

Mitzman Robert
Form 4
April 20, 2012

FORM 4

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

OMB APPROVAL

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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 *
Mitzman Robert

(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)
04/18/2012

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) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|--------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 04/18/2012 | | A | 6,000 | A | ① | 6,000 | D |
| Common Stock | 04/18/2012 | | A | 120 | A | ② | 120 | I |
| | | | | | | | | By son |

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

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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 or Number of Shares |
| Stock Option (Right to Buy) | \$ 8.63 | 04/18/2012 | | A | 7,999 | 04/18/2012 10/11/2012 | Common Stock 7,999 |
| Stock Option (Right to Buy) | \$ 6.94 | 04/18/2012 | | A | 7,999 | 04/18/2012 10/16/2013 | Common Stock 7,999 |
| Stock Option (Right to Buy) | \$ 6.38 | 04/18/2012 | | A | 7,999 | 04/18/2012 11/02/2016 | Common Stock 7,999 |
| Stock Option (Right to Buy) | \$ 9.38 | 04/18/2012 | | A | 10,000 | <u>(6)</u> 04/18/2022 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mitzman Robert 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 30,000 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 of the issuer's common stock was \$9.38 per share.

(2) Received in exchange for 600 shares of 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 of the issuer's common stock was \$9.38 per share. These shares are owned by Mr. Mitzman's son. Mr. Mitzman disclaims beneficial ownership of the shares owned by his son, except to the extent of any pecuniary interest in such shares.

(3) Received in exchange for a stock option to acquire 15,000 shares of Parlux common stock for \$4.60 per share pursuant to the acquisition.

(4) Received in exchange for a stock option to acquire 15,000 shares of Parlux common stock for \$3.70 per share pursuant to the acquisition.

(5) Received in exchange for a stock option to acquire 15,000 shares of Parlux common stock for \$3.40 per share pursuant to the acquisition.

(6) The options vest in three (3) substantially equal installments beginning on the 1st anniversary of the grant and annually thereafter.

(7) 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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