

Carter Shawn Corey  
 Form 3  
 May 04, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Carter Shawn Corey</p> <p>(Last) (First) (Middle)</p> <p>C/O S. CARTER                  ENTERPRISES, LLC,Â 1411                  BROADWAY</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10018</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/18/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Perfumania Holdings, Inc. [perf]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value	300,000	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant(right to buy)	04/18/2012	12/18/2017 <sup>(1)</sup>	Common Stock, \$0.01 par value	1,193,118	\$ 8	D	Â
Warant (right to buy)	04/18/2012	12/18/2017 <sup>(1)</sup>	Common Stock, \$0.01 par value	426,666	\$ 8	I	By Marcy Fragrance Trading Co. LLC <sup>(2)</sup>

## 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	Â	Â X	Â	Â

## Signatures

Shawn Corey  
Carter /s/ 05/01/2012

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- Pursuant to the terms of the warrants, under certain circumstances the expiration date to the warrants may be extended to the forty-fifth (1) day following the last day by which a notice of intent to renew a license agreement among the Reporting Person, S. Carter Enterprises, LLC ("SCC") and Artistic Brands Development, LLC ("Artistic Brands") must be delivered by Artistic Brands to SCC.
- (2) Mr. Carter has sole voting and dispositive power over the warrants held by Marcy Fragrance Trading Co. LLC.

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.