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 2, 2011

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.)

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))

Item 2.02 Results of Operations and Financial Condition.

On August 4, 2011, Prestige Brands Holdings, Inc. (the "Company") announced financial results for the fiscal quarter ended June 30, 2011. A copy of the press release announcing the Company's earnings results for the fiscal quarter ended June 30, 2011 is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of the Company was held on August 2, 2011. The matters voted upon at the annual meeting and the results of the voting on each matter are set forth below:

1. Election of Directors.

DIRECTOR NOMINEE	FOR	WITHHELD	NON VOTES
Matthew M. Mannelly	46,237,262	634,942	1,680,930
John E. Byom	45,883,864	988,340	1,680,930
Gary E. Costley	45,507,628	1,364,576	1,680,930
Charles J. Hinkaty	45,778,204	1,094,000	1,680,930
Patrick M. Lonergan	45,883,042	989,162	1,680,930

2. Proposal to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending March 31, 2012.

FOR	48,432,556
AGAINST	99,366
ABSTAIN	21,212

3. Say on Pay.

Non-binding resolution to approve the compensation of the Company's named executive officers as disclosed in the Company's Proxy Statement dated June 30, 2011:

FOR	44,865,604
AGAINST	1,855,664
ABSTAIN	150,936
NON-VOTES	1,680,930

4. Say When on Pay.

Non-binding proposal as to the frequency with which stockholders will vote on a non-binding resolution to approve the compensation of the Company's named executive officers in future years.

1 YEAR	41,323,931
2 YEARS	986,919
3 YEARS	4,417,792
ABSTAIN	143,562
NON-VOTES	1,680,930

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 4, 2011, representatives of the Company began making presentations to investors regarding the Company's financial results for the quarter ended June 30, 2011 using slides containing the information attached to this Current Report on Form 8-K as Exhibit 99.2 (the “Investor Presentation”). 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 2011.

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.

In accordance with General Instruction B.2 of this Current Report on Form 8-K, 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 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.

(a) 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 4, 2011	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 4, 2011 announcing the Company's financial results for the fiscal quarter ended June 30, 2011 (furnished only).
99.2	Investor Relations Slideshow in use beginning August 4, 2011 (furnished only).

Exhibit 99.1

Prestige Brands Holdings, Inc. Reports Fiscal 2012 First Quarter Sales Increase of 33.8%; Reported EPS of $0.29 vs. $0.19 & Strong Organic Growth by OTC Brands

Irvington, NY, August 4, 2011-Prestige Brands Holdings, Inc. (NYSE-PBH) today announced results for the first fiscal quarter ended June 30, 2011, including revenues of $95.3 million, an increase of 33.8% over the prior year comparable period's results of $71.2 million. This growth is driven by the Company's core over-the-counter (OTC) brands as well as the fiscal 2011 acquisitions of Blacksmith Brands and Dramamine®.

Reported net income for the first fiscal quarter was $14.8 million, or $0.29 per diluted share, 53.7% higher than the prior year comparable period's net income of $9.6 million, or $0.19 per diluted share. The current year period includes a one-time net gain associated with a legal settlement and other one-time costs totaling approximately $2.9 million, or $0.06 per diluted share. The prior year period included income from discontinued operations and costs associated with the extinguishment of debt totaling approximately $0.2 million, or less than $0.01 per diluted share. Excluding these one-time amounts in each of the respective periods, earnings per diluted share would have been $0.23 for the first fiscal quarter of the current year compared to $0.19 in the prior year's first quarter, an increase of 21.1%.

Operating income for the first fiscal quarter was $27.2 million, 31.8% higher than the prior year comparable period's results of $20.7 million. The increase includes the impact in the current year period of the acquisitions completed in fiscal 2011.

Income from continuing operations for the first fiscal quarter was $14.8 million, 60.4% higher than the prior year comparable period's results of $9.2 million. The increase includes the impact of the acquisitions completed in fiscal 2011, and the one-time net gain mentioned above totaling approximately $2.9 million in the current fiscal year period. The prior fiscal year period included the impact of costs associated with the extinguishment of debt totaling approximately $0.2 million. Excluding the impact of these one-time amounts from each of the respective periods, income from continuing operations would have increased by approximately $2.5 million or 26.2%.

Diluted earnings per share from continuing operations was $0.29 for the first fiscal quarter, which included the one-time net gain mentioned above totaling approximately $2.9 million, or

$0.06 per diluted share, compared to the $0.19 for the prior year first fiscal quarter, which included a loss on extinguishment of debt of $0.2 million, or less than $0.01 per diluted share.

