

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): **December 28, 2016**

**PRESTIGE BRANDS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-32433**

(Commission File Number)

**20-1297589**

(IRS Employer  
Identification No.)

**660 White Plains Road, Tarrytown, New York 10591**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(914) 524-6800**

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

On December 28, 2016, Prestige Brands Holdings, Inc. (the “Company”) announced the sale of its *e.p.t*® brand to Nutrition & Fitness, Inc. The *e.p.t*® brand is considered part of the Company’s non-core portfolio, and the impact to the Company’s financials from the sale of the brand is not material to the Company’s results as fiscal year 2016 sales represented approximately \$14 million in revenues for Prestige, or less than 2% of Company sales during that timeframe. The Company estimates that it will record a net loss on the sale of *e.p.t*.® between \$5.0 and \$7.5 million subject to finalizing intangible calculations and taxes.

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**SIGNATURES**

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

**PRESTIGE BRANDS HOLDINGS, INC.**

Date: December 28, 2016

By: /s/ William P'Pool

Name: William P'Pool

Title: General Counsel

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