

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_ to \_\_\_\_

Commission File Number: 001-32433



**PRESTIGE BRANDS HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**20-1297589**

(I.R.S. Employer Identification No.)

**660 White Plains Road  
Tarrytown, New York 10591**

(Address of principal executive offices) (Zip Code)

**(914) 524-6800**

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of November 1, 2013, there were 51,714,249 shares of common stock outstanding.

**Prestige Brands Holdings, Inc.**  
**Form 10-Q**  
**Index**

**PART I. FINANCIAL INFORMATION**

Item 1.	Financial Statements	
	Consolidated Statements of Income and Comprehensive Income for the three and six months ended September 30, 2013 and 2012 (unaudited)	2
	Consolidated Balance Sheets as of September 30, 2013 (unaudited) and March 31, 2013	3
	Consolidated Statements of Cash Flows for the six months ended September 30, 2013 and 2012 (unaudited)	4
	Notes to Consolidated Financial Statements (unaudited)	5
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	34
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	54
Item 4.	Controls and Procedures	54
<b>PART II. OTHER INFORMATION</b>		
Item 1A.	Risk Factors	54
Item 6.	Exhibits	59
	Signatures	60

**Trademarks and Trade Names**

Trademarks and trade names used in this Quarterly Report on Form 10-Q are the property of Prestige Brands Holdings, Inc. or its subsidiaries, as the case may be. We have italicized our trademarks or trade names when they appear in this Quarterly Report on Form 10-Q.

**Prestige Brands Holdings, Inc.**  
**Consolidated Statements of Income and Comprehensive Income**  
*(Unaudited)*

<i>(In thousands, except per share data)</i>	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
<b>Revenues</b>				
Net sales	\$ 167,004	\$ 161,323	\$ 309,105	\$ 307,243
Other revenues	1,438	532	2,308	1,609
Total revenues	168,442	161,855	311,413	308,852
<b>Cost of Sales</b>				
Cost of sales (exclusive of depreciation shown below)	73,723	71,310	133,211	134,703
Gross profit	94,719	90,545	178,202	174,149
<b>Operating Expenses</b>				
Advertising and promotion	26,044	23,508	45,184	43,833
General and administrative	11,619	12,585	23,253	28,736
Depreciation and amortization	3,294	3,296	6,562	6,591
Total operating expenses	40,957	39,389	74,999	79,160
Operating income	53,762	51,156	103,203	94,989
<b>Other (income) expense</b>				
Interest income	(25)	(3)	(28)	(5)
Interest expense	16,464	19,663	32,372	39,513
Total other expense	16,439	19,660	32,344	39,508
Income before income taxes	37,323	31,496	70,859	55,481
Provision for income taxes	4,531	12,252	17,375	21,582
Net income	\$ 32,792	\$ 19,244	\$ 53,484	\$ 33,899
<b>Earnings per share:</b>				
Basic	\$ 0.64	\$ 0.38	\$ 1.04	\$ 0.67
Diluted	\$ 0.63	\$ 0.38	\$ 1.03	\$ 0.66
<b>Weighted average shares outstanding:</b>				
Basic	51,463	50,364	51,343	50,353
Diluted	52,219	51,225	52,130	51,166
<b>Comprehensive income, net of tax:</b>				
Currency translation adjustments	1,122	66	1,123	24
Total other comprehensive income	1,122	66	1,123	24
Comprehensive income	\$ 33,914	\$ 19,310	\$ 54,607	\$ 33,923

See accompanying notes.

**Prestige Brands Holdings, Inc.**  
**Consolidated Balance Sheets**  
*(Unaudited)*

*(In thousands)*

<b>Assets</b>	<b>September 30, 2013</b>	<b>March 31, 2013</b>
<b>Current assets</b>		
Cash and cash equivalents	\$ 26,833	\$ 15,670
Accounts receivable, net	80,534	73,053
Inventories	61,935	60,201
Deferred income tax assets	6,427	6,349
Prepaid expenses and other current assets	6,929	8,900
<b>Total current assets</b>	<b>182,658</b>	<b>164,173</b>
Property and equipment, net	11,256	9,896
Goodwill	191,058	167,546
Intangible assets, net	1,399,860	1,373,240
Other long-term assets	23,244	24,944
<b>Total Assets</b>	<b>\$ 1,808,076</b>	<b>\$ 1,739,799</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 51,857	\$ 51,376
Accrued interest payable	13,951	13,894
Other accrued liabilities	23,301	31,398
<b>Total current liabilities</b>	<b>89,109</b>	<b>96,668</b>
<b>Long-term debt</b>		
Principal amount	985,000	978,000
Less unamortized discount	(6,302)	(7,100)
<b>Long-term debt, net of unamortized discount</b>	<b>978,698</b>	<b>970,900</b>
Deferred income tax liabilities	198,721	194,288
Other long-term liabilities	296	—
<b>Total Liabilities</b>	<b>1,266,824</b>	<b>1,261,856</b>
<b>Commitments and Contingencies — Note 17</b>		
<b>Stockholders' Equity</b>		
Preferred stock - \$0.01 par value		
Authorized - 5,000 shares		
Issued and outstanding - None	—	—
Preferred share rights	283	283
Common stock - \$0.01 par value		
Authorized - 250,000 shares		
Issued - 51,905 shares at September 30, 2013 and 51,311 shares at March 31, 2013	520	513
Additional paid-in capital	410,664	401,691
Treasury stock, at cost - 191 shares at September 30, 2013 and 181 shares March 31, 2013	(965)	(687)
Accumulated other comprehensive income (loss), net of tax	1,019	(104)
Retained earnings	129,731	76,247
<b>Total Stockholders' Equity</b>	<b>541,252</b>	<b>477,943</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 1,808,076</b>	<b>\$ 1,739,799</b>

See accompanying notes.

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

<i>(In thousands)</i>	Six Months Ended September 30,	
	2013	2012
<b>Operating Activities</b>		
Net income	\$ 53,484	\$ 33,899
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,562	6,591
Deferred income taxes	4,355	12,391
Amortization of deferred financing costs	1,975	2,060
Stock-based compensation costs	2,487	1,973
Amortization of debt discount	798	812
Lease termination costs	—	975
(Gain) loss on sale or disposal of equipment	(3)	51
Changes in operating assets and liabilities, net of effects from acquisitions		
Accounts receivable	(5,712)	(24,530)
Inventories	821	(2,904)
Prepaid expenses and other current assets	2,619	5,556
Accounts payable	(1,125)	15,150
Accrued liabilities	(10,663)	8,350
Net cash provided by operating activities	55,598	60,374
<b>Investing Activities</b>		
Purchases of property and equipment	(2,319)	(5,266)
Proceeds from the sale of property and equipment	3	15
Acquisition of brands from GSK purchase price adjustments	—	(226)
Acquisition of Care Pharmaceuticals, less cash acquired	(55,215)	—
Net cash used in investing activities	(57,531)	(5,477)
<b>Financing Activities</b>		
Repayments of long-term debt	(7,500)	(70,000)
Repayments under revolving credit agreement	(35,500)	(8,000)
Borrowings under revolving credit agreement	50,000	33,000
Payment of deferred financing costs	(275)	—
Proceeds from exercise of stock options	5,143	80
Excess tax benefits from share-based awards	1,350	—
Fair value of shares surrendered as payment of tax withholding	(278)	—
Net cash provided by (used in) financing activities	12,940	(44,920)
Effects of exchange rate changes on cash and cash equivalents	156	14
Increase in cash and cash equivalents	11,163	9,991
Cash and cash equivalents - beginning of period	15,670	19,015
Cash and cash equivalents - end of period	\$ 26,833	\$ 29,006
Interest paid	\$ 29,516	\$ 36,524
Income taxes paid	\$ 8,468	\$ 656

See accompanying notes.

**Prestige Brands Holdings, Inc.**  
**Notes to Consolidated Financial Statements (unaudited)**

**1. Business and Basis of Presentation**

***Nature of Business***

Prestige Brands Holdings, Inc. (referred to herein as the “Company” or “we”, which reference shall, unless the context requires otherwise, be deemed to refer to Prestige Brands Holdings, Inc. and all of its direct and indirect 100% owned subsidiaries on a consolidated basis) is engaged in the marketing, sales and distribution of over-the-counter (“OTC”) healthcare and household cleaning products to mass merchandisers, drug stores, supermarkets, club, convenience, and dollar stores in the United States and Canada and in certain other international markets. Prestige Brands Holdings, Inc. is a holding company with no operations and is also the parent guarantor of the senior credit facility and the senior notes described in Note 10 to the Consolidated Financial Statements.

***Basis of Presentation***

The unaudited Consolidated Financial Statements presented herein have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial reporting and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. All significant intercompany transactions and balances have been eliminated in the Consolidated Financial Statements. In the opinion of management, the Consolidated Financial Statements include all adjustments, consisting of normal recurring adjustments that are considered necessary for a fair statement of our consolidated financial position, results of operations and cash flows for the interim periods presented. Our fiscal year ends on March 31<sup>st</sup> of each year. References in these Consolidated Financial Statements or notes to a year (e.g., “2014”) mean our fiscal year ending or ended on March 31<sup>st</sup> of that year. Operating results for the three and six months ended September 30, 2013 are not necessarily indicative of results that may be expected for the fiscal year ending March 31, 2014. This financial information should be read in conjunction with our Consolidated Financial Statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on our knowledge of current events and actions that we may undertake in the future, actual results could differ materially from these estimates. As discussed below, our most significant estimates include those made in connection with the valuation of intangible assets, sales returns and allowances, trade promotional allowances, inventory obsolescence, and the recognition of income taxes using an estimated annual effective tax rate.

***Cash and Cash Equivalents***

We consider all short-term deposits and investments with original maturities of three months or less to be cash equivalents. Substantially all of our cash is held by a large regional bank with headquarters in California. We do not believe that, as a result of this concentration, we are subject to any unusual financial risk beyond the normal risk associated with commercial banking relationships. The Federal Deposit Insurance Corporation (“FDIC”) and Securities Investor Protection Corporation (“SIPC”) insure these balances up to \$250,000 and \$500,000, with a \$250,000 limit for cash, respectively. Substantially all of the Company's cash balances at September 30, 2013 are uninsured.

***Accounts Receivable***

We extend non-interest-bearing trade credit to our customers in the ordinary course of business. We maintain an allowance for doubtful accounts receivable based upon historical collection experience and expected collectability of the accounts receivable. In an effort to reduce credit risk, we (i) have established credit limits for all of our customer relationships, (ii) perform ongoing credit evaluations of customers' financial condition, (iii) monitor the payment history and aging of customers' receivables, and (iv) monitor open orders against an individual customer's outstanding receivable balance.

***Inventories***

Inventories are stated at the lower of cost or market value, with cost determined by using the first-in, first-out method. We reduce inventories for diminution of value resulting from product obsolescence, damage or other issues affecting marketability, equal to the difference between the cost of the inventory and its estimated market value. Factors utilized in the determination of estimated market value include: (i) current sales data and historical return rates, (ii) estimates of future demand, (iii) competitive pricing pressures, (iv) new product introductions, (v) product expiration dates, and (vi) component and packaging obsolescence.

**Property and Equipment**

Property and equipment are stated at cost and are depreciated using the straight-line method based on the following estimated useful lives:

	<b>Years</b>
Machinery	5
Computer equipment	3
Furniture and fixtures	7
Leasehold improvements	*

\* Leasehold improvements are amortized over the lesser of the term of the lease or the estimated useful life of the related asset.

Expenditures for maintenance and repairs are charged to expense as incurred. When an asset is sold or otherwise disposed of, we remove the cost and associated accumulated depreciation from the respective accounts and recognize the resulting gain or loss in the Consolidated Statements of Income and Comprehensive Income.

Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. An impairment loss is recognized if the carrying amount of the asset exceeds its fair value.

**Goodwill**

The excess of the purchase price over the fair market value of assets acquired and liabilities assumed in purchase business combinations is classified as goodwill. Goodwill is not amortized, although the carrying value is tested for impairment at least annually in the fourth fiscal quarter of each year, or more frequently if events or changes in circumstances indicate that the asset may be impaired. Goodwill is tested for impairment at the reporting unit "brand" level, which is one level below the operating segment level.

**Intangible Assets**

Intangible assets, which are comprised primarily of trademarks, are stated at cost less accumulated amortization. For intangible assets with finite lives, amortization is computed using the straight-line method over estimated useful lives ranging from 3 to 30 years and are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their fair values and may not be recoverable. An impairment loss is recognized if the carrying amount of the asset exceeds its fair value. Indefinite-lived intangible assets are tested for impairment at least annually in the fourth fiscal quarter of each year. If the carrying amount of the asset exceeds its fair value, an impairment loss is recognized.

**Deferred Financing Costs**

We have incurred debt origination costs in connection with the issuance of long-term debt. These costs are capitalized as deferred financing costs and amortized using the effective interest method, over the term of the related debt.

**Revenue Recognition**

Revenues are recognized when the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the selling price is fixed or determinable, (iii) the product has been shipped and the customer takes ownership and assumes the risk of loss, and (iv) collection of the resulting receivable is reasonably assured. We have determined that these criteria are met and the transfer of the risk of loss generally occurs when the product is received by the customer, and, accordingly, we recognize revenue at that time. Provisions are made for estimated discounts related to customer payment terms and estimated product returns at the time of sale based on our historical experience.

As is customary in the consumer products industry, we participate in the promotional programs of our customers to enhance the sale of our products. The cost of these promotional programs varies based on the actual number of units sold during a finite period of time. These promotional programs consist of direct-to-consumer incentives, such as coupons and temporary price reductions, as well as incentives to our customers, such as allowances for new distribution, including slotting fees, and cooperative advertising. Estimates of the costs of these promotional programs are based on (i) historical sales experience, (ii) the current promotional offering, (iii) forecasted data, (iv) current market conditions, and (v) communication with customer purchasing/marketing personnel. We recognize the cost of such sales incentives by recording an estimate of such cost as a reduction of revenue, at the later of (a) the date the related revenue is recognized, or (b) the date when a particular sales incentive is offered. At the completion of a promotional program, the estimated amounts are adjusted to actual results.

Due to the nature of the consumer products industry, we are required to estimate future product returns. Accordingly, we record an estimate of product returns concurrent with recording sales, which is made after analyzing (i) historical return rates, (ii) current economic trends, (iii) changes in customer demand, (iv) product acceptance, (v) seasonality of our product offerings, and (vi) the impact of changes in product formulation, packaging and advertising.

#### **Cost of Sales**

Cost of sales includes product costs, warehousing costs, inbound and outbound shipping costs, and handling and storage costs. Shipping, warehousing and handling costs were \$9.1 million and \$15.7 million for the three and six months ended September 30, 2013, respectively, and \$7.3 million and \$15.5 million for the three and six months ended September 30, 2012, respectively.

#### **Advertising and Promotion Costs**

Advertising and promotion costs are expensed as incurred. Allowances for new distribution costs associated with products, including slotting fees, are recognized as a reduction of sales. Under these new distribution arrangements, the retailers allow our products to be placed on the stores' shelves in exchange for such fees.

#### **Stock-based Compensation**

We recognize stock-based compensation by measuring the cost of services to be rendered based on the grant-date fair value of the equity award. Compensation expense is recognized over the period an employee or director is required to provide service in exchange for the award, generally referred to as the requisite service period.

#### **Income Taxes**

Deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established when necessary to reduce deferred tax assets to the amounts expected to be realized.

The Income Taxes topic of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") prescribes a recognition threshold and measurement attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The guidance only allows the recognition of those tax benefits that have a greater than 50% likelihood of being sustained upon examination by the various taxing authorities. As a result, we have applied a more-likely-than-not recognition threshold for all tax uncertainties.

We are subject to taxation in the United States and various state and foreign jurisdictions.

We classify penalties and interest related to unrecognized tax benefits as income tax expense in the Consolidated Statements of Income and Comprehensive Income.

#### **Earnings Per Share**

Basic earnings per share is calculated based on income available to common stockholders and the weighted-average number of shares outstanding during the reporting period. Diluted earnings per share is calculated based on income available to common stockholders and the weighted-average number of common and potential common shares outstanding during the reporting period. Potential common shares, composed of the incremental common shares issuable upon the exercise of outstanding stock options, stock appreciation rights and unvested restricted shares, are included in the earnings per share calculation to the extent that they are dilutive.

#### **Recently Issued Accounting Standards**

In July 2013, the FASB issued Accounting Standards Updated ("ASU") 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, which requires that an unrecognized tax benefit, or portion of an unrecognized tax benefit, be presented as a reduction of a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward. If an applicable deferred tax asset is not available to use or the tax law of the applicable jurisdiction does not require the entity to use and the company does not intend to use the applicable deferred tax asset, the unrecognized tax benefit should be presented as a liability in the financial statements and should not be combined with an unrelated deferred tax asset. ASU 2013-11 is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2013. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date; however retrospective application is permitted. The adoption of ASU 2013-11 is not expected to have a material impact on our Consolidated Financial Statements.



In March 2013, the FASB issued ASU 2013-05, *Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity*, relating to the release of cumulative translation adjustments into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets. The guidance is effective prospectively for annual reporting periods beginning after December 15, 2013, and interim periods within those annual periods. Early adoption is permitted. The adoption of ASU 2013-05 is not expected to have a material impact on our Consolidated Financial Statements.

In February 2013, the FASB issued ASU 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. ASU 2013-02 requires that for those items that are reclassified out of accumulated other comprehensive income and into net income in their entirety, the effect of the reclassification on each affected net income line item be disclosed. For accumulated other comprehensive income reclassification items that are not reclassified in their entirety into net income, a cross reference must be made to other required disclosures. The guidance is effective prospectively for annual reporting periods beginning after December 15, 2012, and interim periods within those annual periods. ASU 2013-02 did not have a material impact on our Consolidated Financial Statements. See Note 13, Accumulated Other Comprehensive Income (Loss) for required disclosure.

In December 2011, the FASB issued ASU 2011-11, *Disclosures about Offsetting Assets and Liabilities*, regarding disclosures about offsetting assets and liabilities. The new disclosure requirements mandate that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position, as well as instruments and transactions subject to an agreement similar to a master netting arrangement. In addition, the standard requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. An entity will be required to disclose the following information for assets and liabilities within the scope of the new standard: (i) the gross amounts of those recognized assets and those recognized liabilities; (ii) the amounts offset to determine the net amounts presented in the statement of financial position; (iii) the net amounts presented in the statement of financial position; (iv) the amounts subject to an enforceable master netting arrangement or similar agreement not otherwise included in (ii); and (v) the net amount after deducting the amounts in (iv) from the amounts in (iii). The standard affects all entities with balances presented on a net basis in the financial statements, derivative assets and derivative liabilities, repurchase agreements, and financial assets and financial liabilities executed under a master netting or similar arrangement. This guidance is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. This new guidance did not have a material impact on our Consolidated Financial Statements.

Management has reviewed and continues to monitor the actions of the various financial and regulatory reporting agencies and is currently not aware of any other pronouncement that could have a material impact on our consolidated financial position, results of operations or cash flows.

## **2.Acquisitions**

### ***Acquisition of Care Pharmaceuticals Pty Ltd.***

On July 1, 2013, we completed the acquisition of Care Pharmaceuticals Pty Ltd. ("Care"), which was funded through a combination of our existing senior secured credit facility and cash on hand.

The Care brands include the *Fess* line of cold/allergy and saline nasal health products, which is the leading saline spray for both adults and children in Australia. Other key brands include *Painstop* analgesic, *Rectogesic* for rectal discomfort, and the *Fab* line of nutritional supplements. Care also carries a line of brands for children including *Little Allergies*, *Little Eyes*, and *Little Cough*. The brands acquired are complementary to our existing OTC Healthcare portfolio.

This acquisition was accounted for in accordance with the Business Combinations topic of the FASB ASC 805, which requires that the total cost of an acquisition be allocated to the tangible and intangible assets acquired and liabilities assumed based upon their respective fair values at the date of acquisition.

We prepared a preliminary analysis of the fair values of the assets acquired and liabilities assumed as of the date of acquisition. The following table summarizes our preliminary allocation of the assets acquired and liabilities assumed as of the July 1, 2013 acquisition date.

<i>(In thousands)</i>	<b>July 1, 2013</b>
Cash acquired	\$ 1,546
Accounts receivable, net	1,658
Inventories	2,465
Prepays and other current assets	647
Property, plant and equipment, net	163
Goodwill	23,122
Intangible assets	31,502
<b>Total assets acquired</b>	<b>61,103</b>
Accounts payable	1,537
Accrued expenses	2,505
Other long term liabilities	300
<b>Total liabilities assumed</b>	<b>4,342</b>
<b>Net assets acquired</b>	<b>\$ 56,761</b>

Based on this analysis, we allocated \$29.8 million to non-amortizable intangible assets and \$1.7 million to amortizable intangible assets. We are amortizing the purchased amortizable intangible assets on a straight-line basis over an estimated weighted average useful life of 15.1 years. The weighted average remaining life for amortizable intangible assets at September 30, 2013 was 14.9 years.

We also recorded goodwill of \$23.1 million based on the amount by which the purchase price exceeded the preliminary fair value of the net assets acquired. The full amount of goodwill is deductible for income tax purposes.

The pro-forma effect of this acquisition on revenues and earnings was not material.

#### **Acquisition of certain OTC Brands from GlaxoSmithKline**

On December 20, 2011, we entered into two separate agreements with GlaxoSmithKline ("GSK") to acquire a total of 17 North American OTC healthcare brands (the "GSK Brands") for \$660.0 million in cash (the "GSK Agreement").

On January 31, 2012, we completed, subject to a post-closing inventory and apportionment adjustment, as defined in the GSK Agreement, the acquisition of 15 North American OTC healthcare brands previously owned by GSK and its affiliates (the "GSK Brands I") for \$615.0 million in cash, including the related contracts, trademarks and inventory. The GSK Brands I include, among other brands, *BC*, *Goody's* and *Ecotrin* brands of pain relievers; *Beano*, *Gaviscon*, *Phazyme*, *Tagamet* and *Fiber Choice* gastrointestinal brands; and the *Sominex* sleep aid brand.

On March 30, 2012, we completed, subject to a post-closing inventory and apportionment adjustment, as defined in the GSK Agreement, the acquisition of the *Debrox* and *Gly-Oxide* brands (the "GSK Brands II") in the United States for \$45.0 million in cash, including the related contracts, trademarks and inventory.