Results by Segment

Revenues for the OTC Healthcare segment were $71.2 million, or 59.2% higher than the prior year first quarter results of $44.7 million. The revenue increase in the OTC Healthcare segment was driven by strong sales of PediaCare®, Luden's®, Little Remedies®, The Doctor's® and Compound W®. In the first fiscal quarter, the five legacy core OTC brands increased 10.7%, while the OTC Healthcare segment in total increased 4.5%, compared to the same period in the prior year. This excludes the impact of the acquisitions completed in fiscal 2011, and represents the fourth consecutive quarter of organic revenue increases for the Company's five legacy core OTC brands.

Revenues for the Household Cleaning segment were $24.1 million for the first fiscal quarter, 9.1% lower than the prior year comparable period revenues of $26.5 million. The overall retail market for household cleaning products continues to decline slightly across many categories. This decline has created a highly competitive and price sensitive retail environment.

Commentary

“Our solid performance this quarter reflects our continued focus on key strategic initiatives which position Prestige for long-term growth,” said Matthew M. Mannelly, President and CEO. “Our fiscal 2011 acquisitions of Blacksmith Brands and Dramamine are now fully integrated into the OTC segment of our business, and we are investing in, and executing against, building the equity of these important brands. Our strategy of increasing our advertising and promotion investment against core OTC brands continues to yield results. Our core OTC brands clearly benefit from this as we recorded our fourth consecutive quarter of revenue increases and share gains, outpacing category growth in many of our OTC businesses.”

“While most of our revenues are derived from the U.S., sales of our international business, which includes Canada, grew 23.4% in the first fiscal quarter,” Mr. Mannelly said. “The sales increase was largely a result of our strategy of increased marketing and advertising investment, product innovation, and distribution gains for Compound W, Chloraseptic, and Sleep-Eze.”

“We are pleased with the progress we are making and encouraged by consumer and retailer reaction to the innovation and increased marketing support we are bringing to our brands. We are confident in our strategies and the results they have delivered. Given the economic climate and challenging retail environment, we remain cautiously optimistic in our outlook for the remainder of the year. In addition, the cough/cold products category faces strong comparisons versus the prior year's high incident cough/cold level, and children's cold products will face increased competition at some point in the foreseeable future," he said.

Free Cash Flow and Debt Reduction

Free cash flow is a "non-GAAP financial measure" and is presented here because management believes it is a commonly used measure of liquidity, indicative of cash available for debt repayment and acquisitions. Non-GAAP Free Cash Flow is defined and reconciled to GAAP Net Cash Provided by Operating Activities in the section entitled, "About Non-GAAP Financial Measures" below. The Company's free cash flow for the first fiscal quarter ended June 30, 2011 was $15.4 million, a decrease of $5.2 million over the prior year comparable period's free cash flow of $20.6 million. The decrease in free cash flow is primarily due to higher interest payments in connection with increased acquisition financing incurred in fiscal 2011 and higher incentive compensation payments in the current year period due to increased company performance in fiscal 2011.

Total indebtedness at June 30, 2011 was $469.0 million, reflecting recent debt repayments of $23.0 million. Cash on the balance sheet totaled $6.0 million at June 30, 2011.

Conference Call and Accompanying Slide Presentation

The Company will host a conference call to review its first quarter results on August 4, 2011 at 8:30 am EDT. The toll-free dial-in numbers are 866-713-8307 within North America and 617-597-5307 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 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 20090042.

About Prestige Brands Holdings, Inc.

The Company markets and distributes brand name over-the-counter and household cleaning products throughout the U.S., Canada, and 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 and Dramamine® motion sickness treatment.

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," "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 our intentions regarding development of the brands that we acquired during fiscal year 2011 and our outlook and plans for the markets in which we compete, including the severity of the cough/cold season. 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. A discussion of factors that could cause 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.

Contact: Dean Siegal

914-524-6819

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

	Three Months Ended June 30,	
(In thousands, except per share data)	**2011**	**2010**
Revenues		
Net sales	$ 94,307	$ 70,522
Other revenues	988	714
Total revenues	95,295	71,236
Cost of Sales		
Cost of sales (exclusive of depreciation shown below)	45,427	33,265
Gross profit	49,868	37,971
Operating Expenses		
Advertising and promotion	10,233	7,486
General and administrative	9,850	7,414
Depreciation and amortization	2,550	2,410
Total operating expenses	22,633	17,310
Operating income	27,235	20,661
Other expense		
Interest income	(2)	—
Interest expense	8,580	5,461
Gain on settlement	(5,063)	—
Loss on extinguishment of debt	—	300
Total other expense	3,515	5,761
Income from continuing operations before income taxes	23,720	14,900
Provision for income taxes	8,952	5,691
Income from continuing operations	14,768	9,209
Discontinued Operations		
Income from discontinued operations, net of income tax	—	397
Net income	$ 14,768	$ 9,606
Basic earnings per share:		
Income from continuing operations	$ 0.29	$ 0.18
Income from discontinued operations	—	0.01
Net income	$ 0.29	$ 0.19
Diluted earnings per share:		
Income from continuing operations	$ 0.29	$ 0.18
Income from discontinued operations	—	0.01
Net income	$ 0.29	$ 0.19
Weighted average shares outstanding:		
Basic	50,183	50,038
Diluted	50,646	50,105

Prestige Brands Holdings, Inc.

