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): August 1, 2013

PRESTIGE BRANDS HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-32433	20-1297589
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

660 White Plains Road, Tarrytown, New York 10591
(Address of principal executive offices, including Zip Code)

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

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:

[ ] 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 2.02 Results of Operations and Financial Condition.

On August 1, 2013, Prestige Brands Holdings, Inc. (the "Company") announced financial results for the fiscal quarter ended June 30, 2013. A copy of the press release announcing the Company's earnings results for the fiscal quarter ended June 30, 2013 is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

The information set forth in Item 2.02 above is incorporated by reference as if fully set forth herein.

On August 1, 2013, representatives of the Company began making presentations to investors regarding the Company's financial results for the quarter ended June 30, 2013 using slides containing the information attached to this Current Report on Form 8-K as Exhibit 99.2 (the "Investor Presentation") and incorporated herein by reference. The Company expects to use the Investor Presentation, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others during the fiscal year ended March 31, 2014.

By filing this Current Report on Form 8-K and furnishing the information contained herein, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

The information contained in the Investor Presentation is summary information that is intended to be considered in the context of the Company's Securities and Exchange Commission ("SEC") filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

The information presented in Items 2.02 and 7.01 of this Current Report on Form 8-K and Exhibits 99.1 and 99.2 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered "filed" under the Exchange Act or specifically incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index immediately following the signature page.

SIGNATURES

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: August 1, 2013	PRESTIGE BRANDS HOLDINGS, INC.
	By: /s/ Ronald M. Lombardi
	Name: Ronald M. Lombardi
	Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release dated August 1, 2013 announcing the Company's financial results for the fiscal quarter ended June 30, 2013 (furnished only).
99.2	Investor Relations Slideshow in use beginning August 1, 2013 (furnished only).

Exhibit 99.1

Prestige Brands Holdings, Inc. Reports Record First Quarter EPS of $0.40 vs. $0.29, Up 37.9%

Revenue Estimate Updated for Acquisition of Care Pharmaceuticals

Tarrytown, NY-(Business Wire)-August 1, 2013-Prestige Brands Holdings, Inc. (NYSE-PBH) today announced results for the first quarter of fiscal year 2014, which ended June 30, 2013, and updated its full year revenue estimate to reflect the Company's acquisition of Care Pharmaceuticals on July 1, 2013.

In addition to financial results reported in accordance with generally accepted accounting principles (GAAP), we have provided certain non-GAAP financial information in this release to aid investors in understanding the Company's performance. Each non-GAAP financial measure is defined and reconciled to its most closely related GAAP financial measure in the “About Non-GAAP Financial Measures” section at the end of this earnings release.

Revenues for the first fiscal quarter were $143.0 million. Excluding the $1.6 million impact from the sale of Phazyme® on the prior year, this quarter's results would have been 1.9% below the prior year's adjusted revenues of $145.8 million, or 2.7% below last year's reported sales of $147.0 million. These results reflect the transitional year the Company anticipated as a result of the return of competitive brands to the market and the impact of the divestiture of Phazyme.

Reported net income for the first fiscal quarter was $20.7 million, or $0.40 per diluted share, 41.2% higher than the prior year comparable quarter's results of $14.7 million, or $0.29 per diluted share. The prior year's net income would have been $17.9 million, or $0.35 per diluted share, were it not for transition and integration costs and other items associated with the acquisition of the GSK brands. The first fiscal quarter of 2014 included $0.4 million in items related to the acquisition of Care Pharmaceuticals. Excluding these items, net income would have been $21.1 million with no effect on earnings per share.

Gross profit for the first fiscal quarter was $83.5 million, in line with the comparable quarter's gross profit of $83.6 million. The Company reached a record gross margin of 58.4% in the first quarter of fiscal 2014 compared to 57.2% in the prior year comparable period. The year-over-year improvement in gross margin is a result of the higher proportion of revenue derived from the Over-the-Counter Healthcare (OTC) segment, as well as cost improvements.

Revenues for the OTC segment were $122.9 million. Excluding the $1.6 million impact from the sale of Phazyme on the prior year, this quarter's results would have been 1.6% below the prior year's adjusted revenues of $125.0 million, or 2.6% below last year's reported sales of $126.2 million. Revenues for the Household Cleaning segment, which represent approximately 14% of overall Company revenues and 7% of contribution margin, were $20.0 million, a decrease of 4% over the prior year's first quarter results of $20.8 million.

Commentary & Outlook

“We are pleased with our performance in the first quarter against our stated strategy to create long-term shareholder value through continued earnings per share growth,” said Matthew Mannelly, CEO. “In addition, we executed against our M&A strategy with the acquisition of Care Pharmaceuticals, an OTC healthcare products company from New South Wales, Australia. Care is a great match for Prestige with a similar business model and a portfolio of strong OTC brands. This is our first international acquisition, one that strategically establishes a beachhead in the attractive Asia Pacific region. This platform allows us to accelerate new product and distribution opportunities and expand our existing Murine® and Clear Eyes® business. As a result of the acquisition, we now anticipate revenue for the full fiscal year to be in the range of $638-$643 million, which includes approximately $13 million in revenue from Care ($15 million AUD). In addition, we expect accretion of $0.04 in earnings per share from this acquisition,” he said.

“Brand building continues to be a key part of our strategy for increasing shareholder value,” Mr. Mannelly continued. “In the first quarter, we introduced three innovative new products: Goody's® Headache Relief Shots, BC® Cherry, and Fiber Choice® Fruity Bites. We will continue to focus on building our core brands during this transitional year with proven marketing and advertising support. As a company with a long-term focus, it is our intention to stay the course that has yielded strong results--investing in building our core brands, innovating in new product development, managing our excellent free cash flow, and being aggressive and disciplined in M&A,” he said. Mr. Mannelly continued, “Our industry-leading free cash flow is an important component of our shareholder value creation strategy. Using our free cash flow to reduce debt adds to our earnings per share by reducing interest expense and increasing the Company's capacity to fund M&A activity.”

