

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

FORM 8-K/A

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 30, 2012**

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))
-

EXPLANATORY NOTE

This Current Report on Form 8-K/A is being filed as an amendment to the Current Report on Form 8-K filed by Prestige Brands Holdings, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on April 2, 2012 (the “Original Form 8-K”) announcing the completion of its previously announced acquisition of the Debrox[®] and Gly-Oxide[®] over-the-counter (OTC) pharmaceutical brands sold in North America, including certain related contracts, trademarks and inventory (the “Two Brands”), from GlaxoSmithKline plc and certain of its affiliates (collectively, “GSK”). On February 2, 2012, the Company filed a Current Report on Form 8-K (the “15 Brands Form 8-K”) with the Commission announcing, among other things, the completion of its previously announced acquisition of 15 OTC pharmaceutical brands sold in North America, including certain related contracts, trademarks and inventory (the “15 Brands” and together with the Two Brands, the “GSK Brands”), from GSK on January 31, 2012. This Current Report on Form 8-K/A amends Item 9.01 of the Original Form 8-K to present certain audited financial statements of the GSK Brands and to present certain unaudited pro forma financial information in connection with the Company’s business combination with the GSK Brands. All of the other Items in the Original Form 8-K remain the same and are hereby incorporated herein by reference into this Current Report on Form 8-K/A.

Item 9.01 Financial Statements and Exhibits.

(a) *Financial Statements of Business Acquired.*

The audited financial statements listed below for the GSK Brands were included in the Company’s Current Report on Form 8-K/A which was an amendment to the 15 Brands Form 8-K and was filed with the Commission on April 16, 2012 (the “15 Brands Form 8-K/A”) and are incorporated herein by reference.

Report of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP
Audited Combined Statements of Revenue and Direct Operating Expenses for the years ended December 31, 2011, 2010 and 2009
Audited Combined Statements of Net Assets to be Sold as of December 31, 2011, 2010 and 2009
Notes to Combined Financial Statements for the years ended December 31, 2011, 2010 and 2009

(b) *Pro Forma Financial Information.*

The unaudited pro forma combined financial statements listed below of the Company giving effect to the acquisition of the GSK Brands were included in the 15 Brands Form 8-K/A and are incorporated herein by reference.

Unaudited Pro Forma Combined Balance Sheet as of December 31, 2011
Unaudited Pro Forma Combined Statement of Operations for the twelve months ended March 31, 2011
Unaudited Pro Forma Combined Statement of Operations for the nine months ended December 31, 2011
Notes to Pro Forma Combined Financial Statements

(d) *Exhibits.*

See Exhibit Index immediately following the signature page to this Current Report on Form 8-K/A.

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.

Date: April 16, 2012

By: /s/ Ronald M. Lombardi

Ronald M. Lombardi

Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
23.1	Consent of PricewaterhouseCoopers LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-123487) of Prestige Brands Holdings, Inc. of our report dated 9 March 2012 relating to the financial statements of The North American Divested Brands of GlaxoSmithKline Plc, which appears in this Current Report on Form 8-K of Prestige Brands Holdings, Inc.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
London
16 April 2012

*PricewaterhouseCoopers LLP, 1 Embankment Place, London WC2N 6RH
T: +44 (0) 20 7583 5000, F: +44 (0) 20 7212 4652, www.pwc.co.uk*

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Services Authority for designated investment business.