Consolidated Balance Sheets

(Unaudited)

(In thousands) **Assets**	**June 30, 2011**	**March 31, 2011**
Current assets		
Cash and cash equivalents	$ 5,991	$ 13,334
Accounts receivable, net	43,805	44,393
Inventories, net	43,721	39,751
Deferred income tax assets	5,064	5,292
Prepaid expenses and other current assets	3,456	4,812
Total current assets	102,037	107,582
Property and equipment, net	1,343	1,444
Goodwill	154,896	154,896
Intangible assets, net	783,988	786,361
Other long-term assets	6,352	6,635
Total Assets	$ 1,048,616	$ 1,056,918
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 24,168	$ 21,615
Accrued interest payable	5,156	10,313
Other accrued liabilities	20,484	22,280
Current deferred income taxes liabilities	—	—
Total current liabilities	49,808	54,208
Long-term debt		
Principal amount	469,000	492,000
Less unamortized discount	(4,826)	(5,055)
Long-term debt, net of unamortized discount	464,174	486,945
Deferred income tax liabilities	156,891	153,933
Total Liabilities	670,873	695,086
Stockholders' Equity		
Preferred stock - $0.01 par value		
Authorized - 5,000 shares		
Issued and outstanding - None	—	—
Common stock - $0.01 par value		
Authorized - 250,000 shares		
Issued - 50,405 shares at June 30, 2011 and 50,276 shares at March 31, 2011	504	503
Additional paid-in capital	389,355	387,932
Treasury stock, at cost - 181 shares at June 30, 2011 and 160 shares at March 31, 2011	(687)	(416)
Accumulated other comprehensive loss, net of tax	(10)	—
Accumulated deficit	(11,419)	(26,187)
Total Stockholders' Equity	377,743	361,832
Total Liabilities and Stockholders' Equity	$ 1,048,616	$ 1,056,918

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

	Three Months Ended June 30,	
(In thousands)	**2011**	**2010**
Operating Activities		
Net income	$ 14,768	$ 9,606
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,550	2,547
Deferred income taxes	3,186	2,038
Amortization of deferred financing costs	283	255
Stock-based compensation costs	861	857
Loss on extinguishment of debt	—	300
Amortization of debt discount	229	142
Loss on disposal of equipment	—	125
Changes in operating assets and liabilities		
Accounts receivable	585	2,078
Inventories	(3,966)	1,086
Prepaid expenses and other current assets	1,356	2,029
Accounts payable	2,562	(659)
Accrued liabilities	(6,971)	309
Net cash provided by operating activities	15,443	20,713
Investing Activities		
Purchases of equipment	(76)	(130)
Net cash used in investing activities	(76)	(130)
Financing Activities		
Payment of deferred financing costs	—	(112)
Repayment of long-term debt	(23,000)	(28,462)
Proceeds from exercise of stock options	563	—
Shares surrendered as payment of tax withholding	(271)	—
Net cash used in financing activities	(22,708)	(28,574)
Effects of exchange rate changes on cash and cash equivalents	(2)	—
Decrease in cash and cash equivalents	(7,343)	(7,991)
Cash and cash equivalents - beginning of period	13,334	41,097
Cash and cash equivalents - end of period	$ 5,991	$ 33,106
Interest paid	$ 13,201	$ 3,182
Income taxes paid	$ 209	$ 342

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

	Three Months Ended June 30, 2011		
(In thousands)	OTC Healthcare	Household Cleaning	Consolidated
Net sales	$ 71,003	$ 23,304	$ 94,307
Other revenues	199	789	988
Total revenues	71,202	24,093	95,295
Cost of sales	28,784	16,643	45,427
Gross profit	42,418	7,450	49,868
Advertising and promotion	8,421	1,812	10,233
Contribution margin	$ 33,997	$ 5,638	39,635
Other operating expenses			12,400
Operating income			27,235
Other expense			3,515
Provision for income taxes			8,952
Income from continuing operations			14,768
Income from discontinued operations, net of income tax			—
Net income			$ 14,768