Free Cash Flow and Debt Reduction

The Company's record free cash flow (“FCF”) for the first fiscal quarter ended June 30, 2013 was $21.4 million, an increase of $7.9 million over the prior year comparable period's free cash flow of $13.5

million. The prior year comparable period's FCF and working capital were impacted by $13.8 million related to the timing of the GSK Transition Services Agreement. On a per share basis, free cash flow for the fiscal first quarter ended June 30, 2013 translates to $0.41 per share compared to $0.27 per share for the first quarter ended June 30, 2012.

The Company's net debt at June 30, 2013 was $941 million, reflecting recent net debt repayments of $18 million during the first fiscal quarter. At June 30, 2013, the Company's covenant-defined leverage ratio was approximately 4.16, down from approximately 5.25 at the time of the closing on the acquisition of the GSK brands on January 31, 2012.

Q1 Conference Call & Accompanying Slide Presentation

The Company will host a conference call to review its first quarter results on August 1, 2013 at 9:30 am EDT. The toll-free dial-in numbers are 866-270-6057 within North America and 617-213-8891 outside of North America. The conference pass code is "prestige". The Company will provide a live Internet webcast, a slide presentation to accompany the call, as well as an archived replay, all of which can be accessed from the Investor Relations page of the Company's website at http://prestigebrands.com. The slide presentation can be accessed just before the call from the Investor Relations page of the website by clicking on Webcasts and Presentations. Telephonic replays will be available for two weeks following the completion of the call and can be accessed at 888-286-8010 within North America and at 617-801-6888 from outside North America. The pass code is 89207139.

About Prestige Brands Holdings, Inc.

The Company markets and distributes brand name over-the-counter and household cleaning products throughout the U.S. and Canada, and in certain international markets. Core brands include Chloraseptic® sore throat treatments, Clear Eyes® eye care products, Compound W® wart treatments, The Doctor's® NightGuard® dental protector, the Little Remedies® and PediaCare® lines of pediatric over-the-counter products, Efferdent® denture care products, Luden's® throat drops, Dramamine® motion sickness treatment, BC® and Goody's® pain relievers, Beano® gas prevention, Debrox® earwax remover, and Gaviscon® antacid in Canada. Visit the Company's website at www.prestigebrands.com.

Note Regarding Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of the federal securities laws that are intended to qualify for the Safe Harbor from liability established by 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," “strategy,” "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. The "forward-looking statements" include, without limitation, statements regarding creating shareholder value, the impact and complementary nature of acquisitions, future operating results, our strategy and focus, our intention to support our core brands with marketing and advertising, development of innovative products, management of free cash flow, and aggressive and disciplined M&A. These statements are based on management's estimates and assumptions with respect to future events and financial performance and are believed to be reasonable, though are inherently uncertain and difficult to predict. Actual results could differ materially from those expected as a result of a variety of factors, including the impact of our advertising and promotional initiatives, competition in our industry, and the success of our new product introductions and integration of newly acquired products. A discussion of other factors that could cause results to vary is included in the Company's Annual Report on Form 10-K for the year ended March 31, 2013, Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, and other periodic reports filed with the Securities and Exchange Commission.

Contact: Dean Siegal
914 524 6819

Prestige Brands Holdings, Inc.
Consolidated Statements of Income and Comprehensive Income
(Unaudited)

(In thousands, except per share data)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Revenues		
Net sales	$ 142,101	$ 145,920
Other revenues	870	1,077
Total revenues	142,971	146,997
Cost of Sales		
Cost of sales (exclusive of depreciation shown below)	59,488	63,393
Gross profit	83,483	83,604
Operating Expenses		
Advertising and promotion	19,140	20,325
General and administrative	11,634	16,151
Depreciation and amortization	3,268	3,295
Total operating expenses	34,042	39,771
Operating income	49,441	43,833
Other (income) expense		
Interest income	(3)	(2)
Interest expense	15,908	19,850
Total other expense	15,905	19,848
Income before income taxes	33,536	23,985
Provision for income taxes	12,844	9,330
Net income	$ 20,692	$ 14,655
Earnings per share:		
Basic	$ 0.40	0.29
Diluted	$ 0.40	$ 0.29
Weighted average shares outstanding:		
Basic	51,222	50,342
Diluted	52,040	51,106
Comprehensive income, net of tax:		
Currency translation adjustments	1	(42)
Total other comprehensive income (loss)	1	(42)
Comprehensive income	$ 20,693	$ 14,613

Prestige Brands Holdings, Inc.
Consolidated Balance Sheets
(Unaudited)

(In thousands) **Assets**	**June 30, 2013**	**March 31, 2013**
Current assets		
Cash and cash equivalents	$ 19,306	$ 15,670
Accounts receivable, net	61,981	73,053
Inventories	66,917	60,201
Deferred income tax assets	6,067	6,349
Prepaid expenses and other current assets	8,713	8,900
Total current assets	162,984	164,173
Property and equipment, net	10,697	9,896
Goodwill	167,546	167,546
Intangible assets, net	1,370,535	1,373,240
Other long-term assets	24,332	24,944
Total Assets	$ 1,736,094	$ 1,739,799
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 42,222	$ 51,376
Accrued interest payable	13,721	13,894
Other accrued liabilities	25,792	31,398
Total current liabilities	81,735	96,668
Long-term debt		
Principal amount	960,000	978,000
Less unamortized discount	(6,755)	(7,100)
Long-term debt, net of unamortized discount	953,245	970,900
Deferred income tax liabilities	200,803	194,288
Total Liabilities	1,235,783	1,261,856
Stockholders' Equity		
Preferred stock - $0.01 par value		
Authorized - 5,000 shares		
Issued and outstanding - None	—	—
Preferred share rights	283	283
Common stock - $0.01 par value		
Authorized - 250,000 shares		
Issued - 51,364 shares at June 30, 2013 and 51,311 shares at March 31, 2013	514	513
Additional paid-in capital	403,643	401,691
Treasury stock, at cost - 191 shares at June 30, 2013 and 181 shares March 31, 2013	(965)	(687)
Accumulated other comprehensive loss, net of tax	(103)	(104)
Retained earnings	96,939	76,247
Total Stockholders' Equity	500,311	477,943
Total Liabilities and Stockholders' Equity	$ 1,736,094	$ 1,739,799

