

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **April 30, 2014**

PRESTIGE BRANDS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32433
(Commission
File Number)

20-1297589
(IRS Employer
Identification No.)

660 White Plains Road
Tarrytown, New York 10591
(Address of Principal Executive Offices, including Zip Code)

(914) 524-6810
(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On April 30, 2014 Prestige Brands Holdings, Inc. (the "Company") completed its previously announced acquisition of Hydralyte™ from Hydralyte Pharmaceuticals Trust of Victoria, Australia. Hydralyte is the leading over-the-counter oral rehydration brand in Australia, and will be marketed and sold through Care Pharmaceuticals, the Company's subsidiary in Australia.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

See Exhibit Index immediately following the signature page.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRESTIGE BRANDS HOLDINGS, INC.

Date: May 1, 2014

By: /s/ Ronald M. Lombardi

Name: Ronald M. Lombardi

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99.1	Press Release dated May 1, 2014 announcing the completion of the Hydralyte acquisition

For Immediate Release

Prestige Brands Holdings, Inc. Completes Purchase of Hydralyte® for Its Australian Subsidiary

Tarrytown, NY, May 1, 2014—Prestige Brands Holdings, Inc. (NYSE-PBH) (“Prestige”) today announced that it has closed the previously announced acquisition of Hydralyte™ from the Hydration Pharmaceuticals Trust of Victoria, Australia. Hydralyte is the leading over-the-counter oral rehydration brand in Australia, and will be marketed and sold through Care Pharmaceuticals (“Care”), Prestige’s subsidiary in Australia.

The transaction was finalized pursuant to the original terms of the purchase agreement announced on April 15, 2014. As previously mentioned, the acquisition of Hydralyte is projected to double the revenues of Care to approximately \$50 million (AUD), and is expected to be accretive to Prestige’s earnings per share for fiscal 2015, exclusive of transaction, integration and purchase accounting items. Prestige acquired Care in July 2013.

About Prestige Brands Holdings, Inc.

The Company markets and distributes brand name over-the-counter and household cleaning products throughout the U.S., Canada, Australia, and in select international markets. Core brands include Chloraseptic® sore throat treatments, Clear Eyes® eye care products, Compound W® wart treatments, The Doctor's® NightGuard® dental protector, the Little Remedies® and PediaCare® lines of pediatric over-the-counter products, Efferdent® denture care products, Luden's® throat drops, Dramamine® motion sickness treatment, BC® and Goody's® pain relievers, Beano® gas prevention, Debrox® earwax remover, and Gaviscon® antacid in Canada.

Note Regarding Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of the federal securities laws that are intended to qualify for the Safe Harbor from liability

established by the Private Securities Litigation Reform Act of 1995. "Forward-looking statements" generally can be identified by the use of forward-looking terminology such as "project," "will," "expect," "goal," "positioned," or "continue" (or the negative or other derivatives of each of these terms) or similar terminology. The "forward-looking statements" include, without limitation, statements regarding the projected revenues for Care Pharmaceuticals and the acquisition's expected impact on earnings per share for 2015. These statements are based on management's estimates and assumptions with respect to future events and financial performance and are believed to be reasonable, though are inherently uncertain and difficult to predict. Actual results could differ materially from those in the forward-looking statements as a result of a variety of factors, including the impact of foreign exchange, general economic and business conditions, our ability to successfully integrate Hydralyte, competitive pressures, unexpected costs, liabilities and disruptions resulting from the integration, or adverse changes in the laws of the countries in which Hydralyte products are sold. A discussion of other factors that could cause results to vary is included in the Company's Annual Report on Form 10-K for the year ended March 31, 2013 and other periodic reports filed with the Securities and Exchange Commission. Except to the extent required by applicable securities laws, we are not under any obligation to (and expressly disclaim any such obligation to) update any forward-looking statements, whether as a result of new information, future events, or otherwise. All statements contained in this press release are made only as of the date of this release.

Contact:

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