Both the GSK Brands I and GSK Brands II are complementary to our existing OTC healthcare portfolio.

These acquisitions were accounted for in accordance with the Business Combinations topic of the FASB ASC 805, which requires that the total cost of an acquisition be allocated to the tangible and intangible assets acquired and liabilities assumed based upon their respective fair values at the date of acquisition.

The purchase price of the GSK Brands I and GSK Brands II was funded by cash provided by the issuance of long-term debt and additional bank borrowings, which are discussed further in Note 10. In April 2012, we received the post-closing inventory and apportionment adjustments, which required us to pay an additional \$2.8 million to GSK, and in May 2012 we received a revised post-closing inventory and apportionment adjustment, which required us to pay an additional \$0.2 million, for a total of \$3.0 million, to GSK.

Concurrent with the closing of the GSK Brands I transaction, we entered into a Transitional Services Agreement with GSK (the “TSA”), whereby GSK provided us with various services, including marketing, operations, finance and other services, from the GSK Brands I acquisition date primarily through June 30, 2012, with additional finance support through August 31, 2012. As part of the TSA, GSK, among other things, shipped products, invoiced customers, collected from customers and paid certain vendors on our behalf. Our initial costs under the TSA were approximately \$2.5 million per month for the length of the agreement and were reduced during the service period as we removed certain services and processes to us. We incurred \$6.8 million in TSA costs for the three months ended June 30, 2012. Pursuant to the TSA, we received on a monthly basis the amount owed to us for revenues and expenses, net of GSK’s TSA fees and inventory that GSK purchased on our behalf.

The allocation of the purchase price to assets acquired under the GSK Agreement is based on a valuation we performed to determine the fair value of such assets as of the acquisition date. The following table summarizes our allocation of the \$663.0 million purchase price to the assets we acquired on the GSK Brands acquisition dates:

<i>(In thousands)</i>	<b>GSK Brands I (January 31, 2012)</b>	<b>GSK Brands II (March 30, 2012)</b>	<b>Total</b>
Inventory	\$ 14,820	\$ 250	\$ 15,070
Prepaid expenses	3,575	—	3,575
Trade names	542,892	81,257	624,149
Goodwill	17,401	2,831	20,232
Total purchase price	<u>\$ 578,688</u>	<u>\$ 84,338</u>	<u>\$ 663,026</u>

We recorded goodwill based on the amount by which the purchase price exceeded the fair value of assets acquired. The amount of goodwill deductible for tax purposes is \$20.2 million.

The fair value of the trade names is comprised of \$556.9 million of non-amortizable intangible assets and \$67.2 million of amortizable intangible assets. We are amortizing the purchased amortizable intangible assets on a straight-line basis over an estimated weighted average useful life of 19.3 years. The weighted average remaining life for amortizable intangible assets at September 30, 2013 was 17.5 years.

### 3. Divestitures

#### **Sale of the Phazyme Brand**

On October 31, 2012, we divested the *Phazyme* gas treatment brand, which was a non-core OTC brand that we acquired from GSK in January 2012. We received \$21.7 million from the divestitures on October 31, 2012 and the remaining \$0.6 million on January 4, 2013. The proceeds were used to repay debt. No significant gain or loss was recorded as a result of the sale.

Concurrent with the completion of the sale of the *Phazyme* brand, we entered into a Transitional Services Agreement with the buyer (the “Phazyme TSA”), whereby we agreed to provide the buyer with various services, including: marketing, operations, finance and other services, from the date of the acquisition primarily through January 31, 2013, with an option for additional support for the Canadian portion of that business through October 31, 2013, at the buyer’s discretion. All Phazyme United States TSA services ended, as agreed, on January 31, 2013. The buyer elected to extend the Canadian portion of the TSA services and terminate the support on October 31, 2013.

The following table presents the assets sold at October 31, 2012 related to the *Phazyme* brand:

<i>(In thousands)</i>	<b>October 31, 2012</b>
<b>Components of assets sold:</b>	
Inventory	\$ 220
Prepaid expenses	100
Trade names	15,604
Goodwill	6,382

#### 4.Accounts Receivable

Accounts receivable consist of the following:

<i>(In thousands)</i>	<b>September 30, 2013</b>	<b>March 31, 2013</b>
<b>Components of Accounts Receivable</b>		
Trade accounts receivable	\$ 87,966	\$ 79,746
Other receivables	731	615
	<u>88,697</u>	<u>80,361</u>
Less allowances for discounts, returns and uncollectible accounts	(8,163)	(7,308)
Accounts receivable, net	<u>\$ 80,534</u>	<u>\$ 73,053</u>

#### 5.Inventories

Inventories consist of the following:

<i>(In thousands)</i>	<b>September 30, 2013</b>	<b>March 31, 2013</b>
<b>Components of Inventories</b>		
Packaging and raw materials	\$ 1,034	\$ 1,875
Finished goods	60,901	58,326
Inventories	<u>\$ 61,935</u>	<u>\$ 60,201</u>

Inventories are carried at the lower of cost or market, which includes a reduction in inventory values of \$2.2 million and \$1.3 million at September 30, 2013 and March 31, 2013, respectively, related to obsolete and slow-moving inventory.

#### 6. Property and Equipment

Property and equipment consist of the following:

<i>(In thousands)</i>	<b>September 30, 2013</b>	<b>March 31, 2013</b>
<b>Components of Property and Equipment</b>		
Machinery	\$ 1,672	\$ 1,580
Computer equipment	8,788	6,559
Furniture and fixtures	1,808	1,510
Leasehold improvements	4,732	4,713
	<u>17,000</u>	<u>14,362</u>
Accumulated depreciation	(5,744)	(4,466)
Property and equipment, net	<u>\$ 11,256</u>	<u>\$ 9,896</u>

We recorded depreciation expense of \$0.5 million and \$0.4 million for the three months ended September 30, 2013 and September 30, 2012, respectively, and \$1.1 million and \$0.6 million for the six months ended September 30, 2013 and September 30, 2012, respectively.

## 7. Goodwill

A reconciliation of the activity affecting goodwill by operating segment is as follows:

<i>(In thousands)</i>	OTC Healthcare	Household Cleaning	Consolidated
Balance — March 31, 2013	\$ 160,157	\$ 7,389	\$ 167,546
Additions	23,122	—	23,122
Effects of foreign currency exchange rates	390	—	390
Balance — September 30, 2013	<u>\$ 183,669</u>	<u>\$ 7,389</u>	<u>\$ 191,058</u>

As discussed in Note 2, on July 1, 2013, we completed the acquisition of Care. In connection with this acquisition, we recorded goodwill of \$23.1 million based on the amount by which the purchase price exceeded the preliminary fair value of the net assets acquired.

Under accounting guidelines, goodwill is not amortized, but must be tested for impairment annually, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below the carrying amount.

On an annual basis, during the fourth fiscal quarter of each year, or more frequently if conditions indicate that the carrying value of the asset may not be recovered, management performs a review of the values assigned to goodwill and tests for impairment.

At March 31, 2013, during our annual test for goodwill impairment, there were no indicators of impairment under the analysis. Accordingly, no impairment charge was recorded in 2013. As of September 30, 2013, no indicators of impairment existed and no impairment charge was recorded.

The discounted cash flow methodology is a widely-accepted valuation technique to estimate fair value utilized by market participants in the transaction evaluation process and has been applied consistently. We also considered our market capitalization at March 31, 2013, as compared to the aggregate fair values of our reporting units, to assess the reasonableness of our estimates pursuant to the discounted cash flow methodology. The estimates and assumptions made in assessing the fair value of our reporting units and the valuation of the underlying assets and liabilities are inherently subject to significant uncertainties. Consequently, changing rates of interest and inflation, declining sales or margins, increases in competition, changing consumer preferences, technical advances, or reductions in advertising and promotion may require an impairment charge to be recorded in the future.

## 8. Intangible Assets

A reconciliation of the activity affecting intangible assets is as follows:

<i>(In thousands)</i>	Indefinite Lived Trademarks	Finite Lived Trademarks	Non Compete Agreement	Totals
<b>Gross Carrying Amounts</b>				
Balance — March 31, 2013	\$ 1,243,718	\$ 203,066	\$ 158	\$ 1,446,942
Additions	29,845	1,657	—	31,502
Reductions	—	—	(158)	(158)
Effects of foreign currency exchange rates	512	29	—	541
Balance — September 30, 2013	<u>\$ 1,274,075</u>	<u>\$ 204,752</u>	<u>\$ —</u>	<u>\$ 1,478,827</u>
<b>Accumulated Amortization</b>				
Balance — March 31, 2013	\$ —	\$ 73,544	\$ 158	\$ 73,702
Additions	—	5,423	—	5,423
Reductions	—	—	(158)	(158)
Balance — September 30, 2013	<u>\$ —</u>	<u>\$ 78,967</u>	<u>\$ —</u>	<u>\$ 78,967</u>
Intangible assets, net - September 30, 2013	<u>\$ 1,274,075</u>	<u>\$ 125,785</u>	<u>\$ —</u>	<u>\$ 1,399,860</u>

As discussed in Note 2, on July 1, 2013, we completed the acquisition of Care. In connection with this acquisition, we allocated \$31.5 million to intangible assets based on our preliminary analysis.

Under accounting guidelines, indefinite-lived assets are not amortized, but must be tested for impairment annually, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of the asset below the carrying amount. Additionally, at each reporting period an evaluation must be made to determine whether events and circumstances continue to support an indefinite useful life. Intangible assets with finite lives are amortized over their respective estimated useful lives and must also be tested for impairment annually or whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable and exceeds its fair value.

On an annual basis, during the fourth fiscal quarter of each year, or more frequently if conditions indicate that the carrying value of the asset may not be recovered, management performs a review of both the values and, if applicable, useful lives assigned to intangible assets and tests for impairment.

In a manner similar to goodwill, we completed our annual test for impairment of our indefinite-lived intangible assets during the three months ended March 31, 2013. We did not record an impairment charge, as facts and circumstances indicated that the fair values of the intangible assets for our brands exceeded their carrying values. Additionally, for the indefinite-lived intangible assets, an evaluation of the facts and circumstances as of September 30, 2013 continues to support an indefinite useful life for these assets. Therefore, no impairment charge was recorded for the six months ended September 30, 2013.

The weighted average remaining life for finite-lived intangible assets at September 30, 2013 was approximately 14.2 years and the amortization expense for the three and six months ended September 30, 2013 was \$2.7 million and \$5.4 million. At September 30, 2013, finite-lived intangible assets are being amortized over a period of 3 to 30 years, and the associated amortization expense is expected to be as follows:

*(In thousands)*

<b>Year Ending March 31,</b>	<b>Amount</b>
2014 (Remaining six months ending March 31, 2014)	\$ 4,820
2015	8,951
2016	8,951
2017	8,951
2018	8,951
Thereafter	85,161
	<u>\$ 125,785</u>

## 9. Other Accrued Liabilities

Other accrued liabilities consist of the following:

<i>(In thousands)</i>	<b>September 30, 2013</b>	<b>March 31, 2013</b>
Accrued marketing costs	\$ 14,223	\$ 17,187
Accrued compensation costs	3,781	8,847
Accrued broker commissions	2,137	1,028
Income taxes payable	350	493
Accrued professional fees	1,146	1,846
Deferred rent	1,311	1,268
Accrued lease termination costs	341	729
Other accrued liabilities	12	—
	<u>\$ 23,301</u>	<u>\$ 31,398</u>

## 10. Long-Term Debt

On March 24, 2010, Prestige Brands, Inc. (the "Borrower") issued \$150.0 million of senior unsecured notes, with an interest rate of 8.25% and a maturity date of April 1, 2018 (the "2010 Senior Notes"). On November 1, 2010, the Borrower issued an additional \$100.0 million of the 2010 Senior Notes. The Borrower may earlier redeem some or all of the 2010 Senior Notes at redemption prices set forth in the indenture governing the 2010 Senior Notes. The 2010 Senior Notes issued in March and November 2010 were issued at an aggregate face value of \$150.0 million and \$100.0 million, respectively, with a discount to the initial purchasers of \$2.2 million and a premium of \$0.3 million, respectively, and net proceeds to the Company of \$147.8 million and \$100.3 million, respectively, yielding an 8.5% effective interest rate for the 2010 Senior Notes on a combined basis. The 2010 Senior Notes are unconditionally guaranteed by Prestige Brands Holdings, Inc. and its domestic 100% owned subsidiaries, other than the Borrower. Each of these guarantees is joint and several. There are no significant restrictions on the ability of any of the guarantors to obtain funds from their subsidiaries or to make payments to the Borrower or the Company.

On January 31, 2012, the Borrower issued \$250.0 million of senior unsecured notes at par value, with an interest rate of 8.125% and a maturity date of February 1, 2020 (the "2012 Senior Notes"). The Borrower may earlier redeem some or all of the 2012 Senior Notes at redemption prices set forth in the indenture governing the 2012 Senior Notes. The 2012 Senior Notes are guaranteed by Prestige Brands Holdings, Inc. and certain of its domestic 100% owned subsidiaries. Each of these guarantees is joint and several. There are no significant restrictions on the ability of any of the guarantors to obtain funds from their subsidiaries or to make payments to the Borrower or the Company. In connection with the 2012 Senior Notes offering, we incurred \$12.6 million of costs, which were capitalized as deferred financing costs and are being amortized over the term of the 2012 Senior Notes.

On January 31, 2012, the Borrower also entered into a new senior secured credit facility, which consists of (i) a \$660.0 million term loan facility (the "2012 Term Loan") with a seven-year maturity and (ii) a \$50.0 million asset-based revolving credit facility (the "2012 ABL Revolver") with a five-year maturity. In September 2012, we utilized a portion of our accordion feature to increase the amount of our borrowing capacity under the 2012 ABL Revolver by \$25.0 million to \$75.0 million, and in June 2013, we further increased the amount of our borrowing capacity under the 2012 ABL Revolver by \$20.0 million to \$95.0 million and also reduced our borrowing rate on the 2012 ABL Revolver by 0.25%. The 2012 Term Loan was issued with an original issue discount of 1.5% of the principal amount thereof, resulting in net proceeds to the Company of \$650.1 million. In connection with these loan facilities, we incurred \$20.6 million of costs, which were capitalized as deferred financing costs and are being amortized over the terms of the facilities. The 2012 Term Loan is unconditionally guaranteed by Prestige Brands Holdings, Inc. and certain of its domestic 100% owned subsidiaries, other than the Borrower. Each of these guarantees is joint and several. There are no significant restrictions on the ability of any of the guarantors to obtain funds from their subsidiaries or to make payments to the Borrower or the Company.

On February 21, 2013, the Borrower entered into Amendment No. 1 (the "Amendment") to the 2012 Term Loan. The Amendment provides for the refinancing of all of the Borrower's existing Term B Loans with new Term B-1 Loans. The interest rate on the Term B-1 Loans is based, at the Borrower's option, on a LIBOR rate, plus a margin of 2.75% per annum, with a LIBOR floor of 1.00%, or an alternate base rate, plus a margin. The new Term B-1 Loans will mature on the same date as the Term B Loans original maturity date. In addition, the Amendment provides the Borrower with certain additional capacity to prepay subordinated debt, the 2012 Senior Notes and certain other unsecured indebtedness permitted to be incurred under the credit agreement. In connection with the refinancing, during the fourth quarter ended March 31, 2013, we recognized a \$1.4 million loss on the extinguishment of debt.

The 2012 Term Loan, as amended, bears interest at a rate per annum equal to an applicable margin plus, at our option, either (i) a base rate determined by reference to the highest of (a) the Federal Funds rate plus 0.50%, (b) the prime rate of Citibank, N.A., (c) the LIBOR rate determined by reference to the cost of funds for U.S. dollar deposits for an interest period of one month adjusted for certain additional costs, plus 1.00% and (d) a floor of 2.00% or (ii) a LIBOR rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, provided that LIBOR shall not be lower than 1.00%. For the six months ended September 30, 2013, the average interest rate on the 2012 Term Loan was 3.8%.

Under the 2012 Term Loan, we were originally required to make quarterly payments each equal to 0.25% of the original principal amount of the 2012 Term Loan, with the balance expected to be due on the seventh anniversary of the closing date. However, since we have previously made significant optional payments that exceeded all of our required quarterly payments, we will not be required to make a payment until the maturity date of January 31, 2019.

Borrowings under the 2012 ABL Revolver, as amended, bear interest at a rate per annum equal to an applicable margin, plus, at our option, either (i) a base rate determined by reference to the highest of (a) the Federal Funds rate plus 0.50%, (b) the prime rate of Citibank, N.A., (c) the LIBOR rate determined by reference to the cost of funds for U.S. dollar deposits for an interest period

of one month adjusted for certain additional costs, plus 1.00% or (ii) a LIBOR rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs. The initial applicable margin for borrowings under the 2012 ABL Revolver is 1.75% with respect to LIBOR borrowings and 0.75% with respect to base-rate borrowings. The applicable margin for borrowings under the 2012 ABL Revolver may be increased to 2.00% or 2.25% for LIBOR borrowings and 1.00% or 1.25% for base-rate borrowings, depending on average excess availability under the 2012 ABL Revolver during the prior fiscal quarter. In addition to paying interest on outstanding principal under the 2012 ABL Revolver, we are required to pay a commitment fee to the lenders under the 2012 ABL Revolver in respect of the unutilized commitments thereunder. The initial commitment fee rate is 0.50% per annum. The commitment fee rate will be reduced to 0.375% per annum at any time when the average daily unused commitments for the prior quarter is less than a percentage of total commitments in an amount set forth in the credit agreement covering the 2012 ABL Revolver. We may voluntarily repay outstanding loans under the 2012 ABL Revolver at any time without a premium or penalty. For the six months ended September 30, 2013, the average interest rate on the amounts borrowed under the 2012 ABL Revolver was 2.9%.

We used the net proceeds from the 2012 Senior Notes offering, together with borrowings under the 2012 Term Loan, to finance the acquisition of the GSK Brands, to repay the 2010 Credit Facility, to pay fees and expenses incurred in connection with these transactions and for general corporate purposes. The acquisition of the GSK Brands is discussed in Note 2.

At September 30, 2013, we had \$23.2 million of unamortized debt issuance costs and \$6.3 million of unamortized debt discount. The total of which is comprised of \$3.0 million related to the 2010 Senior Notes, \$10.7 million related to the 2012 Senior Notes, \$14.4 million related to the 2012 Term Loan, and \$1.4 million related to the 2012 ABL Revolver.

The 2010 Senior Notes are secured on a pari passu basis with the 2012 Term Loan and are guaranteed on a senior secured basis. The 2012 Senior Notes are senior unsecured obligations of the Company and are guaranteed on a senior unsecured basis. The 2010 Senior Notes are effectively junior in right of payment to all existing and future secured obligations of the Company, equal in right of payment with all existing and future senior unsecured indebtedness of the Company, and senior in right of payment to all future subordinated debt of the Company. The 2012 Senior Notes are effectively subordinated to secured obligations of the Company, including the 2012 Term Loan and the 2012 ABL Revolver and the 2010 Senior Notes, equal in right of payment to all existing and future unsecured obligations of the Company, and senior in right of payment to all existing and future subordinated obligations of the Company.

At any time prior to April 1, 2014, we may redeem the 2010 Senior Notes in whole or in part at a redemption price equal to 100% of the principal amount of the notes redeemed, plus a "make-whole premium" calculated as set forth in the indenture governing the 2010 Senior Notes, together with accrued and unpaid interest, if any, to the date of redemption. We may redeem the 2010 Senior Notes in whole or in part at any time on or after the 12-month period beginning April 1, 2014 at a redemption price of 104.125% of the principal amount thereof, at a redemption price of 102.063% of the principal amount thereof if the redemption occurs during the 12-month period beginning on April 1, 2015, and at a redemption price of 100% of the principal amount thereof if the redemption occurs on and after April 1, 2016, in each case, plus accrued and unpaid interest, if any, to the redemption date. In addition, prior to April 1, 2013, with the net cash proceeds from certain equity offerings, we could have redeemed up to 35% in aggregate principal amount of the 2010 Senior Notes at a redemption price of 108.250% of the principal amount of the 2010 Senior Notes to be redeemed, plus accrued and unpaid interest, if any, to the redemption date.

At any time prior to February 1, 2016, we may redeem the 2012 Senior Notes in whole or in part at a redemption price equal to 100% of the principal amount of the notes redeemed, plus a "make-whole premium" calculated as set forth in the indenture governing the 2012 Senior Notes, together with accrued and unpaid interest, if any, to the date of redemption. On or after February 1, 2016, we may redeem the 2012 Senior Notes in whole or in part at redemption prices set forth in the indenture governing the 2012 Senior Notes. In addition, at any time prior to February 1, 2015, we may redeem up to 35% of the aggregate principal amount of the 2012 Senior Notes at a redemption price equal to 108.125% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date, with the net cash proceeds of certain equity offerings, provided that certain conditions are met. Subject to certain limitations, in the event of a change of control, as defined in the indenture governing the 2012 Senior Notes, the Borrower will be required to make an offer to purchase the 2012 Senior Notes at a price equal to 101% of the aggregate principal amount of the 2012 Senior Notes repurchased, plus accrued and unpaid interest, if any, to the date of repurchase.

The indentures governing the 2010 Senior Notes and 2012 Senior Notes contain provisions that restrict us from undertaking specified corporate actions, such as asset dispositions, acquisitions, dividend payments, repurchases of common shares outstanding, changes of control, incurrences of indebtedness, issuance of equity, creation of liens, making of loans and transactions with affiliates. Additionally, the credit agreement with respect to the 2012 Term Loan and the 2012 ABL Revolver and the indenture governing the 2012 Senior Notes contain cross-default provisions, whereby a default pursuant to the terms and conditions of certain indebtedness will cause a default on the remaining indebtedness under the credit agreement and the indenture governing the 2012 Senior Notes. At September 30, 2013, we were in compliance with the covenants under our long-term indebtedness.



During the six months ended September 30, 2013, we borrowed a net amount of \$14.5 million against the 2012 ABL Revolver.

