

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On September 19, 2017, the Company received a letter from the staff of The Nasdaq Stock Market LLC notifying the Company that it is not in compliance with Listing Rule 5250(c)(1), having failed to file its Form 10-Q with the Securities and Exchange Commission (“SEC”) when due in September 2017, and that, in light of the Company’s bankruptcy filing, the staff has determined in accordance with Listing Rules 5101 and 5110(b), and IM-5101-1, that the Company’s common stock will be delisted from The Nasdaq Stock Market (“Nasdaq”)

Considering Nasdaq’s continued listing requirements and the Company’s intention to emerge from Chapter 11 as a private company, the Company does not plan to appeal the Nasdaq staff’s determination. Accordingly, trading of the Company’s common stock on Nasdaq will be suspended as of the opening of business on September 28, 2017, and Nasdaq will file a Form 25 with the SEC, which will remove the Company’s common stock from listing on Nasdaq. After the Company’s common stock is delisted by Nasdaq, it may be eligible to be quoted on the over-the-counter market. There is no assurance that broker-dealers will commence or continue to provide public quotes of the common stock on this market during the Company’s reorganization or, if so, whether the trading volume of the common stock will be sufficient to provide for an efficient trading market.

The Company issued a press release on September 21, 2017, regarding the Nasdaq delisting, which is filed as Exhibit 99.1 herewith and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Exhibit Description

99.1 Press Release issued by the Company on September 21, 2017.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Perfumania Holdings, Inc.

Date: September 21, 2017 By: /s/ Michael P. Nofi
Michael P. Nofi
Chief Financial Officer

Exhibits

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