	Three Months Ended June 30, 2010		
(In thousands)	OTC Healthcare	Household Cleaning	Consolidated
Net sales	$ 44,708	$ 25,814	$ 70,522
Other revenues	13	701	714
Total revenues	44,721	26,515	71,236
Cost of sales	15,852	17,413	33,265
Gross profit	28,869	9,102	37,971
Advertising and promotion	5,163	2,323	7,486
Contribution margin	$ 23,706	$ 6,779	30,485
Other operating expenses			9,824
Operating income			20,661
Other expense			5,761
Provision for income taxes			5,691
Income from continuing operations			9,209
Income from discontinued operations, net of income tax			397
Net income			$ 9,606

About Non-GAAP Financial Measures

We define EBITDA as earnings before interest expense (income), income taxes, depreciation and amortization and Non-GAAP Adjusted EBITDA as earnings before interest expense (income), income taxes, depreciation and amortization, gain on settlement and certain other one-time legal and professional fees. We define Non-GAAP Adjusted Net Income as Net Income before gain on settlement, certain other one-time legal and professional fees, income from discontinued operations, loss on extinguishment of debt, the applicable tax impacts associated with these items and the tax impacts of state tax rate adjustments and other non-deductible items. We define Non-GAAP Free Cash Flow as net cash provided by operating activities less cash paid for capital expenditures. EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Net Income and Non-GAAP Free Cash Flow may not be comparable to similarly titled measures reported by other companies.

We are presenting Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Net Income and Non-GAAP Free Cash Flow because they provide an additional way 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. Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Net Income and Non-GAAP Free Cash Flow are 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 our ability to service or incur indebtedness; and (iii) we use Adjusted EBITDA and Adjusted Net Income 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 EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Net Income and Non-GAAP Free Cash Flow has limitations and you should not consider these measures in isolation from or as an alternative to GAAP measures such as operating income, income from continuing operations, 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 Adjusted EBITDA, Non-GAAP Adjusted Net Income and Non-GAAP Free Cash Flow, non-GAAP financial measures, to GAAP net income and GAAP net cash provided by operating activities, respectively, our most directly comparable financial measure presented in accordance with GAAP.

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

	Three Months Ended June 30, 2011	2010
(In thousands)		
GAAP Net Income	$ 14,768	$ 9,606
Income from discontinued operations	—	(397)
Interest Expense, net	8,578	5,461
Income tax provision	8,952	5,691
Depreciation and amortization	2,550	2,410
EBITDA:	34,848	22,771
One-time adjustments:		
Gain on settlement	(5,063)	—
Legal and professional fees	775	—
Loss on extinguishment of debt	—	300
One-time gain and other one-time costs	(4,288)	300
Non-GAAP Adjusted EBITDA	$ 30,560	$ 23,071

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

	Three Months Ended June 30, 2011	2011 Diluted EPS	2010	2010 Diluted EPS
(In thousands)				
GAAP Net Income	$ 14,768	$ 0.29	$ 9,606	$ 0.19
One-time adjustments:				
Income from discontinued operations	—	—	(397)	(0.01)
Gain on settlement	(5,063)	(0.10)	—	—
Legal and professional fees	775	0.02	—	—
Loss on extinguishment of debt		—	300	0.01
Tax impact of one-time adjustments	1,617	0.03	(115)	—
Tax impact of state rate adjustments and other non-deductible items	(237)	(0.01)	—	—
Total one-time net gain and other one-time costs	(2,908)	(0.06)	(212)	—
Non-GAAP Adjusted Net Income	$ 11,860	$ 0.23	$ 9,394	$ 0.19

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

	Three Months Ended June 30, 2011	2010
(In thousands)		
GAAP Net cash provided by operating activities	$ 15,443	$ 20,713
Additionns to property and equipment for cash	(76)	(130)
Non-GAAP Free Cash Flow	$ 15,367	$ 20,583

Exhibit 99.2

PrestigeBrands

Review of First Quarter F'12 Results

Matt Mannelly, CEO
Ron Lombardi, CFO

August 4, 2011

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, market position, product introductions and innovations, 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 commercialize new and enhanced products, the effectiveness of the Company’s advertising and promotions investments, continuing decline in the household cleaning products market, 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, 2011. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date 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.