Long-term debt consists of the following, as of the dates indicated:

<i>(In thousands, except percentages)</i>	<b>September 30, 2013</b>	<b>March 31, 2013</b>
2012 Senior Notes bearing interest at 8.125%, with interest only payable on February 1 and August 1 of each year. The 2012 Senior Notes mature on February 1, 2020.	\$ 250,000	\$ 250,000
2012 Term Loan bearing interest at the Company's option at either a base rate plus applicable margin with a floor of 2.00% or LIBOR with a floor of 1.00%, due on January 31, 2019.	437,500	445,000
2012 ABL Revolver bearing interest at the Company's option at either a base rate plus applicable margin or LIBOR plus applicable margin. Any unpaid balance is due on January 31, 2017.	47,500	33,000
2010 Senior Notes bearing interest at 8.25%, with interest only payable on April 1 and October 1 of each year. The 2010 Senior Notes mature on April 1, 2018.	250,000	250,000
	<u>985,000</u>	<u>978,000</u>
Less: unamortized discount	(6,302)	(7,100)
Long-term debt, net of unamortized discount	<u>\$ 978,698</u>	<u>\$ 970,900</u>

Aggregate future principal payments required in accordance with the terms of the 2012 Term Loan, the 2012 ABL Revolver and the indentures governing the 2010 Senior Notes and the 2012 Senior Notes are as follows:

<i>(In thousands)</i>	<b>Amount</b>
<b>Year Ending March 31,</b>	
2014 (remaining six months ending March 31, 2014)	\$ —
2015	—
2016	—
2017	47,500
2018	—
Thereafter	937,500
	<u>\$ 985,000</u>

## 11. Fair Value Measurements

For certain of our financial instruments, including cash, accounts receivable, accounts payable and other current liabilities, the carrying amounts approximate their respective fair values due to the relatively short maturity of these amounts.

The Fair Value Measurements and Disclosures topic of the FASB ASC requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market assuming an orderly transaction between market participants. The Fair Value Measurements and Disclosures topic established market (observable inputs) as the preferred source of fair value, to be followed by the Company's assumptions of fair value based on hypothetical transactions (unobservable inputs) in the absence of observable market inputs. Based upon the above, the following fair value hierarchy was created:

- Level 1 - Quoted market prices for identical instruments in active markets;
- Level 2 - Quoted prices for similar instruments in active markets, as well as quoted prices for identical or similar instruments in markets that are not considered active; and
- Level 3 - Unobservable inputs developed by the Company using estimates and assumptions reflective of those that would be utilized by a market participant.

The market values have been determined based on market values for similar instruments adjusted for certain factors. As such, the 2012 Term Loan, the 2012 Senior Notes, the 2010 Senior Notes and the 2012 ABL Revolver are measured in Level 2 of the above

hierarchy. At September 30, 2013 and March 31, 2013, we did not have any assets or liabilities measured in Level 1 or 3. During any of the periods presented, there were no transfers of assets or liabilities between Levels 1, 2 and 3.

At September 30, 2013 and March 31, 2013, the carrying value of our 2012 Senior Notes was \$250.0 million. The market value of our 2012 Senior Notes was \$276.9 million and \$281.9 million at September 30, 2013 and March 31, 2013, respectively.

At September 30, 2013 and March 31, 2013, the carrying value of the 2012 Term Loan was \$437.5 million and \$445.0 million, respectively. The market value of the 2012 Term Loan was \$439.1 million and \$451.1 million at September 30, 2013 and March 31, 2013, respectively.

At September 30, 2013 and March 31, 2013, the carrying value of our 2010 Senior Notes was \$250.0 million. The market value of our 2010 Senior Notes was \$266.3 million and \$271.9 million at September 30, 2013 and March 31, 2013, respectively.

At September 30, 2013, the carrying value and market value of the 2012 ABL Revolver was \$47.5 million. At March 31, 2013, the carrying value and market value of the 2012 ABL Revolver was \$33.0 million.

## 12. Stockholders' Equity

The Company is authorized to issue 250.0 million shares of common stock, \$0.01 par value per share, and 5.0 million shares of preferred stock, \$0.01 par value per share. The Board of Directors may direct the issuance of the undesignated preferred stock in one or more series and determine preferences, privileges and restrictions thereof.

Each share of common stock has the right to one vote on all matters submitted to a vote of stockholders. The holders of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the Board of Directors, subject to prior rights of holders of all classes of stock outstanding having priority rights as to dividends. No dividends have been declared or paid on the Company's common stock through September 30, 2013.

Pursuant to the provisions of various employee restricted stock awards, we repurchased zero shares and 10,726 shares of restricted common stock from our employees during the three and six months ended September 30, 2013, respectively. During the three and six months ended September 30, 2012, we did not repurchase any shares of restricted common stock from our employees pursuant to the provisions of the various employee restricted stock awards. The repurchases during the six months ended September 30, 2013 were at an average price of \$25.96. All of the repurchased shares have been recorded as treasury stock.

## 13. Accumulated Other Comprehensive Income (Loss)

The table below presents accumulated other comprehensive income (loss) ("AOCI"), which is comprised of various items that affect equity and results from recognized transactions and other economic events, other than transactions with owners in their capacity as owners. As discussed in Note 1 above, ASU 2013-02 did not have a significant impact on our financial statements.

AOCI consisted of the following at September 30, 2013 and March 31, 2013:

<i>(In thousands)</i>	<b>September 30, 2013</b>	<b>March 31, 2013</b>
<b>Components of Accumulated Other Comprehensive Income (Loss)</b>		
Cumulative translation adjustment	\$ 1,019	\$ (104)
Total accumulated other comprehensive income (loss)	\$ 1,019	\$ (104)

## 14. Earnings Per Share

Basic earnings per share is computed based on the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is computed based on the weighted-average number of shares of common stock outstanding plus the effect of potentially dilutive common shares outstanding during the period using the treasury stock method, which includes stock options, restricted stock awards and restricted stock units. The following table sets forth the computation of basic and diluted earnings per share:

<i>(In thousands, except per share data)</i>	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
<b>Numerator</b>				
Net income	\$ 32,792	\$ 19,244	\$ 53,484	\$ 33,899
<b>Denominator</b>				
Denominator for basic earnings per share — weighted average shares outstanding	51,463	50,364	51,343	50,353
Dilutive effect of unvested restricted common stock (including restricted stock units) and options issued to employees and directors	756	861	787	813
Denominator for diluted earnings per share	52,219	51,225	52,130	51,166
<b>Earnings per Common Share:</b>				
Basic net earnings per share	\$ 0.64	\$ 0.38	\$ 1.04	\$ 0.67
Diluted net earnings per share	\$ 0.63	\$ 0.38	\$ 1.03	\$ 0.66

For the three months ended September 30, 2013 and 2012, there were 0.2 million and 0.3 million shares, respectively, attributable to outstanding stock-based awards that were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive. For the six months ended September 30, 2013 and 2012, there were 0.2 million and 0.4 million shares, respectively, attributable to outstanding stock-based awards that were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive.

### 15. Share-Based Compensation

In connection with our initial public offering, the Board of Directors adopted the 2005 Long-Term Equity Incentive Plan (the “Plan”), which provides for the grant of up to a maximum of 5.0 million shares of restricted stock, stock options, restricted stock units and other equity-based awards. Directors, officers and other employees of the Company and its subsidiaries, as well as others performing services for the Company, are eligible for grants under the Plan.

During the three months and six months ended September 30, 2013, pre-tax share-based compensation costs charged against income were \$1.3 million and \$2.5 million, respectively, and the related income tax benefit recognized was \$0.3 million and \$0.7 million, respectively. During the three and six months ended September 30, 2012, pre-tax share-based compensation costs charged against income were \$1.1 million and \$2.0 million, respectively, and the related income tax benefit recognized was \$0.3 million and \$0.6 million, respectively.

#### *Restricted Shares and Restricted Stock Units*

Restricted shares and restricted stock units granted to employees under the Plan generally vest in three to five years, primarily upon the attainment of certain time vesting thresholds, and may also be contingent on the attainment of certain performance goals by the Company, including revenue and earnings before income taxes, depreciation and amortization targets. The restricted share and restricted stock unit awards provide for accelerated vesting if there is a change of control, as defined in the Plan. On May 14, 2013, the Compensation Committee of our Board of Directors granted 113,637 restricted stock units to certain executive officers and employees under the Plan. Of those grants, 55,637 restricted stock units vest in their entirety on the three-year anniversary of the date of grant, and 58,000 restricted stock units vest 33.3% per year over three years. Upon vesting, the units will be settled in shares of our common stock. Termination of employment prior to vesting will result in forfeiture of the restricted stock units. On July 29, 2013, the Compensation Committee of the Board of Directors granted 7,004 restricted stock units to the independent members of the Board of Directors under the Plan.

The restricted stock units granted to directors will vest in their entirety one year after the date of grant so long as the membership on the Board of Directors continues through the vesting date, with the settlement in common stock to occur on the earliest of the director's death, disability or six month anniversary of the date on which the director's Board membership ceases for reasons other than death or disability. The restricted stock units granted to employees generally vest in their entirety on the three-year anniversary of the date of the grant. Upon vesting, the units will be settled in shares of our common stock. The fair value of the restricted stock

units is determined using the closing price of our common stock on the day of grant. The weighted-average grant-date fair value of restricted stock units granted during the six months ended September 30, 2013 and 2012 was \$30.19 and \$13.59, respectively.

A summary of the Company's restricted shares and restricted stock units granted under the Plan is presented below:

Restricted Shares and Restricted Stock Units	Shares (in thousands)	Weighted- Average Grant-Date Fair Value
<b><u>Six months ended September 30, 2012:</u></b>		
Outstanding at March 31, 2012	363.4	\$ 9.92
Granted	128.9	13.59
Vested and issued	(27.0)	7.16
Forfeited	(4.3)	11.06
Outstanding at September 30, 2012	461.0	11.10
Vested at September 30, 2012	70.4	8.52
<b><u>Six months ended September 30, 2013:</u></b>		
Outstanding at March 31, 2013	421.3	\$ 11.01
Granted	120.6	30.19
Vested and issued	(54.7)	8.11
Forfeited	(3.6)	13.24
Outstanding at September 30, 2013	483.6	16.11
Vested at September 30, 2013	83.1	9.63

#### **Options**

The Plan provides that the exercise price of options granted shall be no less than the fair market value of the Company's common stock on the date the options are granted. Options granted have a term of no greater than ten years from the date of grant and vest in accordance with a schedule determined at the time the option is granted, generally three to five years. The option awards provide for accelerated vesting if there is a change in control, as defined in the Plan.

The fair value of each option award is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table below. Expected volatilities are based on the historical volatility of our common stock and other factors, including the historical volatilities of comparable companies. We use appropriate historical data, as well as current data, to estimate option exercise and employee termination behaviors. Employees that are expected to exhibit similar exercise or termination behaviors are grouped together for the purposes of valuation. The expected terms of the options granted are derived from management's estimates and consideration of information derived from the public filings of companies similar to us and represent the period of time that options granted are expected to be outstanding. The risk-free rate represents the yield on U.S. Treasury bonds with a maturity equal to the expected term of the granted option. On May 14, 2013, the Compensation Committee of our Board of Directors granted stock options to acquire 227,672 shares of our common stock to certain executive officers and employees under the Plan. The stock options will vest 33.3% per year over three years and are exercisable for up to ten years from the date of grant. These stock options were granted at an exercise price of \$29.94 per share, which is equal to the closing price for our common stock on the day of the grant. Termination of employment prior to vesting will result in forfeiture of the unvested stock options. Vested stock options will remain exercisable by the employee after termination, subject to the terms of the Plan.

The weighted-average grant-date fair value of the options granted during the six months ended September 30, 2013 and 2012 was \$13.94 and \$6.03, respectively.

	<b>Six Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>
Expected volatility	48.0%	44.0%
Expected dividends	\$ —	\$ —
Expected term in years	6.0	6.5
Risk-free rate	1.3%	1.2%

A summary of option activity under the Plan is as follows:

Options	Shares (in thousands)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
<b>Six months ended September 30, 2012:</b>				
Outstanding at March 31, 2012	1,745.4	\$ 8.44		
Granted	444.9	13.36		
Exercised	(6.8)	11.84		
Forfeited or expired	(11.7)	10.99		
Outstanding at September 30, 2012	2,171.8	9.43	7.6	\$ 16,602
Exercisable at September 30, 2012	1,027.7	8.39	6.9	7,132
<b>Six months ended September 30, 2013:</b>				
Outstanding at March 31, 2013	1,386.4	\$ 10.43		
Granted	227.7	29.94		
Exercised	(539.4)	9.54		
Forfeited or expired	(8.0)	13.24		
Outstanding at September 30, 2013	1,066.7	15.02	6.5	\$ 16,110
Exercisable at September 30, 2013	225.5	11.42	7.7	4,216

The aggregate intrinsic value of options exercised in the six months ended September 30, 2013 was \$12.5 million. At September 30, 2013, there was no significant intrinsic value for options granted during the six months ended September 30, 2013, as the exercise price of these options was only slightly less than the closing price of our common stock as of September 30, 2013.

At September 30, 2013, there were \$6.1 million of unrecognized compensation costs related to nonvested share-based compensation arrangements under the Plan, based on management's estimate of the shares that will ultimately vest. We expect to recognize such costs over a weighted-average period of 1.0 year. The total fair value of options and restricted shares vested during the six months ended September 30, 2013 and 2012 was \$3.2 million and \$2.0 million, respectively. For the six months ended September 30, 2013 and 2012, cash received from the exercise of stock options was \$5.1 million and less than \$0.1 million, respectively, and we realized \$1.7 million and less than \$0.1 million, respectively, in tax benefits for the tax deductions resulting from these option exercises. At September 30, 2013, there were 1.6 million shares available for issuance under the Plan.

## 16. Income Taxes

Income taxes are recorded in our quarterly financial statements based on our estimated annual effective income tax rate, subject to adjustments for discrete events, should they occur. The effective tax rate used in the calculation of income taxes was 12.1% and 38.9% for the three months ended September 30, 2013 and September 30, 2012, respectively. The effective tax rate used in the calculation of income taxes was 24.5% and 38.9% for the six months ended September 30, 2013 and September 30, 2012, respectively. The decrease in the effective tax rate for the three and six months ended September 30, 2013 was primarily due to a one-time benefit of \$9.1 million to adjust our current and deferred tax balances for lower state income taxes. This benefit was primarily related to a recent law change in the state where we have our major distribution center to tax earnings attributed to in-state revenues only.

At September 30, 2013, a wholly-owned subsidiary had a net operating loss carryforward of approximately \$1.1 million, which may be used to offset future taxable income of the consolidated group and which begins to expire in 2020. The net operating loss carryforward is subject to an annual limitation as to usage of approximately \$0.2 million pursuant to Internal Revenue Code Section 382.

We experienced no change in our uncertain tax liability during the six months ended September 30, 2013. Therefore, the balance in our uncertain tax liability was \$1.0 million at September 30, 2013 and March 31, 2013. We recognize interest and penalties related to uncertain tax positions as a component of income tax expense. We did not incur any material interest or penalties related to income taxes in any of the periods presented.

## 17. Commitments and Contingencies

We are involved from time to time in routine legal matters and other claims incidental to our business. We review outstanding claims and proceedings internally and with external counsel as necessary to assess the probability and amount of a potential loss. These assessments are re-evaluated at each reporting period and as new information becomes available to determine whether a reserve should be established or if any existing reserve should be adjusted. The actual cost of resolving a claim or proceeding ultimately may be substantially different than the amount of the recorded reserve. In addition, because it is not permissible under GAAP to establish a litigation reserve until the loss is both probable and estimable, in some cases there may be insufficient time to establish a reserve prior to the actual incurrence of the loss (upon verdict and judgment at trial, for example, or in the case of a quickly negotiated settlement). We believe the resolution of routine legal matters and other claims incidental to our business, taking our reserves into account, will not have a material adverse effect on our business, financial condition or results from operations.

### *Lease Commitments*

We have operating leases for office facilities and equipment in New York and Wyoming, which expire at various dates through 2018. Due to the acquisition of the GSK Brands, we required additional office space and entered into a 5.5 year lease for a new office facility in New York, which began in the third quarter of fiscal 2013. In May 2012, we also entered into a three year office lease in Rogers, Arkansas. These amounts have been included in the schedule below.

The following summarizes future minimum lease payments for our operating leases as of September 30, 2013:

### *(In thousands)*

<b>Year Ending March 31,</b>	<b>Facilities</b>	<b>Equipment</b>	<b>Total</b>
2014 (Remaining six months ending March 31, 2014)	\$ 1,024	\$ 82	\$ 1,106
2015	1,049	136	1,185
2016	994	135	1,129
2017	1,023	68	1,091
2018	1,044	—	1,044
Thereafter	—	—	—
	<u>\$ 5,134</u>	<u>\$ 421</u>	<u>\$ 5,555</u>

Rent expense for each of the three months ended September 30, 2013 and 2012 was \$0.5 million and \$0.3 million, respectively, while rent expense for each of the six months ended September 30, 2013 and 2012 was \$0.8 million and \$0.6 million, respectively.

### *Purchase Commitments*

Effective November 1, 2009, we entered into a ten year supply agreement for the exclusive manufacture of a portion of one of our Household Cleaning products. Although we are committed under the supply agreement to pay the minimum amounts set forth in the table below, the total commitment is less than 10% of the estimated purchases that we expect to make during the course of the agreement.

### *(In thousands)*

<b>Year Ending March 31,</b>	<b>Amount</b>
2014 (Remaining six months ending March 31, 2014)	\$ 564
2015	1,105
2016	1,074
2017	1,044
2018	1,013
Thereafter	1,542
	<u>\$ 6,342</u>

## 18. Concentrations of Risk

Our revenues are concentrated in the areas of OTC Healthcare and Household Cleaning products. We sell our products to mass merchandisers, food and drug stores, and dollar and club stores. During the three and six months ended September 30, 2013, approximately 41.8% and 43.0%, respectively, of our total revenues were derived from our five top selling brands. During the three and six months ended September 30, 2012, approximately 40.3% and 41.3%, respectively, of our total revenues were derived from our five top selling brands. One customer, Walmart, accounted for more than 10% of our gross revenues for each of the periods presented. Walmart accounted for approximately 19.2% and 20.4%, respectively, of our gross revenues for the three and six months ended September 30, 2013, and approximately 16.3% and 18.1%, respectively, of our gross revenues for the three and six months ended September 30, 2012. At September 30, 2013, approximately 19.7% of accounts receivable were owed by the same customer.

We manage product distribution in the continental United States through a third-party distribution center in St. Louis, Missouri. A serious disruption, such as a flood or fire, to the main distribution center could damage our inventories and could materially impair our ability to distribute our products to customers in a timely manner or at a reasonable cost. We could incur significantly higher costs and experience longer lead times associated with the distribution of our products to our customers during the time that it takes us to reopen or replace our distribution center. As a result, any such disruption could have a material adverse effect on our business, sales and profitability.

At September 30, 2013, we had relationships with 50 third-party manufacturers. Of those, we had long-term contracts with 22 manufacturers that produced items that accounted for approximately 77.9% of gross sales for the six months ended September 30, 2013. At September 30, 2012, we had relationships with 61 third-party manufacturers. Of those, we had long-term contracts with 28 manufacturers that produced items that accounted for approximately 84.9% of gross sales for the six months ended September 30, 2012. The fact that we do not have long-term contracts with certain manufacturers means they could cease manufacturing our products at any time and for any reason or initiate arbitrary and costly price increases, which could have a material adverse effect on our business, financial condition and results from operations.

## 19. Business Segments

Segment information has been prepared in accordance with the Segment Reporting topic of the FASB ASC 280. Our current operating and reportable segments consist of (i) OTC Healthcare and (ii) Household Cleaning. There were no inter-segment sales or transfers during any of the periods presented. We evaluate the performance of our operating segments and allocate resources to them based primarily on contribution margin.

The tables below summarize information about our operating and reportable segments.

<i>(In thousands)</i>	Three Months Ended September 30, 2013			Six Months Ended September 30, 2013		
	OTC Healthcare	Household Cleaning	Consolidated	OTC Healthcare	Household Cleaning	Consolidated
Net sales	\$ 142,454	\$ 24,550	\$ 167,004	\$ 265,222	\$ 43,883	\$ 309,105
Other revenues	155	1,283	1,438	312	1,996	2,308
Total revenues	142,609	25,833	168,442	265,534	45,879	311,413
Cost of sales	55,325	18,398	73,723	100,336	32,875	133,211
Gross profit	87,284	7,435	94,719	165,198	13,004	178,202
Advertising and promotion	25,313	731	26,044	43,545	1,639	45,184
Contribution margin	<u>\$ 61,971</u>	<u>\$ 6,704</u>	68,675	<u>\$ 121,653</u>	<u>\$ 11,365</u>	133,018
Other operating expenses			14,913			29,815
Operating income			53,762			103,203
Other expense			16,439			32,344
Income before income taxes			37,323			70,859
Provision for income taxes			4,531			17,375
Net income			<u>\$ 32,792</u>			<u>\$ 53,484</u>

<i>(In thousands)</i>	Three Months Ended September 30, 2012			Six Months Ended September 30, 2012		
	OTC Healthcare	Household Cleaning	Consolidated	OTC Healthcare	Household Cleaning	Consolidated
Net sales	\$ 137,771	\$ 23,552	\$ 161,323	\$ 263,775	\$ 43,468	\$ 307,243
Other revenues	164	368	532	345	1,264	1,609
Total revenues	137,935	23,920	161,855	264,120	44,732	308,852
Cost of sales	53,469	17,841	71,310	100,868	33,835	134,703
Gross profit	84,466	6,079	90,545	163,252	10,897	174,149
Advertising and promotion	22,046	1,462	23,508	39,899	3,934	43,833
Contribution margin	<u>\$ 62,420</u>	<u>\$ 4,617</u>	67,037	<u>\$ 123,353</u>	<u>\$ 6,963</u>	130,316
Other operating expenses			15,881			35,327
Operating income			51,156			94,989
Other expense			19,660			39,508
Income before income taxes			31,496			55,481
Provision for income taxes			12,252			21,582
Net income			<u>\$ 19,244</u>			<u>\$ 33,899</u>



The table below summarizes information about our revenues from similar product groups.

