

PERRY ELLIS INTERNATIONAL, INC  
 Form 4  
 April 18, 2016

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 BRITT ANITA D

2. Issuer Name and Ticker or Trading Symbol  
 PERRY ELLIS INTERNATIONAL, INC [PERY]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 3000 N.W. 107TH AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/14/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

MIAMI, FL 33172  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/14/2016		D		5,755 (1)	D	\$ 0
Common Stock	04/15/2016		F		349 (3)	D	\$ 18,4987
						D	17,533 (2)
						D	17,184 (2)

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

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SEC 1474 (9-02)

**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 Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 18.19					03/19/2013 03/18/2019	Common Stock	7,660
Stock Option (right to buy)	\$ 4.53					03/17/2012 03/16/2019	Common Stock	5,000
Stock Appreciation Right	\$ 28.38					04/11/2012 04/10/2018	Common Stock	4,944
Stock Appreciation Right	\$ 24.93					04/19/2011 04/18/2017	Common Stock	6,036

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRITT ANITA D 3000 N.W. 107TH AVENUE MIAMI, FL 33172			Chief Financial Officer	

## Signatures

/s/ Anita D. Britt 04/18/2016

\*\*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) Reflects the vesting in part and forfeiture in part of performance stock awarded pursuant to a grant made in April 2013 under the Perry Ellis International, Inc. Second Amended and Restated 2005 Long-Term Incentive Compensation Plan, which has been amended and

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restated as the 2015 Long-Term Incentive Compensation Plan (the "Plan"), which was forfeited on April 14, 2016, as the Company did not meet the applicable performance goals.

- Includes (i) 3,294 shares of restricted stock granted under the Plan, which vest in three equal annual installments commencing on April 22, 2016; (ii) 5,532 shares of restricted stock granted under the Plan, which vest in two equal annual installments commencing on April 28, 2016; and (iii) 2,339 shares of restricted stock granted under the Plan, which vest on April 30, 2016.
- (3) Represents shares withheld to pay taxes resulting from vesting of performance stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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