

**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): March 10, 2010

PRESTIGE BRANDS HOLDINGS, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32433
(Commission File Number)

20-1297589
(IRS Employer Identification No.)

90 North Broadway, Irvington, New York 10533
(Address of Principal Executive Offices)

(914) 524-6810
(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.
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
 - Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
-
-

Item 1.01 Entry into a Material Definitive Agreement.

On March 10, 2010, Prestige Brands Holdings, Inc. (the “Company”), its wholly-owned subsidiary Prestige Brands, Inc. (the “Issuer”), and certain subsidiaries of the Company entered into a purchase agreement (the “Purchase Agreement”) for an offering of \$150 million in aggregate principal amount of new Senior Notes due 2018 (the “New Notes”) in a private offering to qualified institutional buyers pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The New Notes, which priced on March 10, 2010, will yield gross proceeds to the Company of approximately \$147,846,000 and accrue interest at a rate of 8.25% per annum from the date of issuance. Interest on the New Notes will be payable semi-annually commencing October 1, 2010 and the New Notes will mature on March 10, 2018. Delivery of, and payment for, the New Notes is anticipated to be made on or about March 24, 2010, or such later date as the purchasers may designate.

On March 10, 2010, the Company announced via press release that the Issuer (i) had commenced a cash tender offer and consent solicitation for any and all of its 9 1/4% Senior Subordinated Notes due 2012 having an outstanding aggregate principal amount of \$126 million; and (ii) was making a private placement offering of the New Notes. A copy of the press releases making the announcements in clauses (i) and (ii) above are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

The New Notes have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The obligations of the purchasers to purchase the New Notes are subject to customary terms and conditions, including accuracy of representations and warranties and receipt of legal opinions and certificates, in each case as set forth in the Purchase Agreement.

Item 9.01. Financial Statements and Exhibits.

See Exhibit Index immediately following the Signature Page hereto.

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.

PRESTIGE BRANDS HOLDINGS, INC.
(Registrant)

Date: March 11, 2010

By: /s/ Eric S. Klee

Name: Eric S. Klee

Title: Associate General Counsel

EXHIBIT INDEX

Exhibit NumberDescription

- | | |
|------|--|
| 99.1 | Press Release dated March 10, 2010, announcing a cash tender offer and consent solicitation by Prestige Brands, Inc. |
| 99.2 | Press Release dated March 10, 2010, announcing a private placement offering by Prestige Brands, Inc. |



News Release

Prestige Brands, Inc. Announces Tender Offer and Consent Solicitation

IRVINGTON, N.Y., March 10, 2010 -- Prestige Brands Holdings, Inc. (NYSE: PBH) (the "Company") announced today that its wholly-owned subsidiary Prestige Brands, Inc. ("Prestige Brands") had commenced a cash tender offer (the "Tender Offer") and consent solicitation (the "Consent Solicitation," and together with the Tender Offer, the "Offer") for any and all of its \$126 million outstanding aggregate principal amount of 9 1/4% Senior Subordinated Notes due 2012 (CUSIP No. 74112BAC9) (the "Notes"). The Tender Offer and the Consent Solicitation are described in the Offer to Purchase and Consent Solicitation Statement dated March 10, 2010 (the "Offer to Purchase"). The Offer will expire at 11:59 p.m., New York City time, on Tuesday, April 6, 2010, unless the Offer is extended (the "Expiration Date").

Holders who validly tender their Notes and provide their consents to the proposed amendments to the indenture, as supplemented, that governs the Notes prior to the consent payment deadline of 5:00 p.m., New York City time, on Tuesday, March 23, 2010, unless extended (the "Consent Payment Deadline"), shall receive the total consideration equal to \$1,005.00 per \$1,000 principal amount of the Notes, which includes a consent payment of \$30.00 per \$1,000 principal amount of the Notes, plus any accrued and unpaid interest on the Notes up to, but not including, the payment date for such Notes.

Holders who validly tender their Notes after the Consent Payment Deadline but on or prior to the Expiration Date shall receive the tender offer consideration equal to \$975.00 per \$1,000 principal amount of the Notes, plus any accrued and unpaid interest on the Notes up to, but not including, the payment date for such Notes. Holders of Notes tendered after the Consent Payment Deadline will not receive a consent payment.

Following receipt of the consent of the holders of at least a majority in aggregate principal amount of the outstanding Notes, Prestige Brands will execute a supplemental indenture effecting the proposed amendments to the indenture governing the Notes. Except in certain circumstances, Notes tendered and consents delivered may not be withdrawn upon the earlier of (i) 5:00 p.m., New York City time, on Tuesday, March 23, 2010, and (ii) execution of the supplemental indenture.

The Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase and the related letter of transmittal and consent. The Offer is subject to a number of conditions that are set forth in the Offer to Purchase, including, without limitation, (i) the receipt of the required consents to amend and supplement the indenture, as supplemented, governing the Notes in connection with the Consent Solicitation and the execution of a supplemental indenture effecting such amendments by the applicable parties, (ii) the receipt by Prestige Brands of net proceeds from a new debt financing on terms acceptable to Prestige Brands and the receipt by Prestige Brands of net proceeds from the issuance and sale of new senior notes, which will aggregate to an amount that is sufficient to pay the total consideration (including the consent payment) in respect of all notes (regardless of whether tendered) plus estimated fees and expenses

relating to the Offer, as more fully described in the Offer to Purchase, and (iii) certain other conditions.

Prestige Brands has engaged BofA Merrill Lynch as Dealer Manager and Solicitation Agent for the Offer. Persons with questions regarding the Offer should contact BofA Merrill Lynch at (888) 292-0070 (toll free) or (980) 388-9217 (collect). Requests for copies of the Offer to Purchase or other tender offer materials may be directed to D.F. King & Co., Inc., the Information Agent, at (800) 769-7666 (toll-free) or (212) 269-5550 (collect), or in writing at 48 Wall Street, 22nd Floor, New York, NY 10005.

This press release does not constitute an offer to purchase the Notes or a solicitation of consents to amend the related indenture. The Offer is made solely pursuant to the Offer to Purchase. The tender offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

About Prestige Brands Holdings, Inc.

The Company markets and distributes brand name over-the-counter healthcare, personal care and household products throughout the United States, Canada and certain international markets. Key brands include Compound W(R) wart treatments, Chloraseptic(R) sore throat relief and allergy treatment products, New Skin(R) liquid bandage, Clear Eyes(R) and Murine(R) eye care products, Little Remedies(R) pediatric over-the-counter healthcare products, The Doctor's(R) NightGuard(TM) dental protector, Cutex(R) nail polish remover, Comet(R) and Spic and Span(R) household cleaners, and other well-known brands.

Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of the federal securities laws and is 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," "outlook," "plans," "projection," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," "potential," "continue" (or the negative or other derivatives of each of these terms) or similar terminology. The "forward-looking statements" include, without limitation, statements regarding the purchase of the Notes and the execution of a supplemental indenture. These statements are based on management's estimates and assumptions with respect to future events, such as the Company's ability to obtain new debt financing on acceptable terms and the receipt by the Company of sufficient net proceeds from the issuance and sale of new senior notes, which estimates are believed to be reasonable, though are inherently uncertain and difficult to predict. Actual results could differ materially from those projected as a result of certain factors. A discussion of factors that could cause actual results to vary is included in the Offer to Purchase as well as in the Company's Annual Report on Form 10-K and other periodic reports filed with the Securities and Exchange Commission.

SOURCE: Prestige Brands Holdings, Inc.



News Release

Prestige Brands, Inc. Announces \$150 Million Senior Note Offering

IRVINGTON, N.Y., March 10, 2010 -- Prestige Brands Holdings, Inc. (NYSE: PBH) (the "Company") announced today that its wholly-owned subsidiary Prestige Brands, Inc. ("Prestige Brands") is making a private placement offering of \$150 million in aggregate principal amount of new senior notes due 2018 (the "Notes") in a private offering to qualified institutional buyers pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended.

The Company intends to use the proceeds of the Notes to refinance current long-term indebtedness, including \$126 million aggregate principal amount outstanding of Prestige Brands' 9 1/4% Senior Subordinated Notes due 2012, for which it is conducting a tender offer. The interest rate, and other terms of the Notes will be determined by negotiations between the Company and the initial purchasers. The Notes will be fully and unconditionally guaranteed by the Company and its domestic subsidiaries.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the Notes. Any offers of the Notes will be made only by means of a private offering memorandum. The Notes have not been registered under the Securities Act, or the securities laws of any other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

About the Company

Prestige Brands markets and distributes brand name over-the-counter healthcare, personal care and household products throughout the United States, Canada and certain international markets. Key brands include Compound W(R) wart treatments, Chloraseptic(R) sore throat relief and allergy treatment products, New Skin(R) liquid bandage, Clear Eyes(R) and Murine(R) eye care products, Little Remedies(R) pediatric over-the-counter healthcare products, The Doctor's(R) NightGuard(TM) dental protector, Cutex(R) nail polish remover, Comet(R) and Spic and Span(R) household cleaners, and other well-known brands.

Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of the federal securities laws and is 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," "outlook," "plans," "projection," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," "potential," "continue" (or the negative or other derivatives of each of these terms) or similar terminology. The "forward-looking statements" include, without limitation, statements regarding the Company's issuance and utilization of the proceeds of the new notes. These statements are based on management's estimates and assumptions with respect to future events, which include current capital market conditions as well as the Company's ability to obtain new debt financing on acceptable terms, which estimates are believed to be reasonable,

though are inherently uncertain and difficult to predict. Actual results could differ materially from those projected as a result of certain factors. A discussion of factors that could cause actual results to vary is included in the Company's Annual Report on Form 10-K and other periodic reports filed with the Securities and Exchange Commission.

SOURCE: Prestige Brands Holdings, Inc.