Prestige Brands Holdings, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Three Months Ended June 30,	
(In thousands)	**2013**	**2012**
Operating Activities		
Net income	$ 20,692	$ 14,655
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,268	3,295
Deferred income taxes	6,797	7,076
Amortization of deferred financing costs	892	1,048
Stock-based compensation costs	1,193	913
Amortization of debt discount	345	404
(Gain) loss on sale or disposal of equipment	(2)	21
Changes in operating assets and liabilities, net of effects of acquisitions		
Accounts receivable	11,070	(9,214)
Inventories	(6,716)	(2,748)
Prepaid expenses and other current assets	187	6
Accounts payable	(9,147)	135
Accrued liabilities	(5,781)	(849)
Net cash provided by operating activities	22,798	14,742
Investing Activities		
Purchases of property and equipment	(1,364)	(1,198)
Proceeds from sale of property and equipment	2	15
Acquisition of brands from GSK purchase price adjustments	—	(226)
Net cash used in investing activities	(1,362)	(1,409)
Financing Activities		
Repayment of long-term debt	—	(45,000)
Repayments under revolving credit agreement	(18,000)	(8,000)
Borrowings under revolving credit agreement	—	25,000
Payment of deferred financing costs	(280)	
Proceeds from exercise of stock options	309	80
Excess tax benefits from share-based awards	452	—
Fair value of shares surrendered as payment of tax withholding	(278)	—
Net cash used in financing activities	(17,797)	(27,920)
Effects of exchange rate changes on cash and cash equivalents	(3)	(24)
Increase (decrease) in cash and cash equivalents	3,636	(14,611)
Cash and cash equivalents - beginning of year	15,670	19,015
Cash and cash equivalents - end of year	$ 19,306	$ 4,404
Interest paid	$ 14,826	$ 18,391
Income taxes paid	$ 657	$ 407

Prestige Brands Holdings, Inc.
Consolidated Statements of Income
Business Segments
(Unaudited)

	Three Months Ended June, 2013			Three Months Ended June 30, 2012		
	OTC Healthcare	**Household Cleaning**	**Consolidated**	**OTC Healthcare**	**Household Cleaning**	**Consolidated**
(In thousands)						
Net sales	$ 122,768	$ 19,333	$ 142,101	$ 126,004	$ 19,916	$ 145,920
Other revenues	157	713	870	181	896	1,077
Total revenues	122,925	20,046	142,971	126,185	20,812	146,997
Cost of sales	45,011	14,477	59,488	47,399	15,994	63,393
Gross profit	77,914	5,569	83,483	78,786	4,818	83,604
Advertising and promotion	18,232	908	19,140	17,853	2,472	20,325
Contribution margin	$ 59,682	$ 4,661	64,343	$ 60,933	$ 2,346	63,279
Other operating expenses			14,902			19,446
Operating income			49,441			43,833
Other expense			15,905			19,848
Income before income taxes			33,536			23,985
Provision for income taxes			12,844			9,330
Net income			$ 20,692			$ 14,655

About Non-GAAP Financial Measures

We define Non-GAAP EBITDA as earnings before interest expense (income), income taxes, depreciation and amortization, income or loss from discontinued operations or the sale thereof and Non-GAAP Adjusted EBITDA as earnings before interest expense (income), income taxes, depreciation and amortization, income or loss from discontinued operations and the sale thereof, gain on settlement, loss on extinguishment of debt, certain other legal and professional fees, and acquisition-related costs. We define Non-GAAP Adjusted Gross Margin as Gross Profit before certain acquisition and integration-related costs.We define Non-GAAP Adjusted Operating Income as Operating Income minus certain other legal and professional fees, acquisition and other integration costs. We define Non-GAAP Adjusted Net Income as Net Income before gain on settlement, loss on extinguishment of debt, certain other legal and professional fees, acquisition and integration-related costs, income or loss from discontinued operations and sale thereof, the applicable tax impacts associated with these items and the tax impacts of state tax rate adjustments and other non-deductible items. Non-GAAP Adjusted EPS is calculated based on Non-GAAP Adjusted Net Income, divided by the weighted average number of common and potential common shares outstanding during the period. We define Non-GAAP Free Cash Flow as Net Cash provided by operating activities less cash paid for capital expenditures. Non-GAAP Free Cash Flow per Share is calculated based on Non-GAAP Free Cash Flow, divided by the weighted average number of common and potential common shares outstanding during the period. Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Operating Income, Non-GAAP Adjusted Net Income, Non-GAAP Adjusted EPS, Non-GAAP Free Cash Flow and Non-GAAP Free Cash Flow per Share may not be comparable to similarly titled measures reported by other companies.

We are presenting Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Gross Margin, Non-GAAP Adjusted Operating Income, Non-GAAP Adjusted Net Income, Non-GAAP Adjusted EPS, Non-GAAP Free Cash Flow and Non-GAAP Free Cash Flow per Share because they provide additional ways to view our operations, when considered with both our GAAP results and the reconciliation to net income and net cash provided by operating activities, respectively, which we believe provide a more complete understanding of our business than could be obtained absent this disclosure. Each of Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Gross Margin, Non-GAAP Adjusted Operating Income, Non-GAAP Adjusted Net Income, Non-GAAP Adjusted EPS, Non-GAAP Free Cash Flow and Non-GAAP Free Cash Flow per Share is presented solely as a supplemental disclosure because (i) we believe it is a useful tool for investors to assess the operating performance of the business without the effect of these items; (ii) we believe that investors will find this data useful in assessing shareholder value; and (iii) we use Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Gross Margin, Non-GAAP Adjusted Operating Income, Non-GAAP Adjusted Net Income and Non-GAAP Adjusted EPS internally to evaluate the performance of our personnel and also as a benchmark to evaluate our operating performance or compare our performance to that of our competitors. The use of Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Gross Margin, Non-GAAP Adjusted Operating Income, Non-GAAP Adjusted Net Income, Non-GAAP Adjusted EPS, Non-GAAP Free Cash Flow and Non-GAAP Free Cash Flow per Share has limitations, and you should not consider these measures in isolation from or as an alternative to GAAP measures such as Operating income, Net income, and Net cash flow provided by operating activities, or cash flow statement data prepared in accordance with GAAP, or as a measure of profitability or liquidity.