<i>(In thousands)</i>	<b>Three Months Ended September 30,</b>		<b>Six Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Analgesics	\$ 30,508	\$ 26,106	\$ 58,731	\$ 53,781
Cough & Cold	33,636	32,969	55,218	56,773
Gastrointestinal	22,814	25,329	44,651	49,533
Eye & Ear Care	21,417	21,700	44,119	43,407
Dermatologicals	16,494	15,600	30,426	30,082
Oral Care	13,278	12,549	24,437	23,079
Other OTC	4,462	3,682	7,952	7,465
Total OTC Healthcare Segment	142,609	137,935	265,534	264,120
Household Cleaning Segment	25,833	23,920	45,879	44,732
Consolidated Total Revenues	\$ 168,442	\$ 161,855	\$ 311,413	\$ 308,852

During the three and six months ended September 30, 2013, approximately 86.9% and 87.8%, respectively, of our sales were made to customers in the United States, while during the three and six months ended September 30, 2012, approximately 89.3% and 90.3%, respectively, of our sales were made to customers in the United States. Other than the United States, no individual geographical area accounted for more than 10% of net sales in any of the periods presented. During the three and six months ended September 30, 2013, sales to Canada accounted for approximately 7.2% and 7.6%, respectively, of our total revenues, while during the three and six months ended September 30, 2012 approximately 8.1% and 7.3%, respectively, of our total revenue was attributable to sales to Canada.

At September 30, 2013, substantially all of our long-term assets were located in the United States and have been allocated to the operating segments as follows:

<i>(In thousands)</i>	<b>OTC Healthcare</b>	<b>Household Cleaning</b>	<b>Consolidated</b>
Goodwill	\$ 183,669	\$ 7,389	\$ 191,058
Intangible assets			
Indefinite-lived	1,154,255	119,820	1,274,075
Finite-lived	98,746	27,039	125,785
	1,253,001	146,859	1,399,860
	\$ 1,436,670	\$ 154,248	\$ 1,590,918

## 20. Condensed Consolidating Financial Statements

As described in Note 10, Prestige Brands Holdings, Inc., together with certain of our 100% owned subsidiaries, have fully and unconditionally guaranteed, on a joint and several basis, the obligations of Prestige Brands, Inc. (a 100% owned subsidiary of the Company) set forth in the indentures governing the 2012 Senior Notes and the 2010 Senior Notes, including, without limitation, the obligation to pay principal and interest with respect to the 2012 Senior Notes and the 2010 Senior Notes. The 100% owned subsidiaries of the Company that have guaranteed the 2012 Senior Notes and the 2010 Senior Notes are as follows: Prestige Personal Care Holdings, Inc., Prestige Personal Care, Inc., Prestige Services Corp., Prestige Brands Holdings, Inc. (a Virginia corporation), Prestige Brands International, Inc., Medtech Holdings, Inc., Medtech Products Inc., The Cutex Company, The Spic and Span Company, and Blacksmith Brands, Inc. (collectively, the "Subsidiary Guarantors"). A significant portion of our operating income and cash flow is generated by our subsidiaries. As a result, funds necessary to meet Prestige Brands, Inc.'s debt service obligations are provided in part by distributions or advances from our subsidiaries. Under certain circumstances, contractual and legal restrictions, as well as the financial condition and operating requirements of our subsidiaries, could limit Prestige Brands, Inc.'s ability to obtain cash from our subsidiaries for the purpose of meeting our debt service obligations, including the payment of principal and interest on the 2012 Senior Notes and the 2010 Senior Notes. Although holders of the 2012 Senior Notes and the 2010 Senior Notes will be direct creditors of the guarantors of the 2012 Senior Notes and the 2010 Senior Notes by virtue of the guarantees, we have indirect subsidiaries located primarily in the United Kingdom and in the Netherlands (collectively, the "Non-Guarantor Subsidiaries") that have not guaranteed the 2012 Senior Notes or the 2010 Senior

Notes, and such subsidiaries will not be obligated with respect to the 2012 Senior Notes or the 2010 Senior Notes. As a result, the claims of creditors of the Non-Guarantor Subsidiaries will effectively have priority with respect to the assets and earnings of such companies over the claims of the holders of the 2012 Senior Notes and the 2010 Senior Notes.

Presented below are supplemental Condensed Consolidating Balance Sheets as of September 30, 2013 and March 31, 2013, Condensed Consolidating Income and Comprehensive Income Statements for the three and six months ended September 30, 2013 and 2012, and Condensed Consolidating Statements of Cash Flows for the six months ended September 30, 2013 and 2012. Such consolidating information includes separate columns for:

- a) Prestige Brands Holdings, Inc., the parent,
- b) Prestige Brands, Inc., the issuer,
- c) Combined Subsidiary Guarantors,
- d) Combined Non-Guarantor Subsidiaries, and
- e) Elimination entries necessary to consolidate the Company and all of its subsidiaries.

The Condensed Consolidating Financial Statements are presented using the equity method of accounting for investments in our 100% owned subsidiaries. Under the equity method, the investments in subsidiaries are recorded at cost and adjusted for our share of the subsidiaries' cumulative results of operations, capital contributions, distributions and other equity changes. The elimination entries principally eliminate investments in subsidiaries and intercompany balances and transactions. The financial information in this note should be read in conjunction with the Consolidated Financial Statements presented and other notes related thereto contained in this Quarterly Report on Form 10-Q.

**Condensed Consolidating Statements of Income and Comprehensive Income**  
**Three Months Ended September 30, 2013**

<i>(In thousands)</i>	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues</b>						
Net sales	\$ —	\$ 25,391	\$ 134,164	\$ 7,449	\$ —	\$ 167,004
Other revenues	—	67	1,431	668	(728)	1,438
Total revenues	—	25,458	135,595	8,117	(728)	168,442
<b>Cost of Sales</b>						
Cost of sales (exclusive of depreciation shown below)	—	9,338	61,513	3,600	(728)	73,723
Gross profit	—	16,120	74,082	4,517	—	94,719
<b>Operating Expenses</b>						
Advertising and promotion	—	3,748	20,899	1,397	—	26,044
General and administrative	891	1,481	7,781	1,466	—	11,619
Depreciation and amortization	517	143	2,589	45	—	3,294
Total operating expenses	1,408	5,372	31,269	2,908	—	40,957
Operating income (loss)	(1,408)	10,748	42,813	1,609	—	53,762
<b>Other (income) expense</b>						
Interest income	(12,778)	(14,005)	(710)	(22)	27,490	(25)
Interest expense	8,687	16,464	18,093	710	(27,490)	16,464
Equity in income of subsidiaries	(30,922)	27,475	(1,189)	—	4,636	—
Total other (income) expense	(35,013)	29,934	16,194	688	4,636	16,439
Income before income taxes	33,605	(19,186)	26,619	921	(4,636)	37,323
Provision (benefit) for income taxes	813	922	3,064	(268)	—	4,531
Net income (loss)	\$ 32,792	\$ (20,108)	\$ 23,555	\$ 1,189	\$ (4,636)	\$ 32,792
<b>Comprehensive income, net of tax:</b>						
Currency translation adjustments	1,122	—	—	1,122	(1,122)	1,122
Total other comprehensive income (loss)	1,122	—	—	1,122	(1,122)	1,122
Comprehensive income (loss)	\$ 33,914	\$ (20,108)	\$ 23,555	\$ 2,311	\$ (5,758)	\$ 33,914

**Condensed Consolidating Statements of Income and Comprehensive Income**  
**Six Months Ended September 30, 2013**

<i>(In thousands)</i>	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues</b>						
Net sales	\$ —	\$ 49,650	\$ 250,783	\$ 8,672	\$ —	\$ 309,105
Other revenues	—	135	2,294	1,102	(1,223)	2,308
Total revenues	—	49,785	253,077	9,774	(1,223)	311,413
<b>Cost of Sales</b>						
Cost of sales (exclusive of depreciation shown below)	—	18,796	111,502	4,136	(1,223)	133,211
Gross profit	—	30,989	141,575	5,638	—	178,202
<b>Operating Expenses</b>						
Advertising and promotion	—	7,188	36,392	1,604	—	45,184
General and administrative	2,390	3,124	16,238	1,501	—	23,253
Depreciation and amortization	1,034	285	5,184	59	—	6,562
Total operating expenses	3,424	10,597	57,814	3,164	—	74,999
Operating income (loss)	(3,424)	20,392	83,761	2,474	—	103,203
<b>Other (income) expense</b>						
Interest income	(24,991)	(28,328)	(710)	(24)	54,025	(28)
Interest expense	17,294	32,372	36,021	710	(54,025)	32,372
Equity in income of subsidiaries	(50,777)	12,922	(1,868)	—	39,723	—
Total other (income) expense	(58,474)	16,966	33,443	686	39,723	32,344
Income before income taxes	55,050	3,426	50,318	1,788	(39,723)	70,859
Provision (benefit) for income taxes	1,566	4,009	11,880	(80)	—	17,375
Net income (loss)	\$ 53,484	\$ (583)	\$ 38,438	\$ 1,868	\$ (39,723)	\$ 53,484
<b>Comprehensive income, net of tax:</b>						
Currency translation adjustments	1,123	—	—	1,123	(1,123)	1,123
Total other comprehensive income (loss)	1,123	—	—	1,123	(1,123)	1,123
Comprehensive income (loss)	\$ 54,607	\$ (583)	\$ 38,438	\$ 2,991	\$ (40,846)	\$ 54,607

**Condensed Consolidating Statements of Income and Comprehensive Income**  
**Three Months Ended September 30, 2012**

<i>(In thousands)</i>	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues</b>						
Net sales	\$ —	\$ 26,727	\$ 133,277	\$ 1,319	\$ —	\$ 161,323
Other revenues	—	74	524	519	(585)	532
Total revenues	—	26,801	133,801	1,838	(585)	161,855
<b>Cost of Sales</b>						
Cost of sales (exclusive of depreciation shown below)	—	10,175	61,175	545	(585)	71,310
Gross profit	—	16,626	72,626	1,293	—	90,545
<b>Operating Expenses</b>						
Advertising and promotion	—	2,777	20,410	321	—	23,508
General and administrative	895	1,707	9,977	6	—	12,585
Depreciation and amortization	137	139	3,004	16	—	3,296
Total operating expenses	1,032	4,623	33,391	343	—	39,389
Operating income (loss)	(1,032)	12,003	39,235	950	—	51,156
<b>Other (income) expense</b>						
Interest income	(12,242)	(11,061)	—	(54)	23,354	(3)
Interest expense	8,746	28,410	5,861	—	(23,354)	19,663
Equity in income of subsidiaries	(17,738)	(20,995)	(780)	—	39,513	—
Total other (income) expense	(21,234)	(3,646)	5,081	(54)	39,513	19,660
Income before income taxes	20,202	15,649	34,154	1,004	(39,513)	31,496
Provision (benefit) for income taxes	958	(2,080)	12,983	391	—	12,252
Net income	\$ 19,244	\$ 17,729	\$ 21,171	\$ 613	\$ (39,513)	\$ 19,244
<b>Comprehensive income, net of tax:</b>						
Currency translation adjustments	66	—	—	66	(66)	66
Total other comprehensive income	66	—	—	66	(66)	66
Comprehensive income	\$ 19,310	\$ 17,729	\$ 21,171	\$ 679	\$ (39,579)	\$ 19,310

**Condensed Consolidating Statements of Income and Comprehensive Income**  
**Six Months Ended September 30, 2012**

<i>(In thousands)</i>	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues</b>						
Net sales	\$ —	\$ 49,949	\$ 254,934	\$ 2,360	\$ —	\$ 307,243
Other revenues	—	141	1,586	994	(1,112)	1,609
Total revenues	—	50,090	256,520	3,354	(1,112)	308,852
<b>Cost of Sales</b>						
Cost of sales (exclusive of depreciation shown below)	—	18,616	116,210	989	(1,112)	134,703
Gross profit	—	31,474	140,310	2,365	—	174,149
<b>Operating Expenses</b>						
Advertising and promotion	—	5,884	37,330	619	—	43,833
General and administrative	2,724	3,436	22,067	509	—	28,736
Depreciation and amortization	269	280	6,009	33	—	6,591
Total operating expenses	2,993	9,600	65,406	1,161	—	79,160
Operating income (loss)	(2,993)	21,874	74,904	1,204	—	94,989
<b>Other (income) expense</b>						
Interest income	(24,370)	(22,021)	—	(101)	46,487	(5)
Interest expense	17,412	56,926	11,662	—	(46,487)	39,513
Equity in income of subsidiaries	(31,476)	(40,873)	(913)	—	73,262	—
Total other (income) expense	(38,434)	(5,968)	10,749	(101)	73,262	39,508
Income before income taxes	35,441	27,842	64,155	1,305	(73,262)	55,481
Provision (benefit) for income taxes	1,542	(5,069)	24,601	508	—	21,582
Net income	\$ 33,899	\$ 32,911	\$ 39,554	\$ 797	\$ (73,262)	\$ 33,899
<b>Comprehensive income, net of tax:</b>						
Currency translation adjustments	24	—	—	24	(24)	24
Total other comprehensive income	24	—	—	24	(24)	24
Comprehensive income	\$ 33,923	\$ 32,911	\$ 39,554	\$ 821	\$ (73,286)	\$ 33,923

**Condensed Consolidating Balance Sheet**  
September 30, 2013

<i>(In thousands)</i>	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets</b>						
<b>Current assets</b>						
Cash and cash equivalents	\$ 23,668	\$ —	\$ —	\$ 3,165	\$ —	\$ 26,833
Accounts receivable, net	133	12,879	63,667	3,855	—	80,534
Inventories	—	13,139	45,401	3,395	—	61,935
Deferred income tax assets	232	885	5,310	—	—	6,427
Prepaid expenses and other current assets	2,286	240	4,396	411	(404)	6,929
<b>Total current assets</b>	<b>26,319</b>	<b>27,143</b>	<b>118,774</b>	<b>10,826</b>	<b>(404)</b>	<b>182,658</b>
Property and equipment, net	10,791	20	182	263	—	11,256
Goodwill	—	66,007	101,539	23,512	—	191,058
Intangible assets, net	—	193,128	1,174,410	32,322	—	1,399,860
Other long-term assets	—	23,244	—	—	—	23,244
Intercompany receivable	654,016	1,918,831	496,358	9,102	(3,078,307)	—
Investment in subsidiary	1,538,436	682,450	8,936	—	(2,229,822)	—
<b>Total Assets</b>	<b>\$ 2,229,562</b>	<b>\$ 2,910,823</b>	<b>\$ 1,900,199</b>	<b>\$ 76,025</b>	<b>\$ (5,308,533)</b>	<b>\$ 1,808,076</b>
<b>Liabilities and Stockholders' Equity</b>						
<b>Current liabilities</b>						
Accounts payable	\$ 2,084	\$ 9,304	\$ 36,222	\$ 4,247	\$ —	\$ 51,857
Accrued interest payable	—	13,951	—	—	—	13,951
Other accrued liabilities	6,476	1,804	13,096	2,329	(404)	23,301
<b>Total current liabilities</b>	<b>8,560</b>	<b>25,059</b>	<b>49,318</b>	<b>6,576</b>	<b>(404)</b>	<b>89,109</b>
<b>Long-term debt</b>						
Principal amount	—	985,000	—	—	—	985,000
Less unamortized discount	—	(6,302)	—	—	—	(6,302)
<b>Long-term debt, net of unamortized discount</b>	<b>—</b>	<b>978,698</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>978,698</b>
Deferred income tax liabilities	—	54,679	143,970	72	—	198,721
Long term liabilities	—	—	—	296	—	296
Intercompany payable	1,679,749	435,445	928,333	34,780	(3,078,307)	—
<b>Total Liabilities</b>	<b>1,688,309</b>	<b>1,493,881</b>	<b>1,121,621</b>	<b>41,724</b>	<b>(3,078,711)</b>	<b>1,266,824</b>
<b>Stockholders' Equity</b>						
Preferred share rights	283	—	—	—	—	283
Common stock	520	—	—	—	—	520
Additional paid-in capital	410,664	1,337,706	658,799	23,815	(2,020,320)	410,664
Treasury stock, at cost - 191 shares	(965)	—	—	—	—	(965)
Accumulated other comprehensive income, net of tax	1,019	—	—	1,019	(1,019)	1,019
Retained earnings (accumulated deficit)	129,731	79,236	119,780	9,467	(208,483)	129,731
<b>Total Stockholders' Equity</b>	<b>541,252</b>	<b>1,416,942</b>	<b>778,579</b>	<b>34,301</b>	<b>(2,229,822)</b>	<b>541,252</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 2,229,561</b>	<b>\$ 2,910,823</b>	<b>\$ 1,900,200</b>	<b>\$ 76,025</b>	<b>\$ (5,308,533)</b>	<b>\$ 1,808,076</b>

**Condensed Consolidating Balance Sheet**  
**March 31, 2013**

<i>(In thousands)</i>	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets</b>						
<b>Current assets</b>						
Cash and cash equivalents	\$ 14,720	\$ —	\$ —	\$ 950	\$ —	\$ 15,670
Accounts receivable, net	21	13,875	58,345	812	—	73,053
Inventories	—	11,164	48,474	563	—	60,201
Deferred income tax assets	218	855	5,276	—	—	6,349
Prepaid expenses and other current assets	4,942	93	3,609	256	—	8,900
<b>Total current assets</b>	<b>19,901</b>	<b>25,987</b>	<b>115,704</b>	<b>2,581</b>	<b>—</b>	<b>164,173</b>
Property and equipment, net	9,609	34	253	—	—	9,896
Goodwill	—	66,007	101,539	—	—	167,546
Intangible assets, net	—	193,396	1,179,524	320	—	1,373,240
Other long-term assets	—	24,944	—	—	—	24,944
Intercompany receivable	653,049	1,911,573	415,587	7,316	(2,987,525)	—
Investment in subsidiary	1,429,775	638,611	7,067	—	(2,075,453)	—
<b>Total Assets</b>	<b>\$ 2,112,334</b>	<b>\$ 2,860,552</b>	<b>\$ 1,819,674</b>	<b>\$ 10,217</b>	<b>\$ (5,062,978)</b>	<b>\$ 1,739,799</b>
<b>Liabilities and Stockholders' Equity</b>						
<b>Current liabilities</b>						
Accounts payable	\$ 2,601	\$ 10,600	\$ 37,695	\$ 480	\$ —	\$ 51,376
Accrued interest payable	—	13,894	—	—	—	13,894
Other accrued liabilities	12,694	1,684	16,107	913	—	31,398
<b>Total current liabilities</b>	<b>15,295</b>	<b>26,178</b>	<b>53,802</b>	<b>1,393</b>	<b>—</b>	<b>96,668</b>
<b>Long-term debt</b>						
Principal amount	—	978,000	—	—	—	978,000
Less unamortized discount	—	(7,100)	—	—	—	(7,100)
<b>Long-term debt, net of unamortized discount</b>	<b>—</b>	<b>970,900</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>970,900</b>
Deferred income tax liabilities	—	55,291	138,924	73	—	194,288
Intercompany payable	1,619,096	447,419	920,865	145	(2,987,525)	—
<b>Total Liabilities</b>	<b>1,634,391</b>	<b>1,499,788</b>	<b>1,113,591</b>	<b>1,611</b>	<b>(2,987,525)</b>	<b>1,261,856</b>
<b>Stockholders' Equity</b>						
Preferred share rights	283	—	—	—	—	283
Common stock	513	—	—	—	—	513
Additional paid-in capital	401,691	1,280,945	624,742	1,111	(1,906,798)	401,691
Treasury stock, at cost - 181 shares	(687)	—	—	—	—	(687)
Accumulated other comprehensive loss, net of tax	(104)	—	—	(104)	104	(104)
Retained earnings (accumulated deficit)	76,247	79,819	81,341	7,599	(168,759)	76,247
<b>Total Stockholders' Equity</b>	<b>477,943</b>	<b>1,360,764</b>	<b>706,083</b>	<b>8,606</b>	<b>(2,075,453)</b>	<b>477,943</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 2,112,334</b>	<b>\$ 2,860,552</b>	<b>\$ 1,819,674</b>	<b>\$ 10,217</b>	<b>\$ (5,062,978)</b>	<b>\$ 1,739,799</b>



**Condensed Consolidating Statement of Cash Flows**  
**Six Months Ended September 30, 2013**

<i>(In thousands)</i>	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Operating Activities</b>						
Net income (loss)	\$ 53,484	\$ (583)	\$ 38,438	\$ 1,868	\$ (39,723)	\$ 53,484
Adjustments to reconcile net income (loss) to net cash provided by operating activities:						
Depreciation and amortization	1,034	285	5,184	59	—	6,562
Deferred income taxes	(14)	(642)	5,012	(1)	—	4,355
Amortization of deferred financing costs	—	1,975	—	—	—	1,975
Stock-based compensation costs	2,487	—	—	—	—	2,487
Amortization of debt discount	—	798	—	—	—	798
Gain on sale of assets	—	—	(3)	—	—	(3)
Equity in income of subsidiaries	(50,777)	12,922	(1,868)	—	39,723	—
Changes in operating assets and liabilities, net of effects from acquisitions:						
Accounts receivable	(112)	996	(5,322)	(1,274)	—	(5,712)
Inventories	—	(1,975)	3,073	(277)	—	821
Prepaid expenses and other current assets	2,656	(147)	(787)	493	404	2,619
Accounts payable	(517)	(1,296)	(1,473)	2,161	—	(1,125)
Accrued liabilities	(6,218)	177	(3,011)	(1,207)	(404)	(10,663)
Net cash provided by operating activities	2,023	12,510	39,243	1,822	—	55,598
<b>Investing Activities</b>						
Purchases of property and equipment	(2,216)	—	—	(103)	—	(2,319)
Proceeds from the sale of property and equipment	—	—	3	—	—	3
Acquisition of Care Pharmaceuticals, less cash acquired	—	—	—	(55,215)	—	(55,215)
Intercompany activity, net	—	(55,215)	—	55,215	—	—
Net cash provided by (used in) investing activities	(2,216)	(55,215)	3	(103)	—	(57,531)
<b>Financing Activities</b>						
Repayments of long-term debt	—	(7,500)	—	—	—	(7,500)
Repayments under revolving credit agreement	—	(35,500)	—	—	—	(35,500)
Borrowings under revolving credit agreement	—	50,000	—	—	—	50,000
Payment of deferred financing costs	—	(275)	—	—	—	(275)
Proceeds from exercise of stock options	5,143	—	—	—	—	5,143
Excess tax benefits from share-based awards	1,350	—	—	—	—	1,350
Shares surrendered as payment of tax withholding	(278)	—	—	—	—	(278)
Intercompany activity, net	2,926	35,980	(39,246)	340	—	—
Net cash provided by (used in) financing activities	9,141	42,705	(39,246)	340	—	12,940
Effect of exchange rate changes on cash and cash equivalents						
	—	—	—	156	—	156
Increase in cash and cash equivalents	8,948	—	—	2,215	—	11,163
Cash - beginning of period	14,720	—	—	950	—	15,670
Cash - end of period	\$ 23,668	\$ —	\$ —	\$ 3,165	\$ —	\$ 26,833

