middle)

33 BACON ROAD

(Last)

(City)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Perfumania Holdings, Inc. [PERF]

3. Date of Earliest Transaction

(Month/Day/Year) 05/26/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner Other (specify Officer (give title

below)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**OLD WESTBURY, NY 11568** 

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

(Zip)

Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

Reported (A) Transaction(s)

or

5. Amount of Securities Beneficially Owned Following

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise Price of

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Convertible Note (1)	\$ 7	05/26/2009	A		\$ 5,000,000		05/26/2009	08/11/2011	Common Stock	71

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NUSSDORF STEPHEN L							
33 BACON ROAD	X	X					
OLD WESTBURY, NY 11568							
Signatures							
/s/ Michael W. Katz, as attorney in fact	05/28/2009						

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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).

Date

- (1) Subordinated Secured Convertible Note dated December 9, 2004, as amended January 24, 2006, August 11, 2008, and May 26, 2009.
- Represents the number of shares issuable upon conversion of the full principal amount of the note. Such number may be adjusted in (2) certain events as set forth in the note. The holder has the right at any time and from time to time to convert all or any part of the principal amount of the note, plus accrued interest (as set forth in the note), into shares of common stock at the same conversion price.

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.

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