

Perfumania Holdings, Inc.
 Form 5
 February 27, 2014

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Carter Shawn Corey
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 Perfumania Holdings, Inc. [PERF]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 02/02/2014

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O S. CARTER ENTERPRISES, LLC, 1411 BROADWAY
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

NEW YORK, NY 10018
 (City) (State) (Zip)

___X___ 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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount |
|----------------------------|---|------------|------------------|-----------------|--------------------------------|---------|
| | (A) | (D) | | | | |
| Warrants (right to buy) | \$ 8 | 09/18/2013 | 04/18/2012 | 04/07/2018 | Common Stock, \$0.01 par value | 106,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Carter Shawn Corey C/O S. CARTER ENTERPRISES, LLC 1411 BROADWAY NEW YORK, NY 10018 | ^ | ^ X | ^ | ^ |

Signatures

/s/Shawn Corey
Carter

02/27/2014

**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) Mr. Carter received the warrants pursuant to an assignment by another holder of warrants in Perfumania Holdings, Inc.
Of the 1,726,450 derivative securities beneficially owned, 1,193,118 are held by Mr. Carter, 426,666 are held by Marcy Fragrance Trading Co., LLC and 106,666 are held by S. Carter Enterprises, LLC. Mr. Carter has solo voting and dispositive power over the derivative securities held by Marcy Fragrance Co., LLC and S. Carter Enterprises, LLC.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.