**Condensed Consolidating Statement of Cash Flows**  
**Six Months Ended September 30, 2012**

<i>(In thousands)</i>	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Operating Activities</b>						
Net income (loss)	\$ 33,899	\$ 32,911	\$ 39,554	\$ 797	\$ (73,262)	\$ 33,899
Adjustments to reconcile net income (loss) to net cash provided by operating activities:						
Depreciation and amortization	269	280	6,009	33	—	6,591
Deferred income taxes	109	1,676	10,612	(6)	—	12,391
Amortization of deferred financing costs	—	2,060	—	—	—	2,060
Stock-based compensation costs	1,973	—	—	—	—	1,973
Lease termination costs	975	—	—	—	—	975
Amortization of debt discount	—	812	—	—	—	812
Loss on disposal of equipment	30	—	21	—	—	51
Equity in income of subsidiaries	(31,476)	(40,873)	(913)	—	73,262	—
Changes in operating assets and liabilities, net of effects from acquisitions:						
Accounts receivable	(117)	(1,935)	(21,910)	(568)	—	(24,530)
Inventories	—	205	(3,319)	210	—	(2,904)
Prepaid expenses and other current assets	6,259	(48)	(980)	325	—	5,556
Accounts payable	(2,394)	2,759	14,109	676	—	15,150
Accrued liabilities	(2,516)	424	10,229	213	—	8,350
Net cash provided by (used in) operating activities	7,011	(1,729)	53,412	1,680	—	60,374
<b>Investing Activities</b>						
Purchases of property and equipment	(5,266)	—	—	—	—	(5,266)
Proceeds from sale of property and equipment	—	—	15	—	—	15
Acquisition of GSK purchase price adjustments	—	—	(226)	—	—	(226)
Intercompany activity, net	(226)	—	226	—	—	—
Net cash provided by (used in) investing activities	(5,492)	—	15	—	—	(5,477)
<b>Financing Activities</b>						
Repayment of long-term debt	—	(70,000)	—	—	—	(70,000)
Repayments under revolving credit agreement	—	(8,000)	—	—	—	(8,000)
Borrowings under revolving credit agreement	—	33,000	—	—	—	33,000
Proceeds from exercise of stock options	80	—	—	—	—	80
Intercompany activity, net	7,902	46,729	(53,427)	(1,204)	—	—
Net cash provided by (used in) financing activities	7,982	1,729	(53,427)	(1,204)	—	(44,920)
Effect of exchange rate changes on cash and cash equivalents	—	—	—	14	—	14
Increase in cash and cash equivalents	9,501	—	—	490	—	9,991
Cash - beginning of period	18,221	—	—	794	—	19,015
Cash - end of period	\$ 27,722	\$ —	\$ —	\$ 1,284	\$ —	\$ 29,006

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read together with the Consolidated Financial Statements and the related notes included in this Quarterly Report on Form 10-Q, as well as our Annual Report on Form 10-K for the fiscal year ended March 31, 2013. This discussion and analysis may contain forward-looking statements that involve certain risks, assumptions and uncertainties. Future results could differ materially from the discussion that follows for many reasons, including the factors described in Part I, Item 1A., "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013, as well as those described in Part II, Item 1A., "Risk Factors" in this Quarterly Report on Form 10-Q and in future reports filed with the Securities and Exchange Commission (the "SEC").

See also "Cautionary Statement Regarding Forward-Looking Statements" on page 53 of this Quarterly Report on Form 10-Q.

### General

We are engaged in the marketing, sales and distribution of brand name over-the-counter ("OTC") healthcare and household cleaning products to mass merchandisers, drug stores, supermarkets, club, convenience, and dollar stores in the United States and Canada and in certain other international markets. We use the strength of our brands, our established retail distribution network, a low-cost operating model and our experienced management team to grow our presence in these categories and, as a result, grow our sales and profits.

We have grown our product portfolio both organically and through acquisitions. We develop our core brands by investing in new product lines, brand extensions and providing advertising support. Acquisitions of OTC brands have also been an important part of our growth strategy. We have acquired well-recognized brands from consumer products and pharmaceutical companies. While many of these brands have long histories of brand development and investment, we believe that, at the time we acquired them, most were considered "non-core" by their previous owners. As a result, these acquired brands did not benefit from adequate management focus and marketing support during the period prior to their acquisition, which created significant opportunities for us to reinvigorate these brands and improve their performance post-acquisition. After adding a brand to our portfolio, we seek to increase its sales, market share and distribution in both existing and new channels through our established retail distribution network. This is achieved through increased spending on advertising and promotional support, new sales and marketing strategies, improved packaging and formulations and innovative development of brand extensions.

### Acquisitions and Divestitures

#### *Acquisition of Care Pharmaceuticals Pty Ltd.*

On July 1, 2013, we completed the acquisition of Care Pharmaceuticals Pty Ltd. ("Care"), which was funded through a combination of our existing senior secured credit facility and cash on hand.

The Care brands include the *Fess* line of cold/allergy and saline nasal health products, which is the leading saline spray for both adults and children in Australia. Other key brands include *Painstop* analgesic, *Rectogesic* for rectal discomfort, and the *Fab* line of nutritional supplements. Care also carries a line of brands for children including *Little Allergies*, *Little Eyes*, and *Little Cough*. The brands acquired are complementary to our existing OTC Healthcare portfolio.

This acquisition was accounted for in accordance with the Business Combinations topic of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 805, which requires that the total cost of an acquisition be allocated to the tangible and intangible assets acquired and liabilities assumed based upon their respective fair values at the date of acquisition.

We prepared a preliminary analysis of the fair values of the assets acquired and liabilities assumed as of the date of acquisition. The following table summarizes our preliminary allocation of the assets acquired and liabilities assumed as of the July 1, 2013 acquisition date.

<i>(In thousands)</i>	<b>July 1, 2013</b>
Cash acquired	\$ 1,546
Accounts receivable, net	1,658
Inventories	2,465
Prepays and other current assets	647
Property, plant and equipment, net	163
Goodwill	23,122
Intangible assets	31,502
<b>Total assets acquired</b>	<b>61,103</b>
Accounts payable	1,537
Accrued expenses	2,505
Other long term liabilities	300
<b>Total liabilities assumed</b>	<b>4,342</b>
<b>Net assets acquired</b>	<b>\$ 56,761</b>

Based on this analysis, we allocated \$29.8 million to non-amortizable intangible assets and \$1.7 million to amortizable intangible assets. We are amortizing the purchased amortizable intangible assets on a straight-line basis over an estimated weighted average useful life of 15.1 years. The weighted average remaining life for amortizable intangible assets at September 30, 2013 was 14.9 years.

We also recorded goodwill of \$23.1 million based on the amount by which the purchase price exceeded the fair value of the net assets acquired. The full amount of goodwill is deductible for income tax purposes.

The pro-forma effect of this acquisition on revenues and earnings was not material.

#### **Acquisition of certain OTC Brands from GlaxoSmithKline**

On December 20, 2011, we entered into two separate agreements with GlaxoSmithKline plc ("GSK") to acquire a total of 17 North American OTC healthcare brands (the "GSK Brands") for \$660.0 million in cash (the "GSK Agreement").

On January 31, 2012, we completed, subject to a post-closing inventory and apportionment adjustment, as defined in the GSK agreement, the acquisition of 15 North American OTC healthcare brands previously owned by GSK and its affiliates (the "GSK Brands I") for \$615.0 million in cash, including the related contracts, trademarks and inventory. The GSK Brands I include, among other brands, *BC*, *Goody's* and *Ecotrin* brands of pain relievers; *Beano*, *Gaviscon*, *Phazyme*, *Tagamet* and *Fiber Choice* gastrointestinal brands; and the *Sominex* sleep aid brand.

On March 30, 2012, we completed, subject to a post-closing inventory and apportionment adjustment, as defined in the GSK Agreement, the acquisition of the *Debrox* and *Gly-Oxide* brands (the "GSK Brands II") in the United States for \$45.0 million in cash, including the related contracts, trademarks and inventory.

Both the GSK Brands I and GSK Brands II are complementary to our existing OTC Healthcare portfolio.

These acquisitions were accounted for in accordance with the Business Combinations topic of the FASB ASC, which requires that the total cost of an acquisition be allocated to the tangible and intangible assets acquired and liabilities assumed based upon their respective fair values at the date of acquisition.

The purchase price of the GSK Brands I and GSK Brands II was funded by cash provided by the issuance of long-term debt and additional bank borrowings, which are discussed further in Note 10 to the Consolidated Financial Statements in this Quarterly Report on Form 10-Q. In April 2012, we received the post-closing inventory and apportionment adjustments, which required us to pay an additional \$2.8 million to GSK, and in May 2012 we received a revised post-closing inventory and apportionment adjustment, which required us to pay an additional \$0.2 million, for a total of \$3.0 million, to GSK.

Concurrent with the closing of the GSK Brands I transaction, we entered into a Transitional Services Agreement with GSK (the "TSA"), whereby GSK provided us with various services, including marketing, operations, finance and other services, from the GSK Brands I acquisition date primarily through June 30, 2012, with additional finance support through August 31, 2012. As part of the TSA, GSK, among other things, shipped products, invoiced customers, collected from customers and paid certain vendors on our behalf. Our initial costs under the TSA were approximately \$2.5 million per month for the length of the agreement and were reduced during the service period as we removed certain services and transitioned those processes to us. For the three months ended June 30, 2012, we incurred \$6.8 million in TSA costs. Pursuant to the TSA, we received on a monthly basis the amount owed to us for revenues and expenses, net of GSK's TSA fees and inventory that GSK purchased on our behalf.

The allocation of the purchase price to assets acquired under the GSK Agreement is based on a valuation we performed to determine the fair value of such assets as of the acquisition date. The following table summarizes our allocation of the \$663.0 million purchase price to the assets we acquired at the GSK Brands acquisition dates:

<i>(In thousands)</i>	<b>GSK Brands I (January 31, 2012)</b>	<b>GSK Brands II (March 30, 2012)</b>	<b>Total</b>
Inventory	\$ 14,820	\$ 250	\$ 15,070
Prepaid expenses	3,575	—	3,575
Trade names	542,892	81,257	624,149
Goodwill	17,401	2,831	20,232
Total purchase price	<u>\$ 578,688</u>	<u>\$ 84,338</u>	<u>\$ 663,026</u>

We recorded goodwill based on the amount by which the purchase price exceeded the fair value of assets acquired. The amount of goodwill deductible for tax purposes is \$20.2 million.

The fair value of the trade names is comprised of \$556.9 million of non-amortizable intangible assets and \$67.2 million of amortizable intangible assets. We are amortizing the purchased amortizable intangible assets on a straight-line basis over an estimated weighted average useful life of 19.3 years. The weighted average remaining life for amortizable intangible assets at September 30, 2013 was 17.5 years.

The operating results of the GSK Brands I have been included in our Consolidated Financial Statements from February 1, 2012, while the operating results of the GSK Brands II are included in our Consolidated Financial Statements beginning April 1, 2012.

#### **Sale of the Phazyme Brand**

On October 31, 2012, we divested the *Phazyme* gas treatment brand, which was a non-core OTC brand that we acquired from GSK in January 2012. We received \$21.7 million from the divestiture on October 31, 2012 and the remaining \$0.6 million on January 4, 2013. The proceeds were used to repay debt. No significant gain or loss was recorded as a result of the sale.

Concurrent with the completion of the sale of the *Phazyme* brand, we entered into a Transitional Services Agreement with the buyer (the "Phazyme TSA"), whereby we agreed to provide the buyer with various services including: marketing, operations, finance and other services from the acquisition date primarily through January 31, 2013, with an option for additional support for the Canadian portion of that business through October 31, 2013, at the buyer's discretion. All Phazyme United States TSA services ended, as agreed, on January 31, 2013. The buyer elected to extend the Canadian portion of the TSA services and terminate support on October 31, 2013.

The following table presents the assets sold at October 31, 2012 related to the *Phazyme* brand:

<i>(In thousands)</i>	<b>October 31, 2012</b>
<b>Components of assets sold:</b>	
Inventory	\$ 220
Prepaid expenses	100
Trade names	15,604
Goodwill	6,382

### Three Months Ended September 30, 2013 compared to the Three Months Ended September 30, 2012

#### Revenues

#### Three Months Ended September 30,

Revenues	2013		2012		Increase (Decrease)	
	\$	%	\$	%	\$	%
Analgesics	30,508	18.1	26,106	16.1	4,402	16.9
Cough & Cold	33,636	20.0	32,969	20.4	667	2.0
Gastrointestinal	22,814	13.5	25,329	15.6	(2,515)	(9.9)
Eye & Ear Care	21,417	12.7	21,700	13.4	(283)	(1.3)
Dermatologicals	16,494	9.8	15,600	9.6	894	5.7
Oral Care	13,278	7.9	12,549	7.8	729	5.8
Other OTC	4,462	2.6	3,682	2.3	780	21.2
<b>Total OTC Healthcare Revenues</b>	<b>142,609</b>	<b>84.7</b>	<b>137,935</b>	<b>85.2</b>	<b>4,674</b>	<b>3.4</b>
Household Cleaning	25,833	15.3	23,920	14.8	1,913	8.0
<b>Consolidated Total Revenues</b>	<b>\$ 168,442</b>	<b>100.0</b>	<b>\$ 161,855</b>	<b>100.0</b>	<b>\$ 6,587</b>	<b>4.1</b>

Revenues for the three months ended September 30, 2013 were \$168.4 million, an increase of \$6.6 million, or 4.1%, versus the three months ended September 30, 2012. The increase reflects the effects of the acquisition of the Care products on revenue this year as well as increased sales volume due to the launch of new products in analgesics, offset partly by the effects of the divestiture of *Phazyme* and the return to the market of competitive products that had been recalled. Revenues from customers outside of North America, which represent 5.9% of total revenues for the quarter ended September 30, 2013, increased by \$5.7 million, or 130.5%, during the three months ended September 30, 2013 compared to the three months ended September 30, 2012. The increase in international sales was primarily attributed to inclusion of the acquired Care products.

#### OTC Healthcare Segment

Revenues for the OTC Healthcare segment increased \$4.7 million, or 3.4%, during the three months ended September 30, 2013 versus the three months ended September 30, 2012. This increase was primarily due to an increase in revenue in the analgesic product group, which reflected new product launches for *BC* and *Goody's*, and revenue for the new *Painstop* analgesic. Additionally, there was a significant increase in revenue in the other OTC segment due to the inclusion of products from the Care acquisition, including the *Fab* line of nutritional supplements. These increases were partially offset by a decrease in the sales revenue in the gastrointestinal product group primarily due to decreases in *Beano*, which was impacted by the introduction of private label products, and *Gaviscon*, as well as the effects of the divestiture of *Phazyme*. Revenues were also impacted by the inclusion of the *Fess* line of cold/allergy and saline nasal health products, offset by decreases in sales volumes in the *Pediacare* and *Little Remedies* brands, due to the return to the market of competitive products that had been recalled.

#### Household Cleaning Segment

Revenues for the Household Cleaning segment increased by \$1.9 million, or 8.0%, during the three months ended September 30, 2013 versus the three months ended September 30, 2012 due to increased sales volume across all of our Household Cleaning brands.

#### Cost of Sales

#### Three Months Ended September 30,

Cost of Sales	2013		2012		Increase (Decrease)	
	\$	%	\$	%	\$	%
OTC Healthcare	55,325	38.8	53,469	38.8	1,856	3.5
Household Cleaning	18,398	71.2	17,841	74.6	557	3.1
	<b>\$ 73,723</b>	<b>43.8</b>	<b>\$ 71,310</b>	<b>44.1</b>	<b>\$ 2,413</b>	<b>3.4</b>

Cost of sales increased \$2.4 million, or 3.4% during the three months ended September 30, 2013 versus the three months ended September 30, 2012. As a percentage of total revenue, cost of sales decreased to 43.8% in the three months ended September 30, 2013 from 44.1% in the three months ended September 30, 2012. The decrease in cost of sales as a percentage of revenues was primarily due to lower promotional spending in the quarter ended September 30, 2013, resulting in a higher net revenue relative to product cost. The decrease was also due to reductions in product costs, attributed to sourcing activities, and a favorable product

mix relative to the acquired Care brands, offset by the one-time adjustment of \$0.6 million for acquisition costs for the Care inventory.

#### **OTC Healthcare Segment**

Cost of sales for the OTC Healthcare segment increased \$1.9 million, or 3.5%, during the three months ended September 30, 2013 versus the three months ended September 30, 2012. As a percentage of OTC Healthcare revenues, cost of sales in the OTC Healthcare segment remained at 38.8% during the three months ended September 30, 2013 and September 30, 2012.

#### **Household Cleaning Segment**

Cost of sales for the Household Cleaning segment increased \$0.6 million, or 3.1%, during the three months ended September 30, 2013 versus the three months ended September 30, 2012. As a percentage of Household Cleaning revenues, cost of sales decreased from 74.6% during the three months ended September 30, 2012 to 71.2% during the three months ended September 30, 2013. The decrease in the cost of sales as a percentage of revenues was the result of lower sales promotional spending and reductions in product costs due to sourcing activities.

#### **Gross Profit**

##### **Three Months Ended September 30,**

<b>Gross Profit</b>	<b>2013</b>	<b>%</b>	<b>2012</b>	<b>%</b>	<b>Increase (Decrease)</b>	<b>%</b>
OTC Healthcare	\$ 87,284	61.2	\$ 84,466	61.2	\$ 2,818	3.3
Household Cleaning	7,435	28.8	6,079	25.4	1,356	22.3
	<u>\$ 94,719</u>	<u>56.2</u>	<u>\$ 90,545</u>	<u>55.9</u>	<u>\$ 4,174</u>	<u>4.6</u>

Gross profit for the three months ended September 30, 2013 increased \$4.2 million, or 4.6%, when compared with the three months ended September 30, 2012. As a percentage of total revenues, gross profit increased from 55.9% in the three months ended September 30, 2012 to 56.2% in the three months ended September 30, 2013. The increase in gross profit percentage was primarily due to lower promotional spending in the quarter ended September 30, 2013, resulting in a higher net revenue relative to product cost. The increase was also due to reductions in product costs, attributed to sourcing activities, and a favorable product mix relative to the acquired Care brands, offset by the one-time adjustment for acquisition costs for the Care inventory.

#### **OTC Healthcare Segment**

Gross profit for the OTC Healthcare segment increased \$2.8 million, or 3.3%, during the three months ended September 30, 2013 versus the three months ended September 30, 2012. As a percentage of OTC Healthcare revenues, gross profit remained at 61.2% during the three months ended September 30, 2013 and September 30, 2012. The increase in gross profit was primarily the result of the acquisition of Care products, the effects of the divestiture of *Phazyme* and the changes in cost of sales discussed above.

#### **Household Cleaning Segment**

Gross profit for the Household Cleaning segment increased by \$1.4 million, or 22.3%, during the three months ended September 30, 2013 versus the three months ended September 30, 2012. As a percentage of Household Cleaning revenue, gross profit increased from 25.4% during the three months ended September 30, 2012 to 28.8% during the three months ended September 30, 2013. The increase in gross profit was primarily the result of increased sales volume and lower promotional spending.

#### **Contribution Margin**

##### **Three Months Ended September 30,**

<b>Contribution Margin</b>	<b>2013</b>	<b>%</b>	<b>2012</b>	<b>%</b>	<b>Increase (Decrease)</b>	<b>%</b>
OTC Healthcare	\$ 61,971	43.5	\$ 62,420	45.3	\$ (449)	(0.7)
Household Cleaning	6,704	26.0	4,617	19.3	2,087	45.2
	<u>\$ 68,675</u>	<u>40.8</u>	<u>\$ 67,037</u>	<u>41.4</u>	<u>\$ 1,638</u>	<u>2.4</u>

Contribution margin, a non-GAAP financial measure used as a primary measure for evaluating segment performance, which is defined as gross profit less advertising and promotional expenses, increased \$1.6 million, or 2.4%, during the three months ended September 30, 2013 versus the three months ended September 30, 2012. The contribution margin increase was primarily the result of the Care acquisition and the higher gross profit discussed above. This increase was partially offset by the effects of the divestiture of *Phazyme* and higher advertising and promotional spending for new product launches.

**OTC Healthcare Segment**

Contribution margin for the OTC Healthcare segment decreased \$0.4 million, or 0.7%, during the three months ended September 30, 2013 versus the three months ended September 30, 2012. The contribution margin decrease was primarily the result of the effects of the divestiture of *Phazyme* and slightly higher advertising and promotional spending partially offset by the higher gross profit percent. Advertising and promotional spending increased \$3.3 million, or 14.8%, due primarily to *BC* and *Goody's* new product launches.

**Household Cleaning Segment**

Contribution margin for the Household Cleaning segment increased \$2.1 million, or 45.2%, during the three months ended September 30, 2013 versus the three months ended September 30, 2012. The contribution margin increase was the result of the increased gross profit as a percentage of revenues and lower advertising and promotional spending.

**General and Administrative**

General and administrative expenses were \$11.6 million for the three months ended September 30, 2013 versus \$12.6 million for the three months ended September 30, 2012. The decrease in general and administrative expenses was primarily due to a reduction of bonuses of \$1.8 million primarily related to lower payments against our prior year end bonus accruals, a lease termination charge of \$1.0 million associated with our office relocation and \$0.6 million in warehouse relocation costs incurred in the prior year period. This decrease was partially offset by an increase in salaries and benefits of \$1.3 million, corporate events and conventions of \$0.3 million, higher technology costs of \$0.3 million incurred due to a new ERP system implementation and \$0.3 million of costs associated with employee recruiting and relocation.

