Perfumania Holdings, Inc.

Form 4

August 11, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

0.5

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may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

	ddress of Repor F GLENN H	ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	st) (First) (Middle)		Perfumania Holdings, Inc. [PERF]  3. Date of Earliest Transaction	(Check all applicable)			
14 EAST 81	ST STREET	` ,	(Month/Day/Year) 08/11/2008	DirectorX10% Owner Officer (give title Other (specify below)			
(Street) NEW YORK, NY 10028			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 Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Aco	mired, Disposed of, or Beneficially Owned			

. •		Tau	ie i - Moii	Derivative Sec	urmes	Acqui	reu, Disposeu oi,	or belieficiali	y Owneu
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquir	ed (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	omr Disposed o	of (D)		Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	A manuat	or (D)	Deigo	(Instr. 3 and 4)		
			Code v	Amount	(D)	Price			
Common Stock	08/11/2008		J <u>(1)</u>	1,745,444	A	$\begin{array}{c} \$ \ 0 \\ \underline{(1)} \end{array}$	2,294,516	D	

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Number of	OI	6. Date Exercis	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctio	Derivative		<b>Expiration Dat</b>	ie	Underlying S	Securities
Security	or Exercise		any	Code		Securities		(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3)	Acquired (A	A) or				
	Derivative					Disposed of	f (D)				
	Security					(Instr. 3, 4,	and				
						5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant	\$ 23.94	08/11/2008		<u>J(1)</u>		443,757		08/11/2011	08/11/2018	Common	443,75

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Reporting Owner France / Francess	Director	10% Owner	Officer	Other				
NUSSDORF GLENN H 14 EAST 81ST STREET		X						
NEW YORK, NY 10028								

# **Signatures**

/s/ Alfred R. Paliani, as attorney in fact 08/11/2008

\*\*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).
- Securities were issued pursuant to an Agreement and Plan of Merger dated December 21, 2007 pursuant to which securities of the Issuer (1) were issued to the shareholders of Model Reorg, Inc., which merged with and into Model Reorg Acquisition LLC, after the completion of which the surviving entity continues as a wholly-owned sub of the Issuer.

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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