The following tables set forth the reconciliation of Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Gross Margin, Non-GAAP Adjusted Operating Income, Non-GAAP Adjusted Net Income, Non-GAAP Adjusted EPS, Non-GAAP Free Cash Flow and Non-GAAP Free Cash Flow per Share, all of which are non-GAAP financial measures, to GAAP Gross Profit, GAAP Operating Income, GAAP Net Income, GAAP Diluted EPS and GAAP Net cash provided by operating activities, our most directly comparable financial measures presented in accordance with GAAP.

Reconciliation of GAAP Total Revenues to Non-GAAP Adjusted Total Revenues and GAAP Gross Profit to Non-GAAP Adjusted Gross Margin:

	Three Months Ended June,	
	2013	**2012**
(In thousands)		
GAAP Total Revenues	$ 142,971	$ 146,997
Adjustments: *		
Additional slotting costs associated with GSK	—	411
Total adjustments	—	411
Non-GAAP Adjusted Total Revenues	$ 142,971	$ 147,408
GAAP Gross Profit	$ 83,483	$ 83,604
Adjustments:		
Inventory step-up charge associated with acquisitions	—	23
Additional slotting costs associated with GSK	—	411
Additional product testing costs associated with GSK	—	220
Total adjustments	—	654
Non-GAAP Adjusted Gross Margin	$ 83,483	$ 84,258
Non-GAAP Adjusted Gross Margin %	58.4%	57.2%

* Revenue adjustments relate to our OTC Healthcare segment

Reconciliation of GAAP Operating Income to Non-GAAP Adjusted Operating Income:

	Three Months Ended June 30,	
	2013	**2012**
(In thousands)		
GAAP Operating Income	$ 49,441	$ 43,833
Adjustments:		
Inventory step-up charge associated with acquisitions	—	23
Additional slotting costs associated with GSK	—	411
Additional product testing costs associated with GSK	—	220
Legal and professional fees associated with acquisitions	583	59
Unsolicited proposal costs	—	534
Transition and integration costs associated with GSK	—	4,127
Total adjustments	583	5,374
Non-GAAP Adjusted Operating Income	$ 50,024	$ 49,207

Reconciliation of GAAP Net Income to Non-GAAP Adjusted EBITDA:

	Three Months Ended June,	
	2013	2012
(In thousands)		
GAAP Net Income	$ 20,692	$ 14,655
Interest expense, net	15,905	19,848
Income tax provision	12,844	9,330
Depreciation and amortization	3,268	3,295
Non-GAAP EBITDA:	52,709	47,128
Adjustments:		
Inventory step-up charge associated with acquisitions	—	23
Additional slotting costs associated with GSK	—	411
Additional product testing costs associated with GSK	—	220
Legal and professional fees associated with acquisitions	583	59
Unsolicited proposal costs	—	534
Transition and integration costs associated with GSK	—	4,127
Total adjustments	583	5,374
Non-GAAP Adjusted EBITDA	$ 53,292	$ 52,502

Reconciliation of GAAP Net Income to Non-GAAP Adjusted Net Income and related Adjusted Earnings Per Share:

	Three Months Ended June 30,			
	2013	2013 Adjusted EPS	2012	2012 Adjusted EPS
(In thousands)				
GAAP Net Income	$ 20,692	$ 0.40	$ 14,655	$ 0.29
Adjustments:				
Inventory step-up charge associated with acquisitions	—	—	23	—
Additional slotting costs associated with GSK	—	—	411	0.01
Additional product testing costs associated with GSK	—	—	220	—
Legal and professional fees associated with acquisitions	583	—	59	—
Unsolicited proposal costs	—	—	534	0.01
Transition and integration costs associated with GSK	—	—	4,127	0.08
Tax impact of adjustments	(223)	—	(2,107)	(0.04)
Total adjustments	360	—	3,267	0.06
Non-GAAP Adjusted Net Income and Adjusted EPS	$ 21,052	$ 0.40	$ 17,922	$ 0.35

Reconciliation of GAAP Net Cash Provided by Operating Activities to Non-GAAP Free Cash Flow:

	Three Months Ended June 30,	
	2013	2012
(In thousands)		
GAAP Net cash provided by operating activities	$ 22,798	$ 14,742
Additions to property and equipment for cash	(1,364)	(1,198)
Non-GAAP Free Cash Flow	$ 21,434	$ 13,544
Non-GAAP Free Cash Flow per Share	$ 0.41	$ 0.27

Reconciliation of GAAP Net Income and EPS to Non-GAAP Free Cash Flow and Non-GAAP Free Cash Flow per Share:

	Three Months Ended June 30,			
	2013	2013 Free Cash Flow per Share	2012	2012 Free Cash Flow per Share
(In thousands)				
GAAP Net Income	$ 20,692	$ 0.40	$ 14,655	$ 0.29
Adjustments:				
Adjustments to reconcile net income to net cash provided by operating activities as shown in the Statement of Cash Flows	12,493	0.24	12,757	0.25
Changes in operating assets and liabilities, net of effects from acquisitions as shown in the Statement of Cash Flows	(10,387)	(0.20)	(12,670)	(0.25)
Total adjustments	2,106	0.04	87	—
GAAP Net cash provided by operating activities	$ 22,798	$ 0.44	$ 14,742	$ 0.29
Additions to property and equipment for cash	$ (1,364)	$ (0.03)	$ (1,198)	$ (0.02)
Non-GAAP Free Cash Flow per Share	$ 21,434	$ 0.41	$ 13,544	$ 0.27

Exhibit 99.2

Prestige Brands

Review of First Quarter F'14 Results

Matt Mannelly, CEO & President

Ron Lombardi, CFO

August 1, 2013

Safe Harbor Disclosure

This presentation contains certain "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, such as statements about the Company's growth strategies, investments in advertising and promotion, competitive position and strategies, product development and acquisitions, leverage, capital expenditures, creation of shareholder value, successful integration of acquired brands, debt reduction, growth and future financial performance. Words such as "continue," "will," "believe," "intend," "expect," "anticipate," "plan," "potential," "estimate," "may," "should," "could," "would," and similar expressions identify forward-looking statements. Such forward-looking statements represent the Company's expectations and beliefs and involve a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include, among others, the failure to successfully integrate the GSK brands or other future acquisitions, the failure to successfully commercialize new and enhanced products, the Company's inability to rapidly deleverage, the effectiveness of the Company's advertising and promotions investments, the severity of the cold/cough season, the effectiveness of the Company's marketing and distribution infrastructure, and other risks set forth in Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended March 31, 2013 and Part II, Item 1A in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Except to the extent required by applicable securities laws, the Company undertakes no obligation to update any forward-looking statement contained herein, whether as a result of new information, future events, or otherwise.

