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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): November 9, 2005

PRESTIGE BRANDS HOLDINGS, INC.

Delaware

001-32433

20-1297589

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

90 North Broadway, Irvington, New York 10533

(Address of Principal executive offices, including Zip Code)

(914) 524-6810

(Registrant's telephone number, including area code)

Check the appropriate box if the Form 8-K filing is intended to simultaneously
satisfy the filing obligation of the registrant under any of the following
provisions :

[] Written communications pursuant to Rule 425 under the Securities Act
(17 CFR 230.425)

[] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17
CFR 240.14a-12)

[] Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR.13e-4(c))
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Item 1.01. Entry into Material Definitive Agreement.

(a) On November 9, 2005, Prestige Brands, Inc. (the "Borrower")and Prestige
Brands International LLC (the "Parent") entered into an Amendment No. 2 and
Waiver to the Credit Agreement ("Amendment No. 2") with the Lenders and Issuers
party thereto and Citicorp North America, Inc., as agent for the Lenders and
Issuers, Bank of America, N.A., as syndication agent, and Merrill Lynch Capital,
a division of Merrill Lynch Business Financial Services, Inc., as documentation
agent. The Borrower and the Parent are indirect wholly owned subsidiaries of
Prestige Brands Holdings, Inc. Amendment No. 2, among other things, waives
certain events of default and deletes future delivery requirements in each case
with respect to consolidating financial statements. A specimen copy of Amendment
No. 2 was filed as Exhibit 99.1 to the Company's Current Report on Form 8-K
dated October 31, 2005 and filed with the Commission on November 1, 2005 and is
incorporated herein by this reference.

(b) On November 9, 2005, Prestige Brands Holdings, Inc. (the "Company")
completed the purchase of Dental Concepts, LLC ("Dental Concepts") through an
acquisition of all of its outstanding membership interests. The letter of intent
with respect to that transaction previously was announced on September 19, 2005.
Item 1.01 of the Company's Current Report on Form 8-K filed on September 19,
2005 is hereby incorporated by reference. The purchase price for the Dental
Concepts membership interests was \$30.6 million (including purchase price
adjustments), which was paid through the Company's accessing its existing line
of credit. On November 14, 2005, the Company issued a press release, a copy of
which is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and

incorporated herein by this reference, announcing the execution of the Dental Concepts definitive purchase agreement.

Item 7.01. Regulation FD Disclosure.

The information set forth in Item 1.01 above is incorporated by reference as if fully set forth herein.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements. None

(b) Pro Forma Financial Information. None

(c) Exhibits.

99.1 Press Release dated November 14, 2005 Regarding Execution of Dental Concepts Definitive Purchase Agreement

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.

Dated: November 15, 2005

PRESTIGE BRANDS HOLDINGS, INC.

By: /s/ Charles N. Jolly

Name: Charles N. Jolly
Title: General Counsel

PRESTIGE BRANDS HOLDINGS COMPLETES ACQUISITION
OF DENTAL CONCEPTS, LLC

Irvington, New York, November 14, 2005--Prestige Brands Holdings, Inc. (PBH-NYSE) today announced that it has completed the purchase of the assets of Dental Concepts, LLC, a marketer of therapeutic oral care products sold in retail outlets throughout the United States and Canada.

On September 19, 2005, Prestige announced it had entered into a Letter of Intent for the purchase of all of the assets of Dental Concepts, LLC. Prestige said it expected to close in the fall of 2005, subject to confirmatory due diligence. The acquisition was completed on November 9, 2005 at a purchase price of approximately \$30.5 million. Prestige purchased the Company from Hamilton Investment Partners, LLC, a New York investment firm, and other investors. Seway Segalas & Co., LLC a leading consumer products investment banking firm, served as financial advisor to Prestige on this transaction.

The brands included in the acquisition are The Doctor's(R) Nightguard, the #1 over-the-counter dental protector for night time teeth grinding; and The Doctor's(R) Brush Picks and The Doctor's(R) Orapik, both of which are over-the-counter interproximal cleaning devices. Trailing twelve month net sales for Dental Concepts were approximately \$14.8 million. The Doctor's Nightguard accounts for more than half of the revenue. Prestige anticipates this acquisition will be modestly accretive to earnings per share this fiscal year.

Commenting on the completion of the Company's second important transaction this year, Peter C. Mann, Chairman and Chief Executive Officer said, "This is an excellent acquisition for the Company. We've added a growing business to the Prestige portfolio, one with good distribution, and synergies in several areas. Importantly, we believe we can add meaningful value to these brands and to the Company".

In October, Prestige completed the acquisition of Chore Boy(R) brand cleaning pads, scrubbing sponges and non-metal soap pads from Reckitt Benckiser, Inc. at a purchase price of \$22, 250,000. In combination, these two acquisitions are expected to add approximately \$30 million in new annual revenues.

About Prestige Brands

Prestige Brands, Inc. markets and distributes brand name over-the-counter drug, personal care and household products sold throughout the United States and Canada. Key brands include Chloraseptic(R) sore throat relief products; Compound W(R) wart remover; New Skin(R) liquid bandage; Clear eyes(R) and Murine(R) eye care products; Little Remedies(R) pediatric over-the-counter healthcare products; Cutex(R) nail polish remover, Comet(R) and Spic and Span(R) household cleaning products, and other well recognized brands.

All statements, other than statements of historical fact included in this release, are forward-looking statements, as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "assumptions," "target," "guidance," "outlook," "plans," "projection," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," "potential," or "continue" (or the negative or other derivatives of each of these terms) or similar terminology. There are certain factors that could cause actual results to differ materially from those anticipated by some of the statements made. These include: (1) the ability to achieve business plans; (2) successfully executing, managing and integrating key acquisitions; (3) the ability to manage and maintain key customer relationships; (4) the ability to maintain key manufacturing and supply sources; (5) the ability to successfully manage regulatory, tax and legal matters (including product liability matters), and to resolve pending matters within current estimates; (6) the ability to successfully manage increases in the prices of raw materials used to make the Company's products; (7) the ability to stay close to consumers in an era of increased media fragmentation; and (8) the ability to stay on the leading edge of innovation. For additional information concerning factors that could cause actual results to materially differ from those projected herein, please refer to our most recent 10K, 10Q and 8K reports.

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