**Depreciation and Amortization**

Depreciation and amortization expense was \$3.3 million for both the three months ended September 30, 2013 and September 30, 2012. We expect depreciation and amortization to increase in the latter half of the year as a result of a new ERP system implementation.

**Interest Expense**

Net interest expense was \$16.5 million during the three months ended September 30, 2013 versus \$19.7 million during the three months ended September 30, 2012. The decrease in interest expense was primarily the result of a lower level of indebtedness outstanding resulting from significant payments made on our 2012 Term Loan in 2013 as well as reduced borrowing rates primarily resulting from the amendment of our 2012 Term Loan completed in February 2013. The average cost of borrowing decreased to 6.7% for the three months ended September 30, 2013 from 7.2% for the three months ended September 30, 2012, which is attributed to refinancing of debt in February 2013. The average indebtedness outstanding decreased from \$1,095.0 million during the three months ended September 30, 2012 to \$988.3 million during the three months ended September 30, 2013. The decrease in the average indebtedness outstanding is the result of the significant payments made on the 2012 Term Loan, which resulted in lower outstanding debt.

**Income Taxes**

The provision for income taxes during the three months ended September 30, 2013 was \$4.5 million versus \$12.3 million during the three months ended September 30, 2012. The effective tax rate during the three months ended September 30, 2013 was 12.1% versus 38.9% during the three months ended September 30, 2012. The decrease in the effective tax rate was primarily due to a one-time tax benefit of \$9.1 million to adjust our current and deferred tax balances for lower state income taxes. This benefit was primarily related to a recent law change in the state where we have our major distribution center to tax earnings attributed to in-state revenues only. The estimated effective tax rate for the remaining quarters of the fiscal year ending March 31, 2014 is expected to be 36.2%, which is lower than our previously expected rate of 38.3%, primarily due to the lower state taxes and lower Australian taxes.



## Six Months Ended September 30, 2013 compared to the Six Months Ended September 30, 2012

### Revenues

#### Six Months Ended September 30,

Revenues	2013		2012		Increase (Decrease)	
	\$	%	\$	%	\$	%
Analgesics	58,731	18.9	53,781	17.4	4,950	9.2
Cough & Cold	55,218	17.7	56,773	18.4	(1,555)	(2.7)
Gastrointestinal	44,651	14.3	49,533	16.0	(4,882)	(9.9)
Eye & Ear Care	44,119	14.2	43,407	14.1	712	1.6
Dermatologicals	30,426	9.8	30,082	9.7	344	1.1
Oral Care	24,437	7.8	23,079	7.5	1,358	5.9
Other OTC	7,952	2.6	7,465	2.4	487	6.5
<b>Total OTC Healthcare Revenues</b>	<b>265,534</b>	<b>85.3</b>	<b>264,120</b>	<b>85.5</b>	<b>1,414</b>	<b>0.5</b>
Household Cleaning	45,879	14.7	44,732	14.5	1,147	2.6
<b>Consolidated Total Revenues</b>	<b>\$ 311,413</b>	<b>100.0</b>	<b>\$ 308,852</b>	<b>100.0</b>	<b>\$ 2,561</b>	<b>0.8</b>

Revenues for the six months ended September 30, 2013 were \$311.4 million, an increase of \$2.6 million, or 0.8%, versus the six months ended September 30, 2012. The increase in revenues reflects the effects of the acquisition of the Care products on revenue this year as well as increased sales volume due to the launch of new products in analgesics, offset partly by the effects of the divestiture of *Phazyme* and the return to the market of competitive products that had been recalled. Revenues from customers outside of North America, which represent 4.6% of total revenues for the six months ended September 30, 2013, increased by \$6.5 million, or 84.8%, during the six months ended September 30, 2013 compared to the six months ended September 30, 2012. The increase in international sales was largely attributed to the inclusion of the acquired Care products.

#### OTC Healthcare Segment

Revenues for the OTC Healthcare segment increased \$1.4 million, or 0.5%, during the six months ended September 30, 2013 versus the six months ended September 30, 2012. This increase was largely caused by an increase in revenue in the analgesic product group, reflecting new product launches for *BC* and *Goody's*. The oral care product group also contributed to the increase in sales with increased sales volume across the board for all brands in the product group. These increases were partly offset by a decrease in the gastrointestinal product group, reflecting lower sales volume for *Beano*, which was impacted by the introduction of private label products, as well as the effects of the divestiture of *Phazyme*. Additionally, revenue in the cough and cold product group decreased due to the return to the market of competitive products that had been recalled which resulted in significant decreases in revenue for the *Pediacare* and *Little Remedies* brands, offset partly by the inclusion of the *Fess* line of cold/allergy products.

#### Household Cleaning Segment

Revenues for the Household Cleaning segment increased by \$1.1 million, or 2.6%, during the six months ended September 30, 2013 versus the six months ended September 30, 2012 due to increased sales volume across all of our Household Cleaning brands which was related to the timing of customer related promotional programs.

### Cost of Sales

#### Six Months Ended September 30,

Cost of Sales	2013		2012		Increase (Decrease)	
	\$	%	\$	%	\$	%
OTC Healthcare	100,336	37.8	100,868	38.2	(532)	(0.5)
Household Cleaning	32,875	71.7	33,835	75.6	(960)	(2.8)
	<b>\$ 133,211</b>	<b>42.8</b>	<b>\$ 134,703</b>	<b>43.6</b>	<b>\$ (1,492)</b>	<b>(1.1)</b>

Cost of sales decreased \$1.5 million, or 1.1%, during the six months ended September 30, 2013 versus the six months ended September 30, 2012. As a percentage of total revenue, cost of sales decreased to 42.8% in the six months ended September 30, 2013 from 43.6% in the six months ended September 30, 2012. The decrease in cost of sales as a percentage of revenues was primarily due to lower promotional spending in the quarter ended September 30, 2013, resulting in a higher net revenue relative

to product cost. The decrease was also due to reductions in product costs, attributed to sourcing activities, and a favorable product mix relative to the acquired Care brands, offset by the one-time adjustment for acquisition costs for the Care inventory.

#### **OTC Healthcare Segment**

Cost of sales for the OTC Healthcare segment decreased \$0.5 million, or 0.5%, during the six months ended September 30, 2013 versus the six months ended September 30, 2012. As a percentage of OTC Healthcare revenues, cost of sales in the OTC Healthcare segment decreased from 38.2% during the six months ended September 30, 2012 to 37.8% during the six months ended September 30, 2013. The decrease in cost of sales as a percentage of revenues was primarily attributable to reductions in product costs due to sourcing activities and a favorable product mix relative to the acquired Care brands, offset by the one-time adjustment for acquisition costs for the Care inventory.

#### **Household Cleaning Segment**

Cost of sales for the Household Cleaning segment decreased \$1.0 million, or 2.8%, during the six months ended September 30, 2013 versus the six months ended September 30, 2012. As a percentage of Household Cleaning revenues, cost of sales decreased from 75.6% during the six months ended September 30, 2012 to 71.7% during the six months ended September 30, 2013. The decrease in the cost of sales as a percentage of revenues was the result of lower sales promotional spending which resulted in a higher net revenue relative to product cost.

#### **Gross Profit**

Gross Profit	Six Months Ended September 30,					
	2013	%	2012	%	Increase (Decrease)	%
OTC Healthcare	\$ 165,198	62.2	\$ 163,252	61.8	\$ 1,946	1.2
Household Cleaning	13,004	28.3	10,897	24.4	2,107	19.3
	<u>\$ 178,202</u>	<u>57.2</u>	<u>\$ 174,149</u>	<u>56.4</u>	<u>\$ 4,053</u>	<u>2.3</u>

Gross profit for the six months ended September 30, 2013 increased \$4.1 million, or 2.3%, when compared with the six months ended September 30, 2012. As a percentage of total revenues, gross profit increased from 56.4% in the six months ended September 30, 2012 to 57.2% in the six months ended September 30, 2013. The higher gross profit percentage was primarily the result of the decrease in promotion spending in the six months ended September 30, 2013, resulting in a higher net revenue relative to product cost. The increase was also attributable to reductions in product costs due to sourcing activities and a favorable product mix relative to the acquired Care brands, offset by the one-time adjustment for acquisition costs for the Care inventory.

#### **OTC Healthcare Segment**

Gross profit for the OTC Healthcare segment increased \$1.9 million, or 1.2%, during the six months ended September 30, 2013 versus the six months ended September 30, 2012. As a percentage of OTC Healthcare revenues, gross profit increased from 61.8% during the six months ended September 30, 2012 to 62.2% during the six months ended September 30, 2013. The higher gross profit percentage reflects lower promotional spending detailed in the cost of sales section above.

#### **Household Cleaning Segment**

Gross profit for the Household Cleaning segment increased by \$2.1 million, or 19.3%, during the six months ended September 30, 2013 versus the six months ended September 30, 2012. As a percentage of Household Cleaning revenue, gross profit increased from 24.4% during the six months ended September 30, 2012 to 28.3% during the six months ended September 30, 2013. The increase in gross profit was primarily the result of the lower promotional spending, which resulted in a higher net revenue relative to product cost.

#### **Contribution Margin**

Contribution Margin	Six Months Ended September 30,					
	2013	%	2012	%	Increase (Decrease)	%
OTC Healthcare	\$ 121,653	45.8	\$ 123,353	46.7	\$ (1,700)	(1.4)
Household Cleaning	11,365	24.8	6,963	15.6	4,402	63.2
	<u>\$ 133,018</u>	<u>42.7</u>	<u>\$ 130,316</u>	<u>42.2</u>	<u>\$ 2,702</u>	<u>2.1</u>

Contribution margin, a non-GAAP financial measure used as a primary measure for evaluating segment performance, which is defined as gross profit less advertising and promotional expenses, increased \$2.7 million, or 2.1%, during the six months ended September 30, 2013 versus the six months ended September 30, 2012. The contribution margin increase was primarily the result of the higher gross profit percentage discussed above, partially offset by increased advertising and promotional spending for new product launch support for *BC*, *Goody's*, and *Fiber Choice*.

#### **OTC Healthcare Segment**

Contribution margin for the OTC Healthcare segment decreased \$1.7 million, or 1.4%, during the six months ended September 30, 2013 versus the six months ended September 30, 2012. The contribution margin decrease was primarily the result of the effects of the divestiture of *Phazyme* and slightly higher advertising and promotional spending partially offset by the higher gross profit percentage. Advertising and promotional spending increased \$3.6 million, or 9.1%, due primarily to *BC*, *Goody's*, and *Fiber Choice* new product launches.

#### **Household Cleaning Segment**

Contribution margin for the Household Cleaning segment increased \$4.4 million, or 63.2%, during the six months ended September 30, 2013 versus the six months ended September 30, 2012. The contribution margin increase was the result of the increased gross profit as a percentage of revenues and lower advertising and promotional spending.

#### **General and Administrative**

General and administrative expenses were \$23.3 million for the six months ended September 30, 2013 versus \$28.7 million for the six months ended September 30, 2012. The decrease in general and administrative expenses was primarily due to transition and integration costs associated with the brands acquired from GSK of \$4.1 million, a decrease in bonuses of \$2.4 million primarily related to lower payments against our prior year end bonus accruals, a lease termination charge of \$1.0 million associated with our office relocation, \$0.7 million in warehouse relocation costs incurred in the prior year period, \$0.5 million in legal and professional fees, \$0.5 million of fees related to the unsolicited proposal, and other business development and consulting costs in the prior year period. This decrease was partially offset by increased salaries and benefits of \$1.8 million, increased stock based compensation of \$0.5 million, increased recruiting/employee relocation expenses of \$0.2 million, increased corporate events and conventions of \$0.3 million, higher technology costs of \$0.4 million incurred due to a new ERP system implementation and \$0.6 million of costs associated with an acquisition completed in July 2013.

#### **Depreciation and Amortization**

Depreciation and amortization expense was \$6.6 million for both the six months ended September 30, 2013 and September 30, 2012. We expect depreciation and amortization to increase in the latter half of the year as a result of a new ERP system implementation.

#### **Interest Expense**

Net interest expense was \$32.3 million during the six months ended September 30, 2013 versus \$39.5 million during the six months ended September 30, 2012. The decrease in interest expense was primarily the result of a lower level of indebtedness outstanding resulting from significant payments made on our 2012 Term Loan in 2013 as well as reduced borrowing rates primarily resulting from the amendment of our 2012 Term Loan completed in February 2013. The average cost of borrowing decreased to 6.6% for the six months ended September 30, 2013 from 7.3% for the six months ended September 30, 2012, which is attributed to refinancing of debt in February 2013. The average indebtedness outstanding decreased from \$1,104.5 million during the six months ended September 30, 2012 to \$978.2 million during the six months ended September 30, 2013. The decrease in the average indebtedness outstanding is the result of the significant payments made on the 2012 Term Loan, which resulted in lower outstanding debt.

#### **Income Taxes**

The provision for income taxes during the six months ended September 30, 2013 was \$17.4 million versus \$21.6 million during the six months ended September 30, 2012. The effective tax rate during the six months ended September 30, 2013 was 24.5% versus 38.9% during the six months ended September 30, 2012. The decrease in the effective tax rate was primarily due to a one-time benefit of \$9.1 million to adjust our current and deferred tax balances for lower state income taxes. This benefit was primarily related to a recent law change in the state where we have our major distribution center to tax earnings attributed to in-state revenues only. The estimated effective tax rate for the remaining quarters of the fiscal year ending March 31, 2014 is expected to be 36.2%, which is lower than our previously expected rate of 38.3%, primarily due to the lower state taxes and lower Australian taxes.

## Liquidity and Capital Resources

### Liquidity

We have financed and expect to continue to finance our operations with a combination of borrowings and funds generated from operations. Our principal uses of cash are for operating expenses, debt service, acquisitions, working capital and capital expenditures.

We entered into a 5.5 year lease for a new office facility in New York, which began on October 15, 2012. The New York office lease provides for a six month rent deferral with monthly rent payments beginning in May 2013 of approximately \$78,000 and escalating to approximately \$87,000 in the last two years of the lease.

On March 24, 2010, we issued \$150.0 million of senior notes that bear interest at 8.25% with a maturity date of April 1, 2018 (the "2010 Senior Notes"). In November 2010, we issued an additional \$100.0 million of 2010 Senior Notes and borrowed an additional \$115.0 million term loan under our former credit facility ("the 2010 Credit Facility").

On January 31, 2012, we issued \$250.0 million of 8.125% senior notes with a maturity date of February 1, 2020 (the "2012 Senior Notes") and also entered into a senior secured credit facility, which consists of (i) a \$660.0 million term loan facility (the "2012 Term Loan") with a seven-year maturity and (ii) a \$50.0 million asset-based revolving credit facility (the "2012 ABL Revolver") with a five-year maturity. In September 2012, we utilized a portion of the accordion feature to increase the amount of our borrowing capacity under the 2012 ABL Revolver by \$25.0 million to \$75.0 million, and in June 2012, we further increased the amount of our borrowing capacity under the 2012 ABL Revolver by \$20.0 million to \$95.0 million and reduced our borrowing rate by 0.25%. We used the net proceeds from the 2012 Senior Notes offering, together with the borrowings under the 2012 Term Loan, to finance the acquisition of the GSK Brands, to repay amounts borrowed under the 2010 Credit Facility, to pay fees and expenses incurred in connection with these transactions and for general corporate purposes.

On February 21, 2013, we entered into Amendment No. 1 (the "Amendment") to the 2012 Term Loan. The Amendment provides for the refinancing of all of our existing Term B Loans with new Term B-1 Loans. The interest rate on the Term B-1 Loans is based, at our option, on a LIBOR rate, plus a margin of 2.75% per annum, with a LIBOR floor of 1.00%, or an alternate base rate, plus a margin. The new Term B-1 Loans will mature on the same date as the Term B Loans original maturity date. In addition, the Amendment provides us with certain additional capacity to prepay subordinated debt, the 2012 Senior Notes and certain other unsecured indebtedness permitted to be incurred under the credit agreement. In connection with the refinancing, during the fourth quarter ended March 31, 2013, we recognized a \$1.4 million loss on the extinguishment of debt.

### Operating Activities

Net cash provided by operating activities was \$55.6 million for the six months ended September 30, 2013 compared to \$60.4 million for the six months ended September 30, 2012. The \$4.8 million decrease in net cash provided by operating activities was primarily due to an increase in working capital of \$14.1 million and decreased non-cash charges to net income relative to last year of \$8.7 million, offset partly by increased net income in the current year of \$19.6 million.

Working capital is defined as the difference between current assets (excluding cash and cash equivalents) and current liabilities. Working capital increased primarily due to decreased accrued liabilities of \$10.7 million and increased accounts receivable of \$5.7 million, offset by partly by decreased prepaid expenses and other current assets of \$2.6 million.

Non-cash charges decreased primarily due to a decrease in deferred income tax charges of \$8.0 million relative to last year. This decrease was due primarily to differences in the amortization of intangible assets for income tax purposes.

### Investing Activities

Net cash used in investing activities was \$57.5 million for the six months ended September 30, 2013 compared to \$5.5 million for the six months ended September 30, 2012. The increase in net cash used in investing activities for the six months ended September 30, 2013, was primarily due to the use of cash for the Care acquisition in July 2013.

### Financing Activities

Net cash provided by financing activities was \$12.9 million for the six months ended September 30, 2013 compared to \$44.9 million used in financing activities for the six months ended September 30, 2012. During the six months ended September 30, 2013, we had net borrowings of \$14.5 million against our 2012 ABL Revolver. This increased our outstanding indebtedness to \$985.0 million at September 30, 2013 from \$978.0 million at March 31, 2013.

**Six Months Ended September 30,**

*(In thousands)*

Cash provided by (used in):

	<b>2013</b>		<b>2012</b>	
Operating Activities	\$	55,598	\$	60,374
Investing Activities		(57,531)		(5,477)
Financing Activities		12,940		(44,920)

**Capital Resources**

The 2010 Senior Notes were issued at an aggregate face value of \$150.0 million with a discount to note-holders of \$2.2 million and net proceeds to us of \$147.8 million. The discount was offered to improve the yield to maturity to lenders reflective of market conditions at the time of the offering. In addition to the discount, we incurred \$7.3 million of costs primarily related to fees of bank arrangers and legal advisors, of which \$6.6 million was capitalized as deferred financing costs and \$0.7 million was expensed as incurred.

On January 31, 2012, in connection with the acquisition of the GSK Brands, we (i) issued the 2012 Senior Notes in an aggregate principal amount of \$250.0 million, (ii) entered into the 2012 Term Loan with a seven-year maturity and the 2012 ABL Revolver with a five-year maturity, and (iii) repaid in full and canceled the outstanding 2010 Credit Facility. The 2012 Term Loan was issued with an original issue discount of 1.5% of the principal amount thereof, resulting in net proceeds to the Company of \$650.1 million. In addition to the discount, we incurred \$33.3 million in issuance costs, which were capitalized as deferred financing costs and are being amortized over the terms of the related loans and notes.

As of September 30, 2013, we had an aggregate of \$985.0 million of outstanding indebtedness, which consisted of the following:

- \$250.0 million of 8.25% 2010 Senior Notes due 2018;
- \$250.0 million of 8.125% 2012 Senior Notes due 2020;
- \$437.5 million of borrowings under the 2012 Term Loan; and
- \$47.5 million of borrowings under the 2012 ABL Revolver.

As of September 30, 2013, we had \$47.5 million of borrowing capacity under the 2012 ABL Revolver as amended.

The 2012 Term Loan, as amended, bears interest at a rate per annum equal to an applicable margin plus, at our option, either (i) a base rate determined by reference to the highest of (a) the Federal Funds rate plus 0.50%, (b) the prime rate of Citibank, N.A., (c) the LIBOR rate determined by reference to the cost of funds for U.S. dollar deposits for an interest period of one month adjusted for certain additional costs, plus 1.00% and (d) a floor of 2.00% or (ii) a LIBOR rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs provided that LIBOR shall not be lower than 1.00%.

Borrowings under the 2012 ABL Revolver bear interest at a rate per annum equal to an applicable margin, plus, at our option, either (i) a base rate determined by reference to the highest of (a) the Federal Funds rate plus 0.50%, (b) the prime rate of Citibank, N.A., (c) the LIBOR rate determined by reference to the cost of funds for U.S. dollar deposits for an interest period of one month adjusted for certain additional costs, plus 1.00% or (ii) a LIBOR rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs. The initial applicable margin for borrowings under the 2012 ABL Revolver is 1.75% with respect to LIBOR borrowings and 0.75% with respect to base-rate borrowings. The applicable margin for borrowings under the 2012 ABL Revolver may be increased to 2.00% or 2.25% for LIBOR borrowings and 1.00% or 1.25% for base-rate borrowings, depending on average excess availability under the 2012 ABL Revolver during the prior fiscal quarter. In addition to paying interest on outstanding principal under the 2012 ABL Revolver, we are required to pay a commitment fee to the lenders under the 2012 ABL Revolver in respect of the unutilized commitments thereunder. The initial commitment fee rate is 0.50% per annum. The commitment fee rate will be reduced to 0.375% per annum at any time when the average daily unused commitments for the prior quarter is less than a percentage of total commitments in an amount set forth in the credit agreement covering the 2012 ABL Revolver.

As we deem appropriate, we may from time to time utilize derivative financial instruments to mitigate the impact of changing interest rates associated with our long-term debt obligations or other derivative financial instruments. While we have utilized derivative financial instruments in the past, we did not have any derivative financial instruments outstanding at either September 30, 2013 or March 31, 2013 or during any of the periods presented. We have not entered into derivative financial instruments for trading purposes; all of our derivatives were over-the-counter instruments with liquid markets.