PrestigeBrands

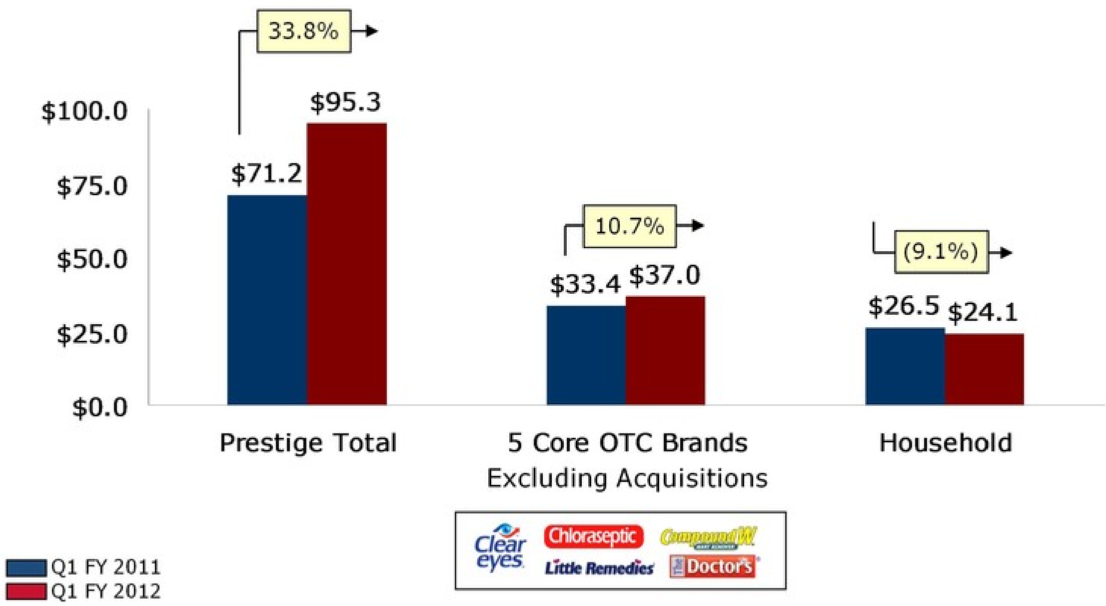
First Quarter Highlights

- Solid financial performance for the quarter:
  - Q1 Sales of $95.3 million, up 33.8%.
  - Revenue growth of 10.7% for five Core OTC brands; Acquired brands gaining share.
  - Fourth consecutive quarter of organic revenue increases for Core OTC brands.
  - Reported EPS of $0.29 vs $0.19, up 53.7%; up 21.1% excluding one-time gain.
  - Cash Flow from Operations of $15.4 million.
- Strategic focus on brand-building for core OTC products: higher levels of A&P spending and innovation driving gains.
- A&P Investment oriented toward sustained long-term organic growth and value creation.
- Acquisitions are fully integrated; we continue to invest in their future with new advertising campaigns and product innovation.

PrestigeBrands

Solid OTC Sales Growth

(Dollars in Millions)

