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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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Current Report

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 3, 2013

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**PRESTIGE BRANDS HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation)

**001-32433**  
(Commission  
File Number)

**20-1297589**  
(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)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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 (see General Instruction A.2. below):

- 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 7.01 Regulation FD Disclosure.**

On December 3, 2013, Prestige Brands Holdings, Inc. (the “Company”) issued a press release announcing that its wholly owned subsidiary, Prestige Brands, Inc. (“Prestige Brands”), intends to offer, subject to market and other customary conditions, up to \$400.0 million in aggregate principal amount of senior notes due 2021 (the “notes”) in a private offering. The notes will be senior unsecured obligations of Prestige Brands and will be guaranteed by the Company and certain of its subsidiaries.

The Company intends to use the net proceeds from the sale of the notes to repurchase any and all of Prestige Brands’ outstanding 8.25% Senior Notes due 2018 (the “2018 Notes”), to repay loans outstanding under its existing senior secured credit facility, to pay related fees and expenses and for general corporate purposes.

Consummation of the tender offer and related consent solicitation is contingent upon, among other things, Prestige Brands obtaining the proceeds from the proposed notes offering on terms satisfactory to Prestige Brands. The tender offer and consent solicitation will be made subject to the terms and conditions set forth in the Offer to Purchase and Consent Solicitation Statement and a related Letter of Instructions, which more fully sets forth the terms and conditions of the tender offer and consent solicitation. In conjunction with the tender offer, Prestige Brands is also soliciting consents to the adoption of certain proposed amendments to the indenture governing the 2018 Notes to, among other things, eliminate substantially all of the restrictive covenants, certain events of default and other related provisions contained in the indenture governing the 2018 Notes. In addition, the proposed amendments will have the effect of automatically releasing the liens on the collateral that secures Prestige Brands’ obligation that the 2018 Notes be secured on an equal and ratable basis with the obligations under Prestige Brands’ existing credit agreement.

The notes and the related guarantees are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The notes and related guarantees 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 absent registration or an applicable exemption from the registration requirements. This report shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the notes and related guarantees in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The press release relating to the notes offering is attached as exhibit 99.1 and is incorporated herein by reference.

Also on December 3, 2013, the Company issued a press release announcing that Prestige Brands intends to commence a cash tender offer and consent solicitation with respect to the outstanding 2018 Notes. The press release relating to the tender offer and consent solicitation is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

See the Exhibit Index set forth below for a list of exhibits included with this Current Report on Form 8-K.

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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.

**PRESTIGE BRANDS HOLDINGS, INC.**

Dated: December 3, 2013

**By:** /s/ Ronald M. Lombardi

Name: Ronald M. Lombardi

Title: Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

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99.1	Press release announcing launch of senior unsecured notes offering dated December 3, 2013.
99.2	Press release announcing launch of tender offer and consent solicitation dated December 3, 2013.

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**Prestige Brands Holdings, Inc. Announces Offering of \$400 Million Senior Notes**

Tarrytown, NY, December 3, 2013— Prestige Brands Holdings, Inc. (NYSE: PBH) (the “Company”) announced today that its wholly-owned subsidiary, Prestige Brands, Inc. (“Prestige Brands”), intends to offer, subject to market and other conditions, up to \$400 million in aggregate principal amount of new senior notes due 2021 (the “Notes”) in a private offering. The Notes will be senior unsecured obligations of Prestige Brands and will be guaranteed by the Company and certain of its domestic subsidiaries.

The Company intends to use the net proceeds from the proposed offering to repurchase any and all of its outstanding 8.25% Senior Notes due 2018 (the “2018 Notes”), to repay loans outstanding under its existing senior secured credit facility, to pay related fees and expenses and for general corporate purposes.

The Notes and related guarantees are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. This press release does not constitute an offer to sell or the solicitation of an offer to buy the Notes and related guarantees. Any offers of the Notes and related guarantees will be made only by means of a private offering memorandum. The Notes and related guarantees 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 Prestige Brands Holdings, Inc.**

The Company markets and distributes brand name over-the-counter and household 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, Debrox® ear wax remover, Beano® digestive aid, Gaviscon® antacid in Canada, and BC® and Goody’s® headache powders.