Our debt facilities contain various financial covenants, including provisions that require us to maintain certain leverage, interest coverage and fixed charge ratios. The senior secured credit facility and the indentures governing the 2010 Senior Notes and the 2012 Senior Notes contain provisions that accelerate our indebtedness on certain changes in control and restrict us from undertaking specified corporate actions, including asset dispositions, acquisitions, payment of dividends and other specified payments, repurchasing our equity securities in the public markets, incurrence of indebtedness, creation of liens, making loans and investments and transactions with affiliates. Specifically, we must:

- Have a leverage ratio of less than 7.00 to 1.0 for the quarter ended September 30, 2013 (defined as, with certain adjustments, the ratio of our consolidated total net debt as of the last day of the fiscal quarter to our trailing twelve month consolidated net income before interest, taxes, depreciation, amortization, non-cash charges and certain other items (“EBITDA”). Our leverage ratio requirement decreases over time to 3.50 to 1.0 for the quarter ending June 30, 2016, and remains level thereafter;
- Have an interest coverage ratio of greater than 1.6 to 1.0 for the quarter ended September 30, 2013 (defined as, with certain adjustments, the ratio of our consolidated EBITDA to our trailing twelve month consolidated cash interest expense). Our interest coverage requirement increases over time to 2.50 to 1.0 for the quarter ending June 30, 2016, and remains level thereafter; and
- Have a fixed charge ratio of greater than 1.0 to 1.0 for the quarter ended September 30, 2013 (defined as, with certain adjustments, the ratio of our consolidated EBITDA minus capital expenditures to our trailing twelve month consolidated interest paid, taxes paid and other specified payments). Our fixed charge requirement remains level throughout the term of the agreement.

At September 30, 2013, we were in compliance with the applicable financial and restrictive covenants under the 2012 Term Loan and 2012 ABL Revolver and the indentures governing the 2010 Senior Notes and 2012 Senior Notes. Additionally, management anticipates that in the normal course of operations, we will be in compliance with the financial and restrictive covenants during the ensuing year.

### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements or financing activities with special-purpose entities.

### **Inflation**

Inflationary factors such as increases in the costs of raw materials, packaging materials, purchased product and overhead may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial condition or results from operations for the periods referred to above, a high rate of inflation in the future could have a material adverse effect on our financial condition or results from operations. The recent volatility in crude oil prices has had an adverse impact on transportation costs, as well as certain petroleum based raw materials and packaging material. Although we make efforts to minimize the impact of inflationary factors, including raising prices to our customers, a high rate of pricing volatility associated with crude oil supplies or other raw materials used in our products may have an adverse effect on our operating results.

## Critical Accounting Policies and Estimates

Our significant accounting policies are described in the notes to the unaudited Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q, as well as in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013. While all significant accounting policies are important to our Consolidated Financial Statements, certain of these policies may be viewed as being critical. Such policies are those that are both most important to the portrayal of our financial condition and results of operations and require our most difficult, subjective and complex estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, or the related disclosure of contingent assets and liabilities. These estimates are based upon our historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different conditions. The most critical accounting estimates are described below.

### **Revenue Recognition**

We recognize revenue when the following revenue recognition criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the selling price is fixed or determinable, (iii) the product has been shipped and the customer takes ownership and assumes the risk of loss, and (iv) collection of the resulting receivable is reasonably assured. We have determined that these criteria are met and the transfer of risk of loss generally occurs when product is received by the customer and, accordingly, we recognize revenue at that time. Provisions are made for estimated discounts related to customer payment terms and estimated product returns at the time of sale based on our historical experience.

As is customary in the consumer products industry, we participate in the promotional programs of our customers to enhance the sale of our products. The cost of these promotional programs varies based on the actual number of units sold during a finite period of time. These promotional programs consist of direct-to-consumer incentives, such as coupons and temporary price reductions, as well as incentives to our customers, such as allowances for new distribution including slotting fees, and cooperative advertising. Direct reimbursements of advertising costs are reflected as a reduction of advertising costs in the periods in which the reimbursement criteria are achieved. We do not provide incentives to customers for the acquisition of product in excess of normal inventory quantities, because such incentives increase the potential for future returns, as well as reduce sales in the subsequent fiscal periods. Estimates of costs of promotional programs are based on (i) historical sales experience, (ii) the current promotional offering, (iii) forecasted data, (iv) current market conditions, and (v) communication with customer purchasing/marketing personnel. We recognize the cost of such sales incentives by recording an estimate of such cost as a reduction of revenue, at the later of (a) the date the related revenue is recognized, or (b) the date when a particular sales incentive is offered. At the completion of the promotional program, the estimated amounts are adjusted to actual results. Our related promotional expense for the fiscal year ended March 31, 2013 was \$35.6 million. For the three and six months ended September 30, 2013, our related promotional expense was \$7.7 million and \$12.9 million, respectively. We believe that the estimation methodologies employed, combined with the nature of the promotional campaigns, make the likelihood remote that our obligation would be misstated by a material amount. However, for illustrative purposes, had we underestimated the promotional program rate by 10% for the fiscal year ended March 31, 2013, our sales and operating income would have been adversely affected by approximately \$3.6 million. Net income would have been adversely affected by approximately \$2.2 million. Similarly, had we underestimated the promotional program rate by 10% for the three and six months ended September 30, 2013, our sales and operating income would have been adversely affected by approximately \$0.8 million and \$1.3 million, respectively. Net income would have been adversely affected by approximately \$0.7 million and \$1.0 million, respectively, for the three and six months ended September 30, 2013.

We also periodically run coupon programs in Sunday newspaper inserts, on our product website or as on-package instant redeemable coupons. We utilize a national clearinghouse to process coupons redeemed by customers. At the time a coupon is distributed, a provision is made based upon historical redemption rates for that particular product, information provided as a result of the clearinghouse's experience with coupons of similar dollar value, the length of time the coupon is valid, and the seasonality of the coupon drop, among other factors. During the fiscal year ended March 31, 2013, we had 263 coupon events. The amount recorded against revenues and accrued for these events during 2013 was \$8.3 million. Cash settlement of coupon redemptions during 2013 was \$7.3 million. During the three and six months ended September 30, 2013, we had 76 and 114 coupon events, respectively. The amount recorded against revenue and accrued for these events during the three and six months ended September 30, 2013 was \$1.0 million and \$1.2 million, respectively. Cash settlement of coupon redemptions during the three and six months ended September 30, 2013 was \$0.8 million and \$1.9 million, respectively.

### **Allowances for Product Returns**

Due to the nature of the consumer products industry, we are required to estimate future product returns. Accordingly, we record an estimate of product returns concurrent with the recording of sales. Such estimates are made after analyzing (i) historical return rates, (ii) current economic trends, (iii) changes in customer demand, (iv) product acceptance, (v) seasonality of our product offerings, and (vi) the impact of changes in product formulation, packaging and advertising.

We construct our returns analysis by looking at the previous year's return history for each brand. Subsequently, each month, we estimate our current return rate based upon an average of the previous six months' return rate and review that calculated rate for reasonableness, giving consideration to the other factors described above. Our historical return rate has been relatively stable; for example, for the fiscal years ended March 31, 2013, 2012 and 2011, returns represented 2.9%, 2.9% and 2.7%, respectively, of gross sales. For the three and six months September 30, 2013, product returns represented 3.6% and 3.1% of gross sales, respectively. At September 30, 2013 and March 31, 2013, the allowance for sales returns and cash discounts was \$7.1 million and \$6.4 million, respectively.

While we utilize the methodology described above to estimate product returns, actual results may differ materially from our estimates, causing our future financial results to be adversely affected. Among the factors that could cause a material change in the estimated return rate would be significant unexpected returns with respect to a product or products that comprise a significant portion of our revenues. Based upon the methodology described above and our actual returns experience, management believes the likelihood of such an event remains remote. Over the last three years, our actual product return rate has stayed within a range of 2.5% to 3.6% of gross sales. However, a hypothetical increase of 0.1% in our estimated return rate as a percentage of gross sales would have adversely affected our reported sales and operating income for the fiscal year ended March 31, 2013 by approximately \$1.0 million. Net income would have been adversely affected by approximately \$0.6 million. A hypothetical increase of 0.1% in our estimated return rate as a percentage of gross sales for the three and six months ended September 30, 2013 would have adversely affected our reported sales and operating income by approximately \$0.3 million and \$0.4 million, respectively, while our net income would have been adversely affected by approximately \$0.2 million and \$0.3 million, respectively.

#### ***Lower of Cost or Market for Obsolete and Damaged Inventory***

We value our inventory at the lower of cost or market value. Accordingly, we reduce our inventories for the diminution of value resulting from product obsolescence, damage or other issues affecting marketability, equal to the difference between the cost of the inventory and its estimated market value. Factors utilized in the determination of estimated market value include (i) current sales data and historical return rates, (ii) estimates of future demand, (iii) competitive pricing pressures, (iv) new product introductions, (v) product expiration dates, and (vi) component and packaging obsolescence.

Many of our products are subject to expiration dating. As a general rule, our customers will not accept goods with expiration dating of less than 12 months from the date of delivery. To monitor this risk, management utilizes a detailed compilation of inventory with expiration dating between zero and 15 months and reserves for 100% of the cost of any item with expiration dating of 12 months or less. Inventory obsolescence costs charged to operations were \$3.2 million for the fiscal year ended March 31, 2013, while for the three and six months ended September 30, 2013, we recorded obsolescence costs of \$0.7 million and \$1.5 million, respectively. A hypothetical increase of 1.0% in our allowance for obsolescence at March 31, 2013 would have adversely affected our reported operating income and net income for the fiscal year ended March 31, 2013 by approximately \$0.3 million and \$0.1 million, respectively. Similarly, a hypothetical increase of 1.0% in our obsolescence allowance for the three and six months ended September 30, 2013 would have adversely affected each of our reported operating income and net income by approximately \$0.1 million and \$0.1 million, respectively.

#### ***Allowance for Doubtful Accounts***

In the ordinary course of business, we grant non-interest bearing trade credit to our customers on normal credit terms. We maintain an allowance for doubtful accounts receivable, which is based upon our historical collection experience and expected collectability of the accounts receivable. In an effort to reduce our credit risk, we (i) establish credit limits for all of our customer relationships, (ii) perform ongoing credit evaluations of our customers' financial condition, (iii) monitor the payment history and aging of our customers' receivables, and (iv) monitor open orders against an individual customer's outstanding receivable balance.

We establish specific reserves for those accounts that file for bankruptcy, have no payment activity for 180 days or have reported major negative changes to their financial condition. The allowance for bad debts amounted to 1.2% and 1.1% of accounts receivable at September 30, 2013 and March 31, 2013, respectively. Bad debt expense for the fiscal year ended March 31, 2013 was \$0.3 million, while during the three and six months ended September 30, 2013, we recorded bad debt expense of less than \$0.1 million and \$0.1 million, respectively.

While management believes that it is diligent in its evaluation of the adequacy of the allowance for doubtful accounts, an unexpected event, such as the bankruptcy filing of a major customer, could have an adverse effect on our future financial results. A hypothetical increase of 0.1% in our bad debt expense as a percentage of net sales during the fiscal year ended March 31, 2013 would have resulted in a decrease in reported operating income of approximately \$0.6 million and a decrease in our reported net income of approximately \$0.4 million. Similarly, a hypothetical increase of 0.1% in our bad debt expense as a percentage of sales for the three and six months ended September 30, 2013 would have resulted in a decrease in reported operating income of \$0.2 million and \$0.3 million, respectively, and a decrease in our reported net income of \$0.1 million and \$0.2 million, respectively.



### Valuation of Intangible Assets and Goodwill

Goodwill and intangible assets amounted to \$1,590.9 million and \$1,540.8 million at September 30, 2013 and March 31, 2013, respectively. At September 30, 2013, goodwill and intangible assets were apportioned among our two operating segments as follows:

<u>(In thousands)</u>	<u>OTC Healthcare</u>	<u>Household Cleaning</u>	<u>Consolidated</u>
Goodwill	\$ 183,669	\$ 7,389	\$ 191,058
<b>Intangible assets, net</b>			
<b><u>Indefinite-lived:</u></b>			
Analgesics	343,637	—	343,637
Cough & Cold	208,826	—	208,826
Gastrointestinal	216,060	—	216,060
Eye & Ear Care	172,318	—	172,318
Dermatologicals	149,927	—	149,927
Oral Care	61,438	—	61,438
Other OTC	2,049	—	2,049
Household Cleaning	—	119,820	119,820
<b>Total indefinite-lived intangible assets, net</b>	<b>1,154,255</b>	<b>119,820</b>	<b>1,274,075</b>
<b><u>Finite-lived:</u></b>			
Analgesics	4,226	—	4,226
Cough & Cold	22,442	—	22,442
Gastrointestinal	12,763	—	12,763
Eye & Ear Care	8,306	—	8,306
Dermatologicals	5,900	—	5,900
Oral Care	17,875	—	17,875
Other OTC	27,234	—	27,234
Household Cleaning	—	27,039	27,039
<b>Total finite-lived intangible assets, net</b>	<b>98,746</b>	<b>27,039</b>	<b>125,785</b>
<b>Total intangible assets, net</b>	<b>1,253,001</b>	<b>146,859</b>	<b>1,399,860</b>
Total goodwill and intangible assets, net	\$ 1,436,670	\$ 154,248	\$ 1,590,918

Our *Chloraseptic*, *Clear Eyes*, *Compound W*, *Dramamine*, *Efferdent*, *Luden's*, *PediaCare*, *BC*, *Goody's*, *Ecotrin*, *Beano*, *Gaviscon*, *Tagamet*, *Fiber Choice*, *Sominex* and *Debrox* brands comprise the majority of the value of the intangible assets within the OTC Healthcare segment. The *Chore Boy*, *Comet*, and *Spic and Span* brands comprise substantially all of the intangible asset value within the Household Cleaning segment.

On July 1, 2013, we completed the acquisition of Care. In connection with this acquisition, we allocated \$31.5 million to intangible assets based on our preliminary analysis of the fair values of the assets acquired and liabilities assumed as of the date of acquisition.

In connection with the Care acquisition, we also recorded goodwill based on the amount by which the purchase price exceeded the fair value of the net assets acquired. The amount of goodwill deductible for tax purposes is \$23.1 million.

Goodwill and intangible assets comprise substantially all of our assets. Goodwill represents the excess of the purchase price over the fair value of assets acquired and liabilities assumed in a purchase business combination. Intangible assets generally represent our trademarks, brand names and patents. When we acquire a brand, we are required to make judgments regarding the value assigned to the associated intangible assets, as well as their respective useful lives. Management considers many factors both prior to and after the acquisition of an intangible asset in determining the value, as well as the useful life, assigned to each intangible asset that we acquire or continue to own and promote.

The most significant factors are:

- **Brand History**

A brand that has been in existence for a long period of time (e.g., 25, 50 or 100 years) generally warrants a higher valuation and longer life (sometimes indefinite) than a brand that has been in existence for a very short period of time. A brand that has been in existence for an extended period of time generally has been the subject of considerable investment by its previous owner(s) to support product innovation and advertising and promotion.

- **Market Position**

Consumer products that rank number one or two in their respective market generally have greater name recognition and are known as quality product offerings, which warrant a higher valuation and longer life than products that lag in the marketplace.

- **Recent and Projected Sales Growth**

Recent sales results present a snapshot as to how the brand has performed in the most recent time periods and represent another factor in the determination of brand value. In addition, projected sales growth provides information about the strength and potential longevity of the brand. A brand that has both strong current and projected sales generally warrants a higher valuation and a longer life than a brand that has weak or declining sales. Similarly, consideration is given to the potential investment, in the form of advertising and promotion that is required to reinvestigate a brand that has fallen from favor.

- **History of and Potential for Product Extensions**

Consideration also is given to the product innovation that has occurred during the brand's history and the potential for continued product innovation that will determine the brand's future. Brands that can be continually enhanced by new product offerings generally warrant a higher valuation and longer life than a brand that has always "followed the leader".

After consideration of the factors described above, as well as current economic conditions and changing consumer behavior, management prepares a determination of the intangible assets' values and useful lives based on its analysis. Under accounting guidelines, goodwill is not amortized, but must be tested for impairment annually, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below the carrying amount. In a similar manner, indefinite-lived assets are no longer amortized. They are also subject to an annual impairment test, or more frequently if events or changes in circumstances indicate that the asset's carrying value more likely than not exceeds its fair market value. Additionally, at each reporting period an evaluation must be made to determine whether events and circumstances continue to support an indefinite useful life. Intangible assets with finite lives are amortized over their respective estimated useful lives and must also be tested for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable and exceeds its fair value.

On an annual basis, during the fourth fiscal quarter of each year, or more frequently if conditions indicate that the carrying value of the asset may not be recovered, management performs a review of both the values and, if applicable, useful lives assigned to goodwill and intangible assets and tests for impairment.

We report goodwill and indefinite-lived intangible assets in two operating segments: OTC Healthcare and Household Cleaning. We identify our reporting units in accordance with the FASB ASC Subtopic 280-10, which is at the brand level, and one level below the operating segment level. The carrying value and fair value for intangible assets and goodwill for a reporting unit are calculated based on the key assumptions and valuation methodologies previously discussed. As a result, any material changes to these assumptions could require us to record additional impairment in the future.

### **Goodwill**

As of March 31, 2013, we had 15 reporting units with goodwill, including six reporting units resulting from the acquisition of the GSK Brands. The aggregate fair value exceeded the carrying value by 57.6%. Two individual reporting unit's fair value exceeded their carrying values by less than 10.0%. The Company has experienced revenue declines in regard to certain brands in its Household Cleaning segment during 2013, 2012, and 2011. Adverse changes in the expected operating results and/or unfavorable changes in other economic factors used to estimate fair values of these specific brands could result in a non-cash impairment charge in the future. As part of our annual test for impairment of goodwill, management estimates the discounted cash flows of each reporting unit, which is at the brand level, and one level below the operating segment level, to estimate their respective fair values. In performing this analysis, management considers the same types of information as listed below with regard to finite-lived intangible assets. In the event that the carrying amount of the reporting unit exceeds the fair value, management would then be required to allocate the estimated fair value of the assets and liabilities of the reporting unit as if the unit was acquired in a business combination, thereby revaluing the carrying amount of goodwill. Future events, such as competition, technological

advances and reductions in advertising support for our trademarks and trade names, could cause subsequent evaluations to utilize different assumptions and we may be required to record additional impairment charges in the future. However, no impairment charge was recorded during the six months ended September 30, 2013.

#### ***Indefinite-Lived Intangible Assets***

In a manner similar to finite-lived intangible assets, at each reporting period, management analyzes current events and circumstances to determine whether the indefinite life classification for a trademark or trade name continues to be valid. If circumstances warrant a change to a finite life, the carrying value of the intangible asset would then be amortized prospectively over the estimated remaining useful life.

Management tests the indefinite-lived intangible assets for impairment by comparing the carrying value of the intangible asset to its estimated fair value. Since quoted market prices are seldom available for trademarks and trade names such as ours, we utilize present value techniques to estimate fair value. Accordingly, management's projections are utilized to assimilate all of the facts, circumstances and expectations related to the trademark or trade name and estimate the cash flows over its useful life. In performing this analysis, management considers the same types of information as listed below with regard to finite-lived intangible assets. Once that analysis is completed, a discount rate is applied to the cash flows to estimate fair value. In a manner similar to goodwill, future events, such as competition, technological advances and reductions in advertising support for our trademarks and trade names, could cause subsequent evaluations to utilize different assumptions.

#### ***Finite-Lived Intangible Assets***

As mentioned above, when events or changes in circumstances indicate the carrying value of the assets may not be recoverable, management performs a review to ascertain the impact of events and circumstances on the estimated useful lives and carrying values of our trademarks and trade names. In connection with this analysis, management:

- Reviews period-to-period sales and profitability by brand;
- Analyzes industry trends and projects brand growth rates;
- Prepares annual sales forecasts;
- Evaluates advertising effectiveness;
- Analyzes gross margins;
- Reviews contractual benefits or limitations;
- Monitors competitors' advertising spend and product innovation;
- Prepares projections to measure brand viability over the estimated useful life of the intangible asset; and
- Considers the regulatory environment, as well as industry litigation.

If analysis of any of the aforementioned factors warrants a change in the estimated useful life of the intangible asset, management will reduce the estimated useful life and amortize the carrying value prospectively over the shorter remaining useful life. Management's projections are utilized to assimilate all of the facts, circumstances and expectations related to the trademark or trade name and estimate the cash flows over its useful life. In the event that the long-term projections indicate that the carrying value is in excess of the undiscounted cash flows expected to result from the use of the intangible assets, management is required to record an impairment charge. Once that analysis is completed, a discount rate is applied to the cash flows to estimate fair value. The impairment charge is measured as the excess of the carrying amount of the intangible asset over fair value, as calculated using the discounted cash flow analysis. Future events, such as competition, technological advances and reductions in advertising support for our trademarks and trade names, could cause subsequent evaluations to utilize different assumptions.

#### ***Impairment Analysis***

We estimate the fair value of our intangible assets and goodwill using a discounted cash flow method. This discounted cash flow methodology is a widely-accepted valuation technique to estimate fair value utilized by market participants in the transaction evaluation process and has been applied consistently. In addition, we considered our market capitalization at March 31, 2013, as compared to the aggregate fair values of our reporting units, to assess the reasonableness of our estimates pursuant to the discounted cash flow methodology. As a result of our analysis, we did not record an impairment charge during the three months ended March 31, 2013.

The discount rate utilized in the analysis, as well as future cash flows, may be influenced by such factors as changes in interest rates and rates of inflation. Additionally, should the related fair values of goodwill and intangible assets be adversely affected as a result of declining sales or margins caused by competition, changing consumer preferences, technological advances or reductions in advertising and promotional expenses, we may be required to record impairment charges in the future. However, no impairment charge was recorded during the six months ended September 30, 2013.

### **Stock-Based Compensation**

The Compensation and Equity topic of the FASB ASC requires us to measure the cost of services to be rendered based on the grant-date fair value of an equity award. Compensation expense is to be recognized over the period during which an employee is required to provide service in exchange for the award, generally referred to as the requisite service period. Information utilized in the determination of fair value includes the following:

- Type of instrument (i.e., restricted shares vs. an option, warrant or performance shares);
- Strike price of the instrument;
- Market price of our common stock on the date of grant;
- Discount rates;
- Duration of the instrument; and
- Volatility of our common stock in the public market.

Additionally, management must estimate the expected attrition rate of the recipients to enable it to estimate the amount of non-cash compensation expense to be recorded in our financial statements. While management uses diligent analysis to estimate the respective variables, a change in assumptions or market conditions, as well as changes in the anticipated attrition rates, could have a significant impact on the future amounts recorded as non-cash compensation expense. We recorded non-cash compensation expense of \$2.5 million and \$2.0 million for the six months ended September 30, 2013 and 2012, respectively.

