

Perfumania Holdings, Inc.
Form SC 13G/A
February 28, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Perfumania Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

71376c 10 0

(CUSIP Number)

September 18, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 71376c 10 0

1 NAME OF REPORTING PERSON
 Shawn Corey Carter

I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a)
(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF
ORGANIZATION
United States of America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5 SOLE VOTING POWER
2,026,450
6 SHARED VOTING POWER
-0-
7 SOLE DISPOSITIVE POWER
2,026,450
8 SHARED DISPOSITIVE POWER
-0-

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
2,026,450

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
11.9%

12

TYPE OF REPORTING PERSON
Individual

CUSIP No.: 71376c 10 0

ITEM 1(a). NAME OF
ISSUER:

Perfumania
Holdings. Inc.

ITEM 1(b). ADDRESS OF
ISSUER'S
PRINCIPAL
EXECUTIVE

OFFICES:

35 Sawgrass
Drive, Suite 2,
Bellport, NY
11713

ITEM 2(a). NAME OF
PERSON
FILING:

Shawn Corey
Carter

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

c/o S. Carter
Enterprises,
LLC, 1411
Broadway, New
York, NY 10018

ITEM 2(c). CITIZENSHIP:

United States of
America

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock,
par value \$0.01
per share

ITEM 2(e). CUSIP
NUMBER:

71376c 10 0

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

2,026,450 shares

The 2,026,450 shares consists of (i) 300,000 shares held by Mr. Carter, (ii) warrants to purchase 1,193,118 shares of Common Stock held by Mr. Carter,(iii) warrants to purchase 426,666 shares of Common Stock held by Marcy Fragrance Trading Co. LLC ("Marcy Trading"), and (iv) warrants to purchase 106,666 shares of Common Stock held by S. Carter Enterprises, LLC ("S. Carter Enterprises"). Mr. Carter has sole voting and dispositive power over the warrants held by Marcy Trading and S. Carter Enterprises.

- (b) Percent of class:

11.9%

The percentage set forth above is calculated based upon 15,356,833 shares of Common Stock outstanding on December 17, 2013. The number of outstanding shares on such date is as reported by the issuer.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:

2,026,450

- (ii) Shared power to vote or to direct the vote:

-0-

- (iii) Sole power to dispose or to direct the disposition of:

2,026,450

- (iv) Shared power to dispose or to direct the disposition of:

-0-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the

beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer

of the securities and
were not acquired and
are not held in
connection with or as
a participant in any
transaction having
that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

Shawn Corey Carter

/s/

Signature

,

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).