**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. 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

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**Prestige Brands Holdings, Inc. Announces Commencement of Tender Offer and Consent Solicitation of 8.25% Senior Notes due 2018**

Tarrytown, NY, December 3, 2013— Prestige Brands Holdings, Inc. (NYSE: PBH) (the “Company”) announced today that its wholly-owned subsidiary, Prestige Brands, Inc. (“Prestige Brands”), intends to commence a cash tender offer and consent solicitation with respect to any and all of its outstanding \$250.0 million aggregate principal amount of 8.25% Senior Notes due 2018 (the “2018 Notes”) on the terms and subject to the conditions set forth in Prestige Brands’ Offer to Purchase and Consent Solicitation Statement, dated December 3, 2013 (the “Offer to Purchase”) and related Letter of Instructions. The tender offer and consent solicitation will expire at Midnight, New York City time, on December 31, 2013, unless extended or earlier terminated by Prestige Brands (the “Expiration Time”).

Holders who validly tender (and do not validly withdraw) their 2018 Notes on or prior to 5:00 p.m., New York City time, on December 16, 2013, (the “Consent Payment Deadline”), and whose 2018 Notes are accepted for payment, will receive the total consideration equal to \$1,063.30 per \$1,000 principal amount of 2018 Notes (the “Total Consideration”), plus any accrued and unpaid interest on the 2018 Notes up to, but not including, the first settlement date. The Total Consideration includes a consent payment of \$30.00 per \$1,000 principal amount of 2018 Notes.

Holders who validly tender (and do not validly withdraw) their 2018 Notes after the Consent Payment Deadline but on or prior to the Expiration Time, and whose 2018 Notes are accepted for payment, will receive the tender consideration equal to \$1,033.30 per \$1,000 principal amount of 2018 Notes (the “Tender Consideration”), plus accrued and unpaid interest up to, but not including, the final settlement date. Holders of 2018 Notes tendered after the Consent Payment Deadline will not receive the consent payment.

Holders who tender 2018 Notes on or prior to the Consent Payment Deadline may withdraw such 2018 Notes at any time on or prior to the Consent Payment Deadline or in limited circumstances where withdrawal rights are required by law.

In connection with the tender offer, Prestige Brands is also soliciting consents from the holders of the 2018 Notes to certain proposed amendments that would eliminate substantially all of the restrictive covenants, certain events of default and related provisions contained in the indenture governing the 2018 Notes. In addition, the proposed amendments will have the effect of automatically releasing the liens on the collateral that secures Prestige Brands’ obligation that the 2018 Notes be secured on an equal and ratable basis with the obligations under Prestige Brands’ existing credit agreement. Adoption of the proposed amendments with respect to the 2018 Notes requires the consent of the holders of at least a majority of the outstanding principal amount of the 2018 Notes. The proposed amendments will be set forth in a supplemental indenture that is described in more detail in the Offer to Purchase. Holders who tender their 2018 Notes will be deemed to consent to all of the proposed amendments and holders may not deliver consents to the proposed amendments without tendering their 2018 Notes in the tender offer.

Provided that certain customary conditions to the tender offer, including a financing condition, have been satisfied or waived by Prestige Brands, Prestige Brands will pay for 2018 Notes purchased in the tender offer, together with accrued interest, on either the first settlement date or the final settlement date, as applicable. Holders of 2018 Notes that have been validly tendered and accepted by Prestige Brands by the Consent Payment Deadline will receive the Total Consideration and will be paid on the first settlement date, which is expected to be promptly after satisfaction of the financing condition and following the Consent Payment Deadline, provided that all other conditions to the offer have been satisfied or waived at such time. Holders of 2018 Notes that have been validly tendered and accepted by Prestige Brands after the Consent Payment Deadline, but on or prior to the Expiration Time, will receive the Tender Consideration only, and will be paid on the final settlement date, which is expected to be promptly after the date on which the Expiration Time occurs.

This press release is for informational purposes only and is not an offer to buy or sell or the solicitation of an offer to sell or buy any securities. The tender offer and consent solicitation are only being made pursuant to the terms of the Offer to Purchase and the related Letter of Instructions. The tender offer and consent solicitation are not being made 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. None of Prestige Brands, the dealer manager, the solicitation agent, the information agent, the tender agent or their respective affiliates is making any recommendation as to whether or not holders should tender all or any portion of their 2018 Notes in the tender offer or deliver their consent to the proposed amendments.

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Morgan Stanley & Co. LLC is acting as the dealer manager and solicitation agent and D.F. King & Co., Inc. is acting as the tender agent and information agent for the tender offer and consent solicitation. Requests for documents may be directed to D.F. King & Co., Inc. at (800) 431-9643 (toll-free) or (212) 269-5550 (collect). Questions regarding the tender offer and consent solicitation may be directed to Morgan Stanley & Co. LLC at (800) 624-1808 (toll-free) or (212) 761-1057 (collect).

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