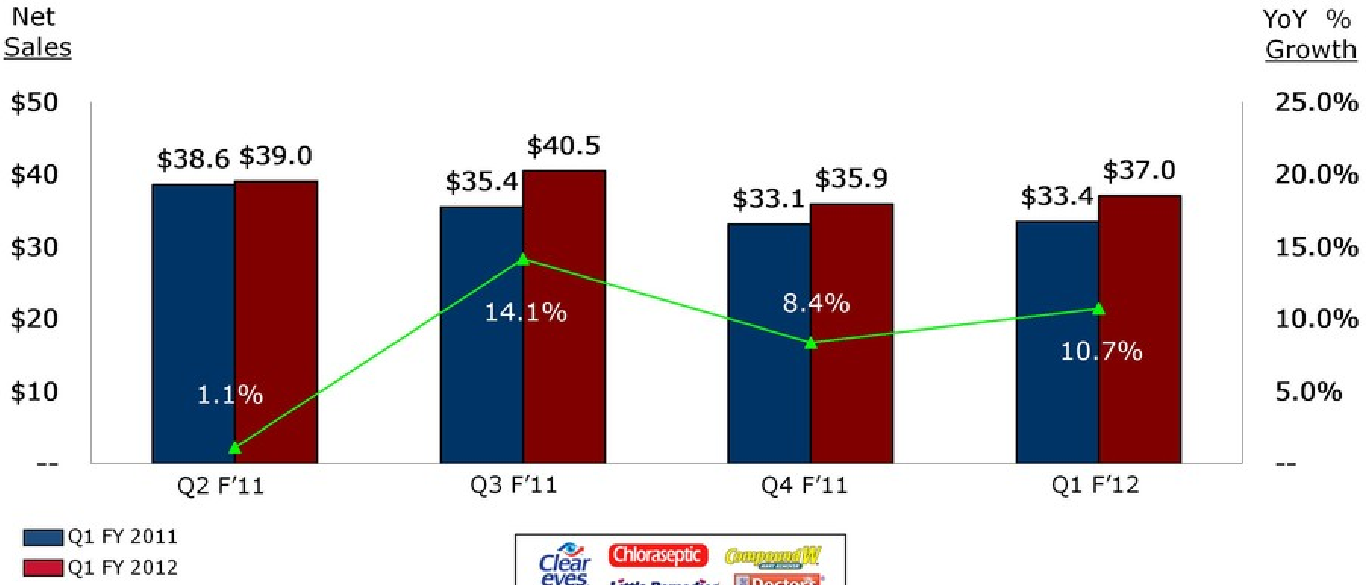


PrestigeBrands

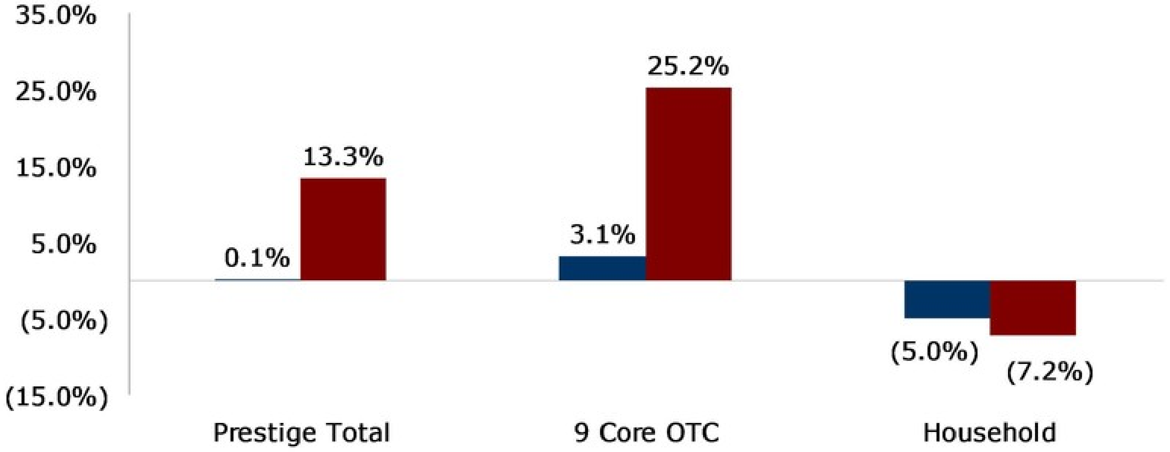
Delivering Consistent Organic Growth

(Dollars in Millions)

Four Straight Quarters of Organic Core OTC Growth Excluding Acquisitions



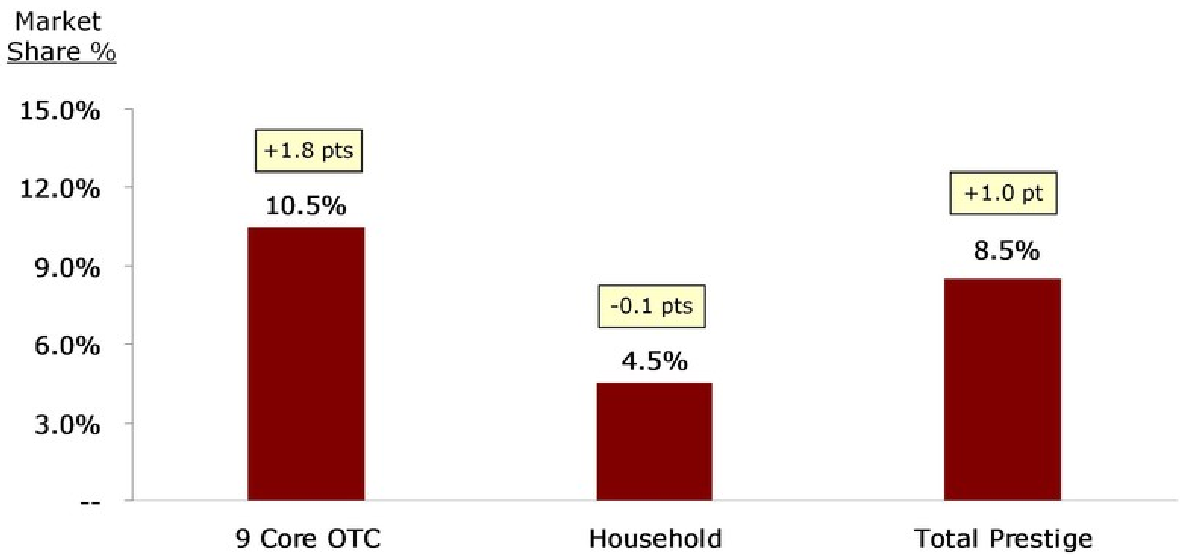
Consumption at Retail Driven by Effective A&P Investment



Notes:
Consumption is based on IRI (FDM)for period ending June 12, 2011.