Agenda for Today's Discussion

1. Q1 FY2014: Performance Highlights
2. Care Pharmaceuticals Acquisition
3. Q1 FY2014: Financial Overview
4. FY2014 Outlook and The Road Ahead

Our Corporate Mission

To be the Best Mid-Sized, Public Company in the Consumer Health Care Market

The following principles guide us in this endeavor:

- **DELIVER** outstanding shareholder value through superior growth in sales, profits, and cash flow
- **CREATE** innovative products that exceed our consumers expectations
- **ENGAGE** in true partnerships with our suppliers and customers
- **BUILD** a company culture founded on leadership, trust, change and execution

Q1 FY2014: Performance Highlights

Q1: Executing Against Our Proven Formula for Continued E.P.S. Growth

Core OTC Growth Exceeding Industry Average	+	Free Cash Flow Generation	+	Proven and Repeatable M&A Strategy
1-2% Industry Average(1)		>$125 MM per year		Active Pipeline
Outperformance Over Time		**Predictable** E.P.S. Impact		**Demonstrated** Value Creation

Q1 FY'14

+14.3% E.P.S. Growth

Care Pharmaceuticals

Note:
(1) Management estimate for weighted average growth rate for Prestige Brands' Core OTC categories.

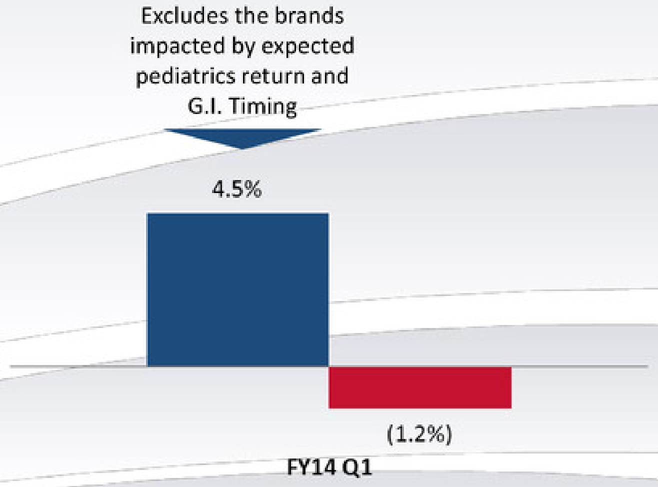
First Quarter Highlights:
Delivering Against Stated Strategy

- **Solid financial performance: +14.3% Adjusted E.P.S. growth**
  - Q1 consolidated net revenue of $143.0 million, down (1.9%) versus prior year excluding divested Phazyme brand
  - Record gross margin of 58.4%
  - Adjusted E.P.S.(1) of $0.40, up 14.3% versus prior year corresponding quarter
  - Cash flow from Operations of $22.8(4) million; leverage ratio(2) reduced to 4.16x
- **Continued focus on strategic M&A: First international acquisition**
  - Acquired Care Pharmaceuticals, an Australian OTC healthcare products company
  - Provides expanded platform in growing Asia-Pacific region
- **Continued investment in brand building during expected transitional year**
  - Core OTC net revenue growth of 4.5%, excluding the brands impacted by the return of recalled competitive pediatrics products, and marketing and promotional timing in G.I. category. Total Core OTC organic net revenue down 1.2% versus prior year as a result of these items.
  - Core OTC consumption, excluding the items above, exceeded category growth; Up 3.6% in L-12 weeks compared to category growth of 3.1% (3). Core OTC consumption was up .8% during the period compared to category growth of 3.1% (3) including the impact of these items.
  - Successfully introduced Goody's Headache Relief Shots, BC Cherry, and Fiber Choice Fruity Bites
  - Launched new Clear Eyes campaign featuring Vanessa Williams

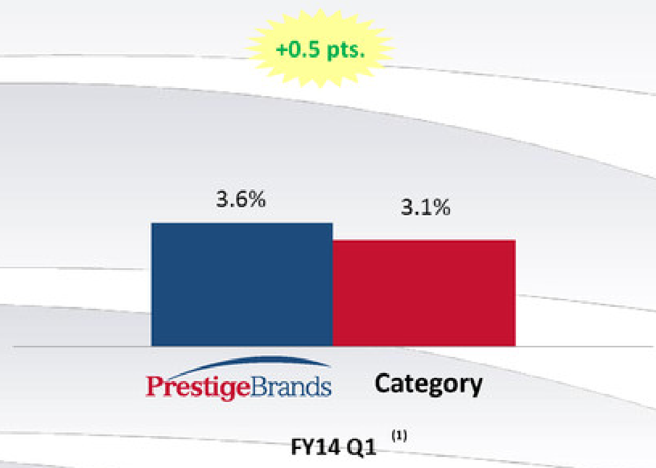
Notes:
(1) This non-GAAP financial measure is reconciled to its most closely related GAAP financial measure in our earnings release in the "About Non-GAAP Financial Measures" section. Adjusted E.P.S. is also reconciled to reported E.P.S. on slide 25.
(2) Leverage ratio reflects net debt / covenant defined EBITDA.
(3) IRI multi-outlet retail dollar sales for the period ending 6/16/13.
(4) Cash flow from operations is reconciled to reported Net Income on slide 26.

Performance of Core OTC Portfolio

Organic Revenue Growth



Relative Consumption Growth



Source: Latest 12-week IRI multi-outlet retail dollar sales growth for relevant quarter.
Note: Data reflects retail dollar sales percentage growth versus prior period.
(1) Excludes expected Pediatrics impact and change in promotional timing in G.I. category compared to the prior year.