### **Loss Contingencies**

Loss contingencies are recorded as liabilities when it is probable that a liability has been incurred and the amount of such loss is reasonably estimable. Contingent losses are often resolved over longer periods of time and involve many factors, including:

- Rules and regulations promulgated by regulatory agencies;
- Sufficiency of the evidence in support of our position;
- Anticipated costs to support our position; and
- Likelihood of a positive outcome.

### **Recent Accounting Pronouncements**

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, which requires that an unrecognized tax benefit, or portion of an unrecognized tax benefit, be presented as a reduction of a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward. If an applicable deferred tax asset is not available to use or the tax law of the applicable jurisdiction does not require the entity to use and the company does not intend to use the applicable deferred tax asset, the unrecognized tax benefit should be presented as a liability in the financial statements and should not be combined with an unrelated deferred tax asset. ASU 2013-11 is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2013. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date; however retrospective application is permitted. The adoption of ASU 2013-11 is not expected to have a material impact on our Consolidated Financial Statements.

In March 2013, the FASB issued ASU 2013-05, *Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity*, relating to the release of cumulative translation adjustments into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets. The guidance is effective prospectively for annual reporting periods beginning after December 15, 2013, and interim periods within those annual periods. Early adoption is permitted. The adoption of ASU 2013-05 is not expected to have a material impact on our Consolidated Financial Statements.

In February 2013, the FASB issued ASU 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. ASU 2013-02 requires that for those items that are reclassified out of accumulated other comprehensive income and into net income in their entirety, the effect of the reclassification on each affected net income line item be disclosed. For accumulated other comprehensive income reclassification items that are not reclassified in their entirety into net income, a cross reference must be made to other required disclosures. The guidance is effective prospectively for annual reporting periods beginning after December 15, 2012, and interim periods within those annual periods. ASU 2013-02 did not have a material impact on our Consolidated Financial Statements. See Note 13, Accumulated Other Comprehensive Income (Loss), to our Consolidated Financial Statements for required disclosure.

In December 2011, the FASB issued ASU 2011-11, *Disclosures about Offsetting Assets and Liabilities*, regarding disclosures about offsetting assets and liabilities. The new disclosure requirements mandate that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position, as well as instruments and transactions

subject to an agreement similar to a master netting arrangement. In addition, the standard requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. An entity will be required to disclose the following information for assets and liabilities within the scope of the new standard: (i) the gross amounts of those recognized assets and those recognized liabilities; (ii) the amounts offset to determine the net amounts presented in the statement of financial position; (iii) the net amounts presented in the statement of financial position; (iv) the amounts subject to an enforceable master netting arrangement or similar agreement not otherwise included in (ii); and (v) the net amount after deducting the amounts in (iv) from the amounts in (iii). The standard affects all entities with balances presented on a net basis in the financial statements, derivative assets and derivative liabilities, repurchase agreements, and financial assets and financial liabilities executed under a master netting or similar arrangement. This guidance is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. This new guidance did not have a material impact on our Consolidated Financial Statements.

Management has reviewed and continues to monitor the actions of the various financial and regulatory reporting agencies and is currently not aware of any other pronouncement that could have a material impact on our consolidated financial position, results of operations or cash flows.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), including, without limitation, information within Management’s Discussion and Analysis of Financial Condition and Results of Operations. The following cautionary statements are being made pursuant to the provisions of the PSLRA and with the intention of obtaining the benefits of the “safe harbor” provisions of the PSLRA. Although we believe that our expectations are based on reasonable assumptions, actual results may differ materially from those in the forward-looking statements.

Forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. Except as required under federal securities laws and the rules and regulations of the SEC, we do not have any intention to update any forward-looking statements to reflect events or circumstances arising after the date of this Quarterly Report on Form 10-Q, whether as a result of new information, future events or otherwise. As a result of these risks and uncertainties, readers are cautioned not to place undue reliance on forward-looking statements included in this Quarterly Report on Form 10-Q or that may be made elsewhere from time to time by, or on behalf of, us. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

These forward-looking statements generally can be identified by the use of words or phrases such as “believe,” “anticipate,” “expect,” “estimate,” “project,” “intend,” “strategy,” “future,” “seek,” “may,” “would,” “will,” “will be,” or other similar words and phrases. Forward-looking statements and our plans and expectations are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, and our business in general is subject to such risks. For more information, see “Risk Factors” contained in Part I, Item 1A., of our Annual Report on Form 10-K for our fiscal year ended March 31, 2013 and in Part II, Item 1A. of this Quarterly Report on Form 10-Q. In addition, our expectations or beliefs concerning future events involve risks and uncertainties, including, without limitation:

- The high level of competition in our industry and markets;
- Our ability to increase organic growth via new product introductions or line extensions;
- Our ability to invest successfully in research and development;
- Our dependence on a limited number of customers for a large portion of our sales;
- Our expectations regarding increased advertising and promotion spending for acquired brands;
- Our ability to grow our international sales;
- General economic conditions affecting sales of our products and their respective markets;
- Business, regulatory and other conditions affecting retailers;
- Changing consumer trends or pricing pressures which may cause us to lower our prices;
- Our dependence on third-party manufacturers to produce the products we sell;
- Price increases for raw materials, labor, energy and transportation costs;
- Disruptions in our distribution center;
- Acquisitions, dispositions or other strategic transactions diverting managerial resources, the incurrence of additional liabilities or integration problems associated with such transactions;
- Actions of government agencies in connection with our products or regulatory matters governing our industry;
- Product liability claims, product recalls and related negative publicity;
- Our ability to protect our intellectual property rights;
- Our dependence on third parties for intellectual property relating to some of the products we sell;
- Our assets being comprised virtually entirely of goodwill and intangibles and possible changes in their value;
- Our dependence on key personnel;
- Shortages of supply of sourced goods or interruptions in the manufacturing of our products;
- The costs associated with any adverse judgments rendered in any litigation or arbitration;
- Our level of indebtedness, and possible inability to service our debt;
- Our ability to obtain additional financing; and
- The restrictions imposed by our financing agreements on our operations.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to changes in interest rates because our 2012 Term Loan and 2012 ABL Revolver are variable rate debt. Interest rate changes generally do not significantly affect the market value of the 2012 Term Loan and the 2012 ABL Revolver but do affect the amount of our interest payments and, therefore, our future earnings and cash flows, assuming other factors are held constant. At September 30, 2013, we had variable rate debt of approximately \$437.5 million under our 2012 Term Loan and \$47.5 million under our 2012 ABL Revolver.

Holding other variables constant, including levels of indebtedness, a one percentage point increase in interest rates on our variable rate debt would have an adverse impact on pre-tax earnings and cash flows for the three and six months ended September 30, 2013 of approximately \$2.4 million and \$5.8 million, respectively.

### ITEM 4. CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act"), as of September 30, 2013. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2013, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports the Company files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

#### Changes in Internal Control over Financial Reporting

There have been no changes during the quarter ended September 30, 2013 in the Company's internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1A. RISK FACTORS

In addition to the risk factors set forth below and the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended March 31, 2013, which could materially affect our business, financial condition or future results. The risks described below and in our Annual Report on Form 10-K are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and results of operations. The information below amends, updates and should be read in conjunction with the risk factors and information disclosed in our Annual Report on Form 10-K for the year ended March 31, 2013.

***The high level of competition in our industry, much of which comes from competitors with greater resources, could adversely affect our business, financial condition and results from operations.***

The business of selling brand name consumer products in the OTC Healthcare and Household Cleaning categories is highly competitive. These markets include numerous manufacturers, distributors, marketers and retailers that actively compete for consumers' business both in the United States and abroad. Many of these competitors are larger and have substantially greater resources than we do, and may therefore have the ability to spend more aggressively on research and development, advertising and marketing, and to respond more effectively to changing business and economic conditions. If this were to occur, it could have a material adverse effect on our business, financial condition and results from operations.

We compete for customers' attention based on a number of factors, including brand recognition, product quality, performance, price and product availability at the retail level. Advertising, promotion, merchandising and packaging and the timing of new product introductions and line extensions also have a significant impact on consumer buying decisions and, as a result, on our sales. Additionally, the return to the market of previously recalled competitive products could impact our sales. The structure and quality of our sales force, as well as sell-through of our products affect the continued offering of our products, in-store position, wall display space and inventory levels in retail stores. If we are unable to maintain our current distribution network, product

offerings in retail stores, inventory levels and in-store positioning of our products, our sales and operating results will be adversely affected. Our markets also are highly sensitive to the introduction of new products, which may rapidly capture a significant share of the market. An increase in the number of product innovations by our competitors or the failure of a new product launch by the Company could have a material adverse effect on our business, financial condition and results from operations.

In addition, competitors may attempt to gain market share by offering products at prices at or below those typically offered by us. Competitive pricing may require us to reduce prices, which may result in lost sales or a reduction of our profit margins. Future price adjustments, product changes or new product introductions by our competitors or our inability to react with price adjustments, product changes or new product introductions of our own could result in a loss of market share, which could have a material adverse effect on our business, financial condition and results from operations.

***We depend on a limited number of customers with whom we have no long-term agreements for a large portion of our gross sales and the loss of one or more of these customers could reduce our gross sales and have a material adverse effect on our business, financial condition and results of operations.***

For the three and six months ended September 30, 2013, Walmart which accounted for approximately 19.2% and 20.4%, respectively, of our gross sales, was our only customer that accounted for 10% or more of our sales. We expect that for future periods, our top five and ten customers, including Walmart, will, in the aggregate, continue to account for a large portion of our sales. The loss of one or more of our top customers, any significant decrease in sales to these customers, or a significant decrease in our retail display space in any of these customers' stores, could reduce our sales and have a material adverse effect on our business, financial condition and results from operations. In addition, the introduction or expansion of store brand products that compete with our products has impacted and could in the future impact our sales and results from operations.

In addition, our business is based primarily upon individual sales orders. We typically do not enter into long-term contracts with our customers. Accordingly, our customers could cease buying products or reduce the number of items they buy from us at any time and for any reason. The fact that we do not have long-term contracts with our customers means that we have no recourse in the event a customer no longer wants to purchase products from us or reduces the number of items purchased. If a significant number of our smaller customers, or any of our significant customers, elect not to purchase products from us, our business, financial condition and results from operations could be adversely affected.

***Our annual and quarterly results from operations may fluctuate significantly and could fall below the expectations of securities analysts and investors due to a number of factors, many of which are beyond our control, resulting in a decline in the price of our securities.***

Our annual and quarterly results from operations may fluctuate significantly because of numerous factors, including:

- Increases and decreases in quarterly revenues and profitability;
- The timing of when we make acquisitions or introduce new products;
- Our inability to increase the sales of our existing products and expand their distribution;
- The timing of the introduction or return to the market of competitive products and the introduction of store brand products;
- Adverse regulatory or market events in the United States or in our international markets;
- Changes in consumer preferences, spending habits and competitive conditions, including the effects of competitors' operational, promotional or expansion activities;
- Seasonality of our products;
- Fluctuations in commodity prices, product costs, utilities and energy costs, prevailing wage rates, insurance costs and other costs;
- The discontinuation and return of our products from retailers;
- Our ability to recruit, train and retain qualified employees, and the costs associated with those activities;
- Changes in advertising and promotional activities and expansion to new markets;



- Negative publicity relating to us and the products we sell;
- Litigation matters;
- Unanticipated increases in infrastructure costs;
- Impairment of goodwill or long-lived assets;
- Changes in interest rates; and
- Changes in accounting, tax, regulatory or other rules applicable to our business.

Our quarterly operating results and revenues may fluctuate as a result of any of these or other factors. Accordingly, results for any one quarter are not necessarily indicative of results to be expected for any other quarter or for any year, and revenues for any particular future period may decrease. In the future, operating results may fall below the expectations of securities analysts and investors. In that event, the market price of our outstanding securities could be adversely impacted.

***We depend on third-party manufacturers to produce the products we sell. If we are unable to maintain these manufacturing relationships or fail to enter into additional relationships, as necessary, we may be unable to meet customer demand and our sales and profitability could suffer as a result.***

All of our products are produced by third-party manufacturers. Our ability to retain our current manufacturing relationships and engage in and successfully transition to new relationships is critical to our ability to deliver quality products to our customers in a timely manner. Without adequate supplies of quality merchandise, sales would decrease materially and our business would suffer. In the event that our primary third-party manufacturers are unable or unwilling to ship products to us in a timely manner, we would have to rely on secondary manufacturing relationships or identify and qualify new manufacturing relationships. We might not be able to identify or qualify such manufacturers for existing or new products in a timely manner, and such manufacturers may not allocate sufficient capacity to us in order that we may meet our commitments to customers. In addition, identifying alternative manufacturers without adequate lead times can compromise required product validation and stability protocol, which may involve additional manufacturing expense, delay in production or product disadvantage in the marketplace. In general, the consequences of not securing adequate, high quality and timely supplies of merchandise would negatively impact inventory levels, sales and gross margins, and could have a material adverse effect on our business, financial condition and results from operations.

The manufacturers we use may also increase the cost of the products we purchase which could adversely affect our margins in the event we are unable to pass along these increased costs to our customers. A situation such as this could also have a material adverse effect on our business, financial condition and results from operations.

At September 30, 2013, we had relationships with 50 third-party manufacturers. Of those, we had long-term contracts with 22 manufacturers that produced items that accounted for approximately 77.9% of our gross sales for 2013. The fact that we do not have long-term contracts with certain manufacturers means that they could cease manufacturing these products at any time and for any reason or initiate arbitrary and costly price increases, either of which could have a material adverse effect on our business, financial condition and results from operations.

***Our risks associated with doing business internationally increase as we expand our international footprint.***

During the three and six months ended September 30, 2013, approximately 5.9% and 4.6%, of our total revenues were attributable to our international business, respectively. As of July 1, 2013, we acquired Care Pharmaceuticals, which markets and sells healthcare products in Australia. We generally rely on brokers and distributors for the sale of our products in other foreign countries. In addition to the risks associated with political instability, changes in the outlook for economic prosperity in these countries could adversely affect the sales of our products in these countries. Other risks of doing business internationally include:

- Changes in the legislative or regulatory requirements of the countries or regions where we do business;
- Currency controls that restrict or prohibit the payment of funds or the repatriation of earnings to the United States;
- Fluctuating foreign exchange rates could result in unfavorable increases in the price of our products or cause increases in the cost of certain products purchased from our foreign third-party manufacturers;

- Regulatory oversight and its impact on our ability to get products registered for sale in certain markets;
- Potential trade restrictions and exchange controls;
- Inability to protect our intellectual property rights in these markets; and
- Increased costs of compliance with general business and tax regulations in these countries or regions.

***Our indebtedness could adversely affect our financial condition, and the significant amount of cash we need to service our debt will not be available to reinvest in our business.***

At September 30, 2013, our total indebtedness, including current maturities, was approximately \$985.0 million

Our indebtedness could:

- Increase our vulnerability to general adverse economic and industry conditions;
- Limit our ability to engage in strategic acquisitions;
- Require us to dedicate a substantial portion of our cash flow from operations toward repayment of our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and investments and other general corporate purposes;
- Limit our flexibility in planning for, or reacting to, changes in our business and the markets in which we operate;
- Place us at a competitive disadvantage compared to our competitors that have less debt; and
- Limit, among other things, our ability to borrow additional funds on favorable terms or at all.

The terms of the indentures governing the 2010 Senior Notes and the 2012 Senior Notes, and the credit agreement governing the 2012 Term Loan and 2012 ABL Revolver allow us to issue and incur additional debt upon satisfaction of conditions set forth in the respective agreements. If new debt is added to current debt levels, the related risks described above could increase.

At September 30, 2013, we had \$47.5 million of borrowing capacity available under the 2012 ABL Revolver to support our operating activities.

***The senior credit facility and the indentures governing the senior notes contain cross-default provisions that could result in the acceleration of all of our indebtedness.***

The senior credit facility and the indentures governing the senior notes contain provisions that allow the respective creditors to declare all outstanding borrowings under one agreement to be immediately due and payable as a result of a default under the other agreement. Consequently, under the senior credit facility, failure to make a payment required by the indentures governing the senior notes, among other things, may lead to an event of default under the senior credit facility. Similarly, an event of default or failure to make a required payment at maturity under the senior credit facility, among other things, may lead to an event of default under the indentures governing the senior notes. If the debt under the senior credit facility and indentures governing the senior notes were to both be accelerated, the aggregate amount immediately due and payable as of September 30, 2013 would have been approximately \$978.7 million. We presently do not have sufficient liquidity to repay these borrowings in the event they were to be accelerated, and we may not have sufficient liquidity in the future to do so. Additionally, we may not be able to borrow money from other lenders to enable us to refinance our indebtedness. At September 30, 2013, the book value of our current assets was \$182.7 million. Although the book value of our total assets was \$1,808.1 million, approximately \$1,590.9 million was in the form of intangible assets, including goodwill of \$191.1 million, a significant portion of which may not be available to satisfy our creditors in the event our debt is accelerated.

Any failure to comply with the restrictions of the senior credit facility, the indentures governing the senior notes or any other subsequent financing agreements may result in an event of default. Such default may allow the creditors to accelerate the related debt, as well as any other debt to which the cross-acceleration or cross-default provisions apply. In addition, the lenders may be able to terminate any commitments they had made to supply us with additional funding. As a result, any default by us under our credit agreement, indentures governing the senior notes or any other financing agreement could have a material adverse effect on our financial condition.

***Virtually all of our assets consist of goodwill and intangibles and are subject to impairment risk.***

As our financial statements indicate, virtually all of our assets consist of goodwill and intangibles, principally the trademarks, trade names and patents that we have acquired. On an annual basis, and otherwise when there is evidence that events or changes in circumstances indicate, we assess the potential impairment of our goodwill. Upon any such evaluation, we may be required to record a significant charge in our financial statements, which would negatively impact our financial condition and results of operations. We recorded charges in 2010 and 2009 for impairment of certain assets. In the event that the value of those assets or other assets become further impaired or our financial condition is materially adversely affected in any way, we would not have tangible assets that could be sold to repay our liabilities. As a result, our creditors and investors may not be able to recoup the amount of the indebtedness that they have extended to us or the amount they have invested in us.

***Our information technology systems may be susceptible to disruptions.***

We utilize information technology systems to improve the effectiveness of our operations and support our business including systems to support financial reporting and an enterprise resource planning system, which we are currently implementing. During the implementation process, we could be subject to transaction errors, processing inefficiencies and other business disruptions that could lead to the loss of revenue or inaccuracies in our financial information. The occurrence of these or other challenges could disrupt our information technology systems and adversely affect our operations.

***Changes in our provision for income taxes or adverse outcomes resulting from examination of our income tax returns could adversely affect our results.***

Our provision for income taxes is subject to volatility and could be adversely affected by several factors, some of which are outside of our control, including:

- changes in the income allocation methods for state taxes, and the determination of which states or countries have jurisdiction to tax our Company;
- an increase in non-deductible expenses for tax purposes, including certain stock-based compensation, executive compensation and impairment of goodwill;
- transfer pricing adjustments;
- tax assessments resulting from income tax audits or any related tax interest or penalties that could significantly affect our income tax provision for the period in which the settlement takes place;
- a change in our decision to indefinitely reinvest foreign earnings;
- changes in accounting principles; and
- changes in tax laws or related interpretations, accounting standards, regulations, and interpretations in multiple tax jurisdictions in which we operate.

Significant judgment is required to determine the recognition and measurement attribute prescribed in FASB ASC 740. As a multinational corporation, we conduct our business in many countries and are subject to taxation in many jurisdictions. The taxation of our business is subject to the application of multiple and sometimes conflicting tax laws and regulations as well as multinational tax conventions. Our effective tax rate is dependent upon the availability of tax credits and carryforwards. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation, and the evolution of regulations and court rulings. Consequently, taxing authorities may impose tax assessments or judgments against us that could materially impact our tax liability and/or our effective income tax rate.

In addition, we may be subject to examination of our income tax returns by the Internal Revenue Service and other tax authorities. If tax authorities challenge the relative mix of our U.S. and international income, or successfully assert the jurisdiction to tax our earnings, our future effective income tax rates could be adversely affected.

**ITEM 6. 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 thereunto duly authorized.

**PRESTIGE BRANDS HOLDINGS, INC.**

Date: November 7, 2013

By: /s/ RONALD M. LOMBARDI

Ronald M. Lombardi  
Chief Financial Officer  
(Principal Financial Officer and  
Duly Authorized Officer)

## Exhibit Index

- 31.1 Certification of Principal Executive Officer of Prestige Brands Holdings, Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 31.2 Certification of Principal Financial Officer of Prestige Brands Holdings, Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 32.1 Certification of Principal Executive Officer of Prestige Brands Holdings, Inc. pursuant to Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code.
- 32.2 Certification of Principal Financial Officer of Prestige Brands Holdings, Inc. pursuant to Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code.
- 101.INS\* XBRL Instance Document
- 101.SCH\* XBRL Taxonomy Extension Schema Document
- 101.CAL\* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF\* XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB\* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE\* XBRL Taxonomy Extension Presentation Linkbase Document

\* XBRL information is furnished and not filed for purposes of Section 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, and is not subject to liability under those sections, is not part of any registration statement, prospectus or other document to which it relates and is not incorporated or deemed to be incorporated by reference into any registration statement, prospectus or other document.

## CERTIFICATIONS

I, Matthew M. Mannelly, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Prestige Brands Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2013

/s/ Matthew M. Mannelly

Matthew M. Mannelly  
Chief Executive Officer  
(Principal Executive Officer)

## CERTIFICATIONS

I, Ronald M. Lombardi, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Prestige Brands Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2013

**/s/ Ronald M. Lombardi**

Ronald M. Lombardi

Chief Financial Officer

(Principal Financial Officer)



**CERTIFICATION  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Matthew M. Mannelly, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Prestige Brands Holdings, Inc. on Form 10-Q for the quarter ended September 30, 2013, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of Prestige Brands Holdings, Inc.

**/s/ Matthew M. Mannelly**

Name: Matthew M. Mannelly

Title: Chief Executive Officer

(Principal Executive Officer)

Date: November 7, 2013

**CERTIFICATION  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ronald M. Lombardi, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Prestige Brands Holdings, Inc. on Form 10-Q for the quarter ended September 30, 2013, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of Prestige Brands Holdings, Inc.

**/s/ Ronald M. Lombardi**

Name: Ronald M. Lombardi

Title: Chief Financial Officer  
(Principal Financial Officer)

Date: November 7, 2013