PrestigeBrands

Resulting in Solid Market Share Gains Across the Portfolio of Brands

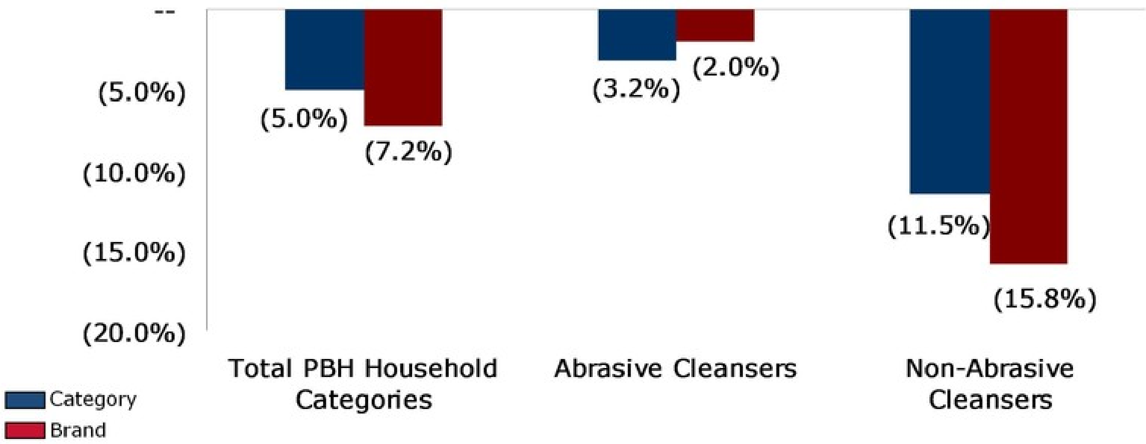


Notes:
Market share is based on IRI (FDM) for quarter ending June 12, 2011. IRI accounts for approximately 55% of US revenue.

PrestigeBrands

Household: Stabilization is the Goal

The overall market for household cleaning products continues to decline slightly across all household categories (2.7%).



<u>Four Efforts to Stabilize Comet®</u>

1) STRENGTHEN: Consumer Value; New Comet® Twin Pack & Line Extensions.
2) EXPAND: Distribution channels.
3) DEEPEN: Dollar Store Penetration.
4) LEVERAGE: Hispanic Markets; Comet® Lavender Powder now in 1,500 Wal-Marts.

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Brand Building for the Long-Term

- Increased A&P Investment.
- Innovation in Product, Packaging & Delivery.
- New Products & Line Extensions.

PediaCare: Investing for the Future

"We Care For Kids"

- PediaCare is among the first brands on store shelves to feature the new, safer dosage measures, the new industry standard.
- New packaging initiative for stronger on-shelf presence.
- Continued distribution gains for key products including Allergy, Gas.

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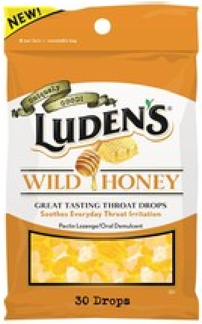
Luden's: 130 Years Young & Going Strong



- Impressive distribution gains for *Wild Cherry Sugar Free* and *Wild Honey* helped brand increase market share in Q1.
- Investing in brand equity with print and online advertising, social media presence, digital marketing, and PR efforts.
- Launching innovative new products such as Luden's® Vitamin C Drops, made with real orange juice.

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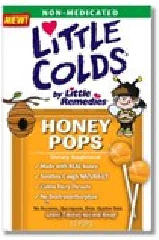
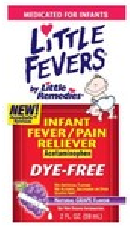
Little Remedies: Marketing Today for Tomorrow's Growth

"Everything You Need, Nothing You Don't"





- Professional Outreach Program: Advertising in professional trade magazines and professional websites, as well as doctor's in-office education. Appearances at professional meetings / conferences.
- Consumer Advertising in print and online with increased budget.
- Consumer PR effort featuring Dr. Jim Sears of TV's "The Doctors".
- Trade Cooperative Effort with major retailer for parent education.
- Innovative New Products extend the line.

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Financial Overview: Solid Financial Performance

- Strong A&P investment behind core OTC brands and Blacksmith Brands acquisition driving revenue growth trends.
- Net Income and EPS growth over the period last year.
- Excluding timing issues related to last year's refinancing, Cash Flow from Operations performed inline with last year.
- Solid Q1 performance includes investments for growth.

