Edgar Filing: NUSSDORF STEPHEN L - Form 4

NUSSDOR Form 4 May 28, 200	F STEPHEN L 09										
FORM	ЛΔ								• · · · = ·	PPROVAL	_
Check ti	STATES	SECURITIES AND EXCHANGE Washington, D.C. 20549					COMMISSIO	N OMB Number:	3235-028		
if no lor	AENT OI		ICES IN	DENI			WNEDSHID OI	Expires:	January 2	2005	
subject t Section Form 4	16.	TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								average urs per	0.5
Form 5 obligation may corn <i>See</i> Inst 1(b).	tinue. Section 17	(a) of the l	Public U		ding C	Compan	y Act	nge Act of 1934, of 1935 or Secti 940			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> NUSSDORF STEPHEN L			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)	,								
33 BACON ROAD			(Month/Day/Year) 05/26/2009					X_ DirectorX_ 10% Owner Officer (give titleOther (specify below)			
	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 							
OLD WES	TBURY, NY 115	68						Person	More than one R	eporting	
(City)	(State)	(Zip)		ole I - Non-I	Derivati	ive Secur	rities A	cquired, Disposed	of, or Beneficia	•	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Dispos (Instr.	red (A) or eed of (D) 3, 4 and 2 (A) or)	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)	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities benet	ficially	owned di	rectly o	or indirectly.			
								pond to the colle		SEC 1474	
					req dis	uired to	resp	ained in this forn ond unless the fo ntly valid OMB co	rm	(9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	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		А		\$ 5,000,000		05/26/2009	08/11/2011	Common Stock	71
Reporting Owners											
			Relationships								

Reporting Owner Name / Address		_					
	Director	10% Owner	Officer	Other			
NUSSDORF STEPHEN L 33 BACON ROAD OLD WESTBURY, NY 11568	Х	Х					
Signatures							
/s/ Michael W. Katz, as attorney in fact	,	05/28/20)09				

**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) 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.