

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

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**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): February 11, 2010

**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.)

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 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))
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**Item 8.01. Other Events.**

Reference is made to the “Management’s Discussion and Analysis of Financial Condition and Results of Operation” in the Prestige Brands Holdings, Inc. (the “Registrant”) Quarterly Report on Form 10-Q for the quarter ended December 31, 2009 (filed with the Securities and Exchange Commission on February 9, 2010), which discussed the notification by the Registrant’s largest customer that it intended to discontinue the sale of The Doctor’s® NightGuard™ dental protector and The Doctor’s® BrushPicks® interdental cleaner due to that customer’s initiative to reduce the number of vendors in the Oral Care category. After requesting a formal review, on February 11, 2010, the Registrant received confirmation from the customer that it will discontinue the sale of those products during the Registrant’s fiscal quarter ending June 30, 2010.

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**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: February 11, 2010

PRESTIGE BRANDS HOLDINGS, INC.

By: /s/ Peter J. Anderson

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Name: Peter J. Anderson

Title: Chief Financial Officer