Brand Building: Continued New Product Innovation

Innovation in Form

Innovation in Flavoring

Innovation in Delivery

Introducing New Goody's Headache Relief Shots

- Fast Liquid Action
- Long Lasting Relief
- Convenience
- Great Tasting Flavors

Introducing New BC Cherry

- Safe Fast Pain Relief in a Great Tasting Cherry Flavor
- Convenient Stick Pack Delivery System
- Powders are Preferred in the South

Introducing Fiber Choice Fruity Bites:
A Great-Tasting New Fiber Gummy to Promote G.I. Health

#1 in Taste Tests Over Competition!

Supported by print advertising in major magazines

Vanessa Williams Campaign Reaches A New Audience

- Television Advertising Campaign conveys the "healthy eyes" message
- Strong Digital Presence
- Social Media Component
- Extensive PR Effort Reaches Targeted Media & Consumers

Care™ Pharmaceuticals Acquisition

The Care Pharmaceuticals Acquisition

Care Pharmaceuticals

- **Overview:** Australian based marketer and distributor of “heritage” OTC brands for adults and children
- **Headquarters:** Sydney, Australia
- **Employees:** 35 employees including 17-person sales force
- **Channels of Distribution:** Primary distribution through 5,000 independent Australian pharmacies
- **Business Model:** Core competencies in sales, marketing, and new product development

A Portfolio of Leading Brands in Niche Categories

	Brand	Category	Market Position
	FESS	Respiratory	#1
	Rectogesic	Anorectal	#3
Pediatrics	Painstop for children	Analgesics	#1
Pediatrics	Children's Parachoc	Laxatives	#1
Pediatrics	Little Eyes	Eye Wipes	#1
Pediatrics	Children's Paedamin	Cough Cold	#5
Women's Health	FAB IRON Liquid Iron	Iron Supplements	#2
Women's Health	MaybeBaby	Ovulation Testing	#1
Women's Health	Aci-Jel	Feminine Hygiene	#2

Strategic Rationale

- Establishes local presence in Australia and New Zealand
- Leverages and strengthens competencies in cough-cold, eye and ear care, and pediatrics
- Allows for the consolidation of Murine into Care Pharma giving Prestige direct control of the brand in the region
- Attractive financial profile and transaction economics
- Over time, serves as a regional platform for organic growth and acquisitions

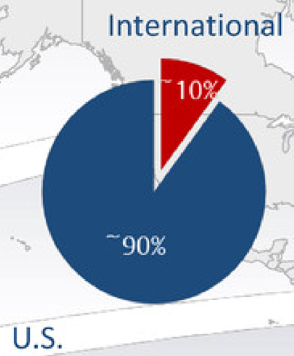
The Road Ahead: Where Are We Going?

Step 1: Care Acquisition	Step 2: Care Integration	Step 3: Regional Expansion
▪ Profitable "stand-alone" OTC business ▪ Closely aligned business model and culture ▪ Management team with proven brand building and M&A capabilities ▪ Near-term revenue synergy opportunities	▪ Establish Care as a regional hub for Prestige's Asia-Pacific aspirations ▪ Leverage Care supplier base to access technologies and expand product offerings across the region	▪ Capitalize on Prestige distributor network across Asia-Pacific region ▪ Establish Care as a regional center of excellence for new product development ▪ Actively pursue acquisition opportunities in the region

Goal: To Become a Meaningful OTC Company in Asia-Pacific Through Acquisition and Organic Growth

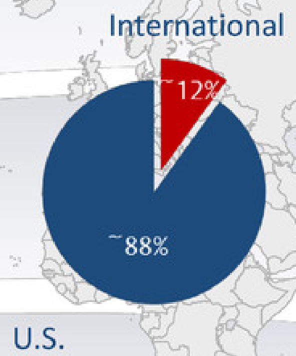
Care Represents Another Step in the Expansion of Prestige's International Business

Pre-GSK



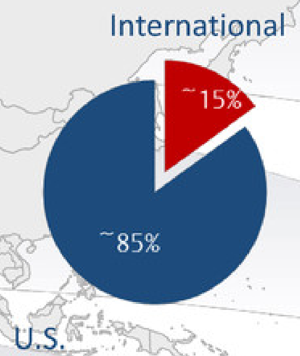
- **Distributor model**
- **Predominantly established markets**

