

PURCHES FREDERICK E
Form 4
April 20, 2012

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 *
PURCHES FREDERICK E

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)

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2012

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

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

(Street)

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

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

BELLPORT, NY 11713

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/18/2012		A		18,080	A	18,080
						D	

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

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(9-02)

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

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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 or Number of Shares
Stock Option (Right to Buy)	\$ 4.22	04/18/2012		A		13,333		04/18/2012	04/01/2015	Common Stock	13,333
Stock Option (Right to Buy)	\$ 5.91	04/18/2012		A		26,666		04/18/2012	05/18/2016	Common Stock	26,666
Stock Option (Right to Buy)	\$ 10.62	04/18/2012		A		26,666		04/18/2012	03/30/2017	Common Stock	26,666
Stock Option (Right to Buy)	\$ 9.38	04/18/2012		A		10,000		<u>(5)</u>	04/18/2022	Common Stock	10,000

Reporting Owners

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

Signatures

/s/ Donna L. Dellomo as attorney-in-fact 04/20/2012

**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) Received in exchange for 90,400 shares of Parlux Fragrances, Inc. ("Parlux") common stock pursuant to its acquisition by the issuer. On the effective date of the acquisition, the closing market price of Parlux's common stock was \$5.78 per share and the closing market price

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of the issuer's common stock was \$9.38 per share.

- (2) Received in exchange for a stock option to acquire 25,000 shares of Parlux common stock for \$2.25 per share pursuant to the acquisition.
- (3) Received in exchange for a stock option to acquire 50,000 shares of Parlux common stock for \$3.15 per share pursuant to the acquisition.
- (4) Received in exchange for a stock option to acquire 50,000 shares of Parlux common stock for \$5.66 per share pursuant to the acquisition.
- (5) The options vest in three (3) substantially equal installments beginning on the 1st anniversary of the grant and annually thereafter.
- (6) Granted pursuant to the Perfumania 2010 Equity Incentive Plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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