(Dollars in Millions, Except Per Share Data)

PrestigeBrands

Consolidated Financial Summary

(Dollars in Millions, Except Per Share Data)

	Q1 '12	Q1 '11	% Change
Net Revenue	**$95.3**	**$71.2**	**33.8%**
Gross Profit	49.9	38.0	31.3%
% Margin	*52.3%*	*53.3%*	
A&P	10.2	7.5	36.7%
% of Net Revenue	*10.7%*	*10.5%*	
G&A	9.1	7.4	22.1%
% of Net Revenue	*9.5%*	*10.4%*	
Adjusted EBITDA	**30.6**	**23.1**	**32.6%**
% Margin	***32.1%***	***32.4%***	
Adjusted Net Income	**$11.9**	**$9.4**	**27.0%**
Adjusted EPS	**$0.23**	**$0.19**	**21.1%**
EPS - As Reported	$0.29	$0.19	53.7%

- Net Revenue grew by $24.1 million or 33.8% over year ago.
  - 10.7% growth in legacy core OTC.
  - Acquisitions added $24.4 million.
  - Excluding acquisitions, revenue was inline with last year as OTC gains were offset by lower HH revenue.
- As expected, gross margin was 1.0 pt lower than last year largely due to the impact of the acquired Blacksmith Brands
- A&P investment continues to drive growth. Acquisitions added $2.0 million.
- G&A increase of $1.7 million due to the impact of acquisitions, headcount additions to support growth and the timing of incentive compensation accruals.
- Adjusted Net Income increased by 27.0% after one-time items.

Notes:
Excludes adjustments detailed on page 15.

PrestigeBrands

Net Income and EPS Reconciliation

(Dollars in Millions, Except Per Share Data)

	Q1 FY 2012	
	Net Income	EPS
Q1 FY 2012 Adjusted for One-Time Items	**$11.9**	**$0.23**
One-Time Adjustments:		
Lawsuit Settlement net of Professional Fees	4.3	0.09
Tax Impact of One-Time Adjustments	(1.6)	(0.03)
Tax Rate Adjustment	0.2	0.00
Total One-Time Adjustments	2.9	0.06
Q1 FY 2012 As Reported	**$14.8**	**$0.29**

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Q1 Segment Financial Summary

(Dollars in Millions)

	OTC	Household	Total
Net Revenue:			
Q1 '12	$71.2	$24.1	$95.3
Q1 '11	44.7	26.5	71.2
% Change	*59.2%*	*(9.1%)*	*33.8%*
Gross Profit:			
Q1 '12	42.4	7.5	49.9
% Margin	*59.6%*	*30.9%*	*52.3%*
Q1 '11	28.9	9.1	38.0
% Margin	*64.6%*	*34.3%*	*53.3%*
A&P:			
Q1 '12	8.4	1.8	10.2
Q1 '11	5.2	2.3	7.5
% Change	*63.1%*	*(22.0%)*	*36.7%*
Contribution:			
Q1 '12	34.0	5.6	39.6
Q1 '11	23.7	6.8	30.5
% Change	*43.4%*	*(16.8%)*	*30.0%*

- OTC segment revenue grew 59.2% with legacy core OTC up 10.7% in Q1 behind dedicated A&P support. Acquisitions added $24.4 million or 54.6%.
- Household revenue declined 9.1% due to continued strong competitive pricing and a challenging retail environment.
- OTC Gross Margin declined due to the expected impact of the Blacksmith Brands acquisition. HH Gross Margin declined due to the lower revenue volume and higher promotional activity.
- A&P increased due to acquisitions and higher investment behind the Core OTC brands during the quarter. HH A&P was lower than the prior year due to differences in timing.

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Prestige Strength: Cash Flow from Operations

(Dollars in Millions)

	Q1 '12	Q1 '11
Net Income	$14.8	$9.6
Depreciation & Amortization	2.6	2.4
Other Non-Cash Operating Items	4.6	3.9
Working Capital	(6.4)	4.8
Cash Flow from Operations	**$15.4**	**$20.7**

- Q1 cash flow is lower than last year due to the change in timing of payment on our Senior Secured Notes reducing cash flow by $5.2 million. Excluding this payment, cash flow was inline with last year.

Debt Profile & Covenant Compliance:

- Total Indebtedness at 6/30/11, $469 million, reflects a Q1 pay down of $23.0 million
- The company is compliant with all covenant requirements.

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Well Positioned For FY 2012

- Brand building investments continued to lead to solid financial performance in Q1.
- A&P investments will increase during upcoming cough/cold season.
- Acquisition integration has been seamless.
- Work to do on Household stabilization.
- Cautiously optimistic for FY12 given economy, retail and consumer confidence.

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Clear Roadmap for Value Creation

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