Post-GSK



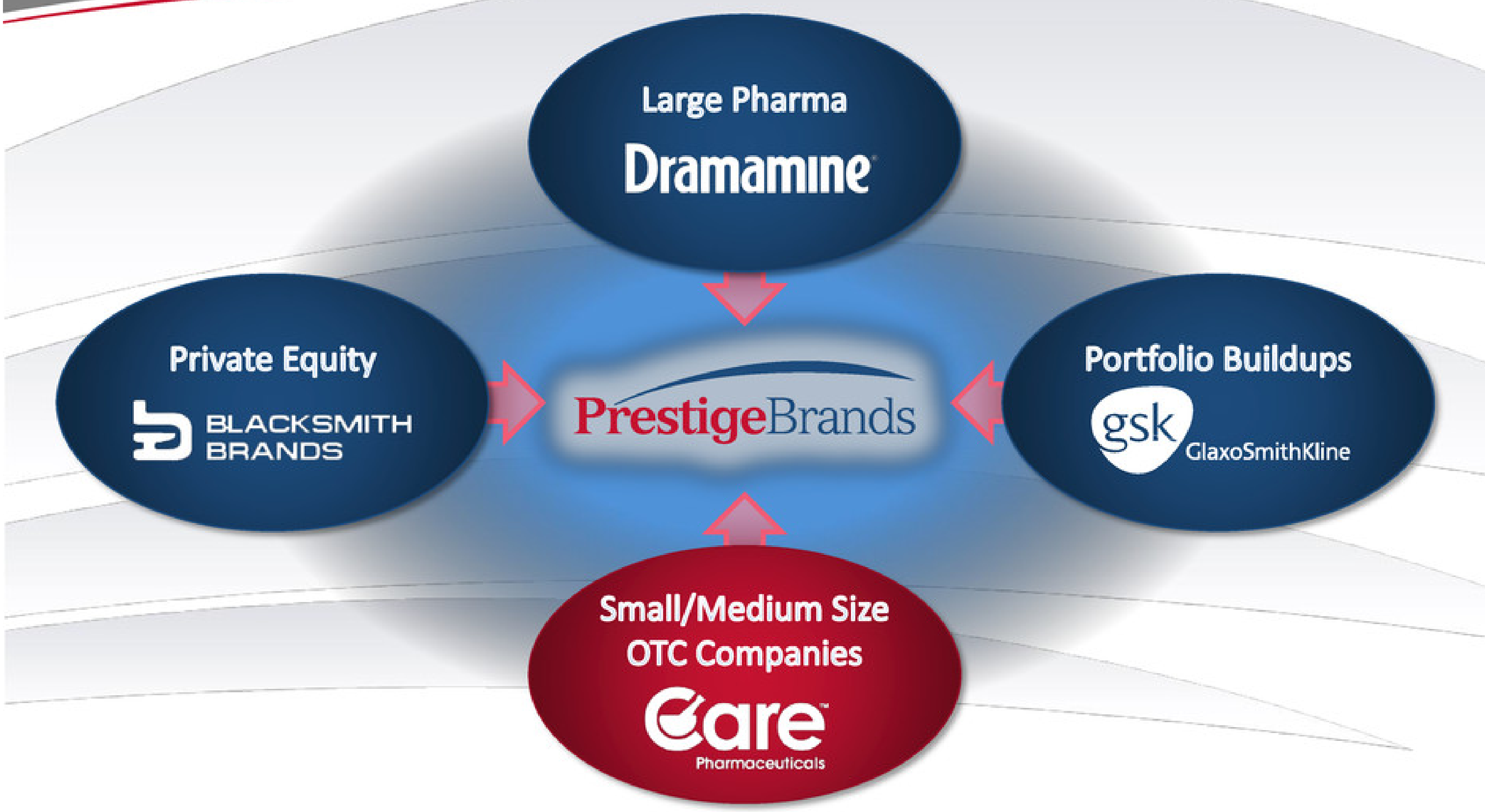
- **Doubled sales outside the U.S.**
- **Established scale presence in Canada**

Post-Care



- **Local operations in Australia and New Zealand**
- **Beachhead for attractive region**

Prestige has a Proven Ability To Source M&A Opportunities…



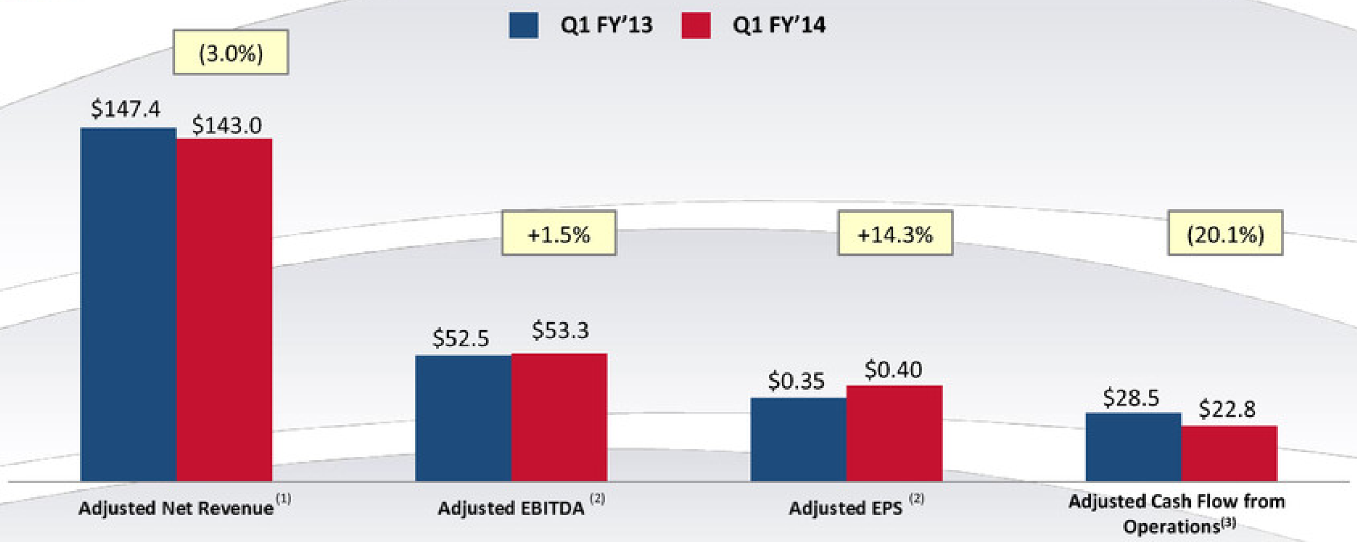
…And Execute in Diverse Situations

	2010 BLACKSMITH BRANDS	2011 Dramamine	2012 gsk GlaxoSmithKline	2013 Care Pharmaceuticals
Key Brands	Luden's, Efferdent, PediaCare, Effergrip, NasalCrom	Dramamine	BC, Goody's, Beano, Debrox, Gaviscon	FESS, Rectogesic, Aci-Jel, Painstop, Little Eyes, FAB IRON, MaybeBaby
# of Brands:	5	1	17	11
Source:	Private Equity	Large U.S. Pharma	Large U.K. Pharma	Private Aus. OTC
Type of Transaction:	Going Concern	Brand Sale	Carve-Out	Going Concern
Process:	Exclusive	Semi-Exclusive	Competitive	Exclusive

Different Types of Transactions | **Different Deal Dynamics** | **Different Types of Counterparties** | **Different Challenges**

Q1 FY2014: Financial Overview

Summary Financial Performance



Dollar values in millions, except per share data

Notes:

(1) Reported net revenue for Q1 FY'13 was $147.0 million. Adjusted net revenue for Q1 FY'13 was $147.4 million and excludes transition related costs of ~$400k.

(2) These non-GAAP financial measures are reconciled to their most closely related GAAP financial measures in our earnings release in the "About Non-GAAP Financial Measures" section.

(3) Adjusted cash flow from operations is a non-GAAP financial measure and is reconciled to reported cash flow from operations on slide 26.

Q1 Consolidated Financial Summary

Q1 FY'14

	Q1 FY'14	Q1 FY'13	% Chg
Adjusted Net Revenue(1)	**$ 143.0**	**$ 147.4**	***(3.0%)***
Gross Margin	83.5	84.3	*(0.9%)*
% Margin	*58.4%*	*57.2%*	
A&P	19.1	20.3	*(5.8%)*
% Adj. Net Revenue	*13.4%*	*13.8%*	
G&A	11.1	11.4	*(3.1%)*
% Adj. Net Revenue	*7.7%*	*7.7%*	
Adjusted EBITDA	**$ 53.3**	**$ 52.5**	***1.5%***
% Margin	*37.3%*	*35.6%*	
D&A	3.3	3.3	*(0.4%)*
% Adj. Net Revenue	*2.3%*	*2.2%*	
Adj. Operating Income	50.0	49.2	*1.6%*
% Adj. Net Revenue	*35.0%*	*33.4%*	
Adjusted Net Income(2)	**$ 21.1**	**$ 17.9**	***17.5%***
Adjusted Earnings Per Share(2)	**$ 0.40**	**$ 0.35**	***14.3%***
Earnings Per Share - As Reported	**$ 0.40**	**$ 0.29**	***37.9%***
Net Income - As Reported	**$ 20.7**	**$ 14.7**	***41.2%***

Dollar values in millions, except per share data

Notes:

(1) Reported net revenue for Q1 FY'13 was $147.0 million. Adjusted net revenue for Q1 FY'13 was $147.4 million and excludes transition related costs of ~$400k.

(2) These Non-GAAP financial measures are reconciled to their most closely related GAAP financial measures in our Earnings Release in the "About Non-GAAP Financial Measures" section.

Comments

- Adjusted Net Revenue declined ($2.7) million, or (1.9%), excluding results in prior year quarter from the divested Phazyme brand
  - Excluding the Pediatrics portfolio and Beano, core OTC revenue growth of 4.5% over the prior year
- Gross margin expanded by 1.2 pts. to a record 58.4%
- A&P spend in line with plan and prior year at 13.4% of Adjusted Net Revenue
- G&A as a percentage of Adjusted Net Revenue was flat against the prior year at 7.7%
- Adjusted Net Income growth 17.5%
- Adjusted earnings per share growth of 14.3%

Net Income and E.P.S. Reconciliation

	3 Months Ended Q1 FY'14		3 Months Ended Q1 FY'13	
	Net Income	**EPS**	**Net Income**	**EPS**
As Reported	**$ 20.7**	**$ 0.40**	**$ 14.7**	**$ 0.29**
Adjustments:				
Acquisition Costs Associated with Care	0.6	-	-	-
Legal & Professional Fees	-	-	0.6	0.01
Transition Costs Associated with GSK	-	-	4.7	0.09
Tax Impact of Adjustments	(0.2)	-	(2.1)	(0.04)
Total Adjustments	**0.4**	**-**	**3.2**	**0.06**
Adjusted	**$ 21.1**	**$ 0.40**	**$ 17.9**	**$ 0.35**

Note: Expect $0.5 million of acquisition related items in Q2 FY'14

Dollar values in millions, except per share data
Note: These Non-GAAP financial measures are reconciled to their reported GAAP amounts in our Earnings Release in the "About Non-GAAP Financial Measures" section.

Strong Cash Flow from Operations

Cash Flow

	Q1 FY'14	Q1 FY'13
Net Income - As Reported	$ 20.7	$ 14.7
Depreciation & Amortization	3.3	3.3
Other Non-Cash Operating Items	9.2	9.4
Working Capital - Excluding Impact of TSA Timing	(10.4)	1.1
Adjusted Cash Flow from Operations	**$ 22.8**	**$ 28.5**
Working Capital - TSA Timing Impact	-	(13.8)
Cash Flow from Operations - As Reported	**$ 22.8**	**$ 14.7**

Dollar values in millions
Note:
(1) Leverage ratio reflects net debt / covenant defined EBITDA.

Comments

Debt Profile & Financial Compliance:

- Total Net Debt at 6/30/13 of $941 million comprised of:
  - Cash on hand of $19.3 million
  - $445 million of term loan
  - $500 million of bonds
  - $15 million of revolver
- Leverage ratio[1] of 4.16x down, from ~5.25x immediately following GSK acquisition
  - 2.94x cushion to covenant max of 7.10x
- Continue to expect full year cash flow of $125 million

FY2014 Outlook and Road Ahead

Outlook for FY'2014 and Beyond

FY 14 Focus

- Stay the course in a transitional marketplace
  - Continue brand building and investing in Core OTC portfolio
    - New ad campaigns for Goody's, Gaviscon, PediaCare, and Beano beginning in Q2
    - Launch PediaCare Single Dose Squeezable Packets in Q2
    - Capitalize on Q1 product introductions through marketing support
    - Continue to invest in new product development
- Successful integration of Care Pharma business
  - Integrate Murine/Clear Eyes business into the Care Pharma infrastructure
  - Leverage Care Pharma business across Prestige distributor network
  - Integrate and synergize Care Pharma into existing new product development process
  - Consolidate international management in Asia Pacific
    - John Parkinson to Asia Pacific (20+ years of Asia Pacific experience)
    - Malcolm Yesner in broader role beyond Australia and New Zealand

Q2 Considerations

- Seasonal cough/cold order pattern may differ based on retail environment and retailer working capital pressure; historical cough/cold mix also impacts Gross Margin in 2nd half
- New product introductions will be supported by strong marketing programs

FY 14 Guidance

- Remain comfortable with original E.P.S. consensus of $1.61. Expect incremental $0.04 accretion from Care Pharma acquisition
- FY 14 Revenue guidance updated to $638 - $643
- Stay the strategic course: Invest in Core OTC growth; continue to deliver cash flow to de-lever, remain aggressive and disciplined in M&A market

Our CONFIDENCE for Long-Term E.P.S. Guidance

Core OTC Growth Exceeding Industry Average

+

Free Cash Flow Generation

Proven and Repeatable M&A Strategy

10%+ Long-Term E.P.S. Target

Upside Potential