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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2015

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	**20-1297589**
(State or other jurisdiction of incorporation or organization)	(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 x No o

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 x No o

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 x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x
As of October 30, 2015, there were 52,747,116 shares of common stock outstanding.

Prestige Brands Holdings, Inc.
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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.

PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Prestige Brands Holdings, Inc.

Consolidated Statements of Income and Comprehensive Income

(Unaudited)

(In thousands, except per share data)	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Six Months Ended September 30, 2015	Six Months Ended September 30, 2014
Revenues				
Net sales	$ 205,262	$ 180,005	$ 396,549	$ 324,546
Other revenues	803	1,264	1,648	2,425
Total revenues	206,065	181,269	398,197	326,971
Cost of Sales				
Cost of sales (exclusive of depreciation shown below)	86,125	78,727	166,021	142,563
Gross profit	119,940	102,542	232,176	184,408
Operating Expenses				
Advertising and promotion	27,893	25,044	54,315	44,140
General and administrative	16,462	27,128	34,051	44,134
Depreciation and amortization	5,687	3,852	11,407	6,813
Total operating expenses	50,042	56,024	99,773	95,087
Operating income	69,898	46,518	132,403	89,321
Other (income) expense				
Interest income	(33)	(15)	(60)	(47)
Interest expense	20,700	18,208	42,611	32,893
Loss on extinguishment of debt	—	—	451	—
Total other expense	20,667	18,193	43,002	32,846
Income before income taxes	49,231	28,325	89,401	56,475
Provision for income taxes	17,428	11,862	31,425	23,280
Net income	$ 31,803	$ 16,463	$ 57,976	$ 33,195
Earnings per share:				
Basic	$ 0.60	$ 0.32	$ 1.10	$ 0.64
Diluted	$ 0.60	$ 0.31	$ 1.09	$ 0.63
Weighted average shares outstanding:				
Basic	52,803	52,088	52,676	52,023
Diluted	53,151	52,594	53,055	52,564
Comprehensive income, net of tax:				
Currency translation adjustments	(11,079)	(10,830)	(11,484)	(8,104)
Total other comprehensive loss	(11,079)	(10,830)	(11,484)	(8,104)
Comprehensive income	$ 20,724	$ 5,633	$ 46,492	$ 25,091

See accompanying notes.

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

(In thousands)	September 30, 2015	March 31, 2015
Assets		
Current assets		
Cash and cash equivalents	$ 22,152	$ 21,318
Accounts receivable, net	91,340	87,858
Inventories	77,137	74,000
Deferred income tax assets	8,273	8,097
Prepaid expenses and other current assets	6,877	10,434
Total current assets	205,779	201,707
Property and equipment, net	12,920	13,744
Goodwill	289,061	290,651
Intangible assets, net	2,117,669	2,134,700
Other long-term assets	1,462	1,165
Total Assets	$ 2,626,891	$ 2,641,967
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 41,777	$ 46,115
Accrued interest payable	9,656	11,974
Other accrued liabilities	41,595	40,948
Total current liabilities	93,028	99,037
Long-term debt		
Principal amount	1,503,600	1,593,600
Less unamortized debt costs	(31,736)	(32,327)
Long-term debt, net	1,471,864	1,561,273
Deferred income tax liabilities	373,764	351,569
Other long-term liabilities	2,480	2,464
Total Liabilities	1,941,136	2,014,343
Commitments and Contingencies — Note 16		
Stockholders' Equity		
Preferred stock - $0.01 par value		
Authorized - 5,000 shares		
Issued and outstanding - None	—	—
Common stock - $0.01 par value		
Authorized - 250,000 shares		
Issued - 53,053 shares at September 30, 2015 and 52,562 shares at March 31, 2015	530	525
Additional paid-in capital	439,861	426,584
Treasury stock, at cost - 306 shares at September 30, 2015 and 266 shares at March 31, 2015	(5,121)	(3,478)
Accumulated other comprehensive loss, net of tax	(34,896)	(23,412)
Retained earnings	285,381	227,405
Total Stockholders' Equity	685,755	627,624
Total Liabilities and Stockholders' Equity	$ 2,626,891	$ 2,641,967

See accompanying notes.

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

(In thousands)	Six Months Ended September 30, 2015	Six Months Ended September 30, 2014
Operating Activities		
Net income	$ 57,976	$ 33,195
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	11,407	6,815
Deferred income taxes	21,985	11,496
Amortization of debt origination costs	4,055	3,085
Stock-based compensation costs	5,034	3,403
Loss on extinguishment of debt	451	—
Loss (gain) on sale or disposal of property and equipment	(36)	56
Changes in operating assets and liabilities, net of effects from acquisitions		
Accounts receivable	(3,918)	(8,363)
Inventories	(3,838)	7,264
Prepaid expenses and other current assets	3,436	3,114
Accounts payable	(4,519)	(5,647)
Accrued liabilities	(1,443)	2,640
Net cash provided by operating activities	90,590	57,058
Investing Activities		
Purchases of property and equipment	(1,683)	(1,380)
Proceeds from the sale of property and equipment	344	—
Proceeds from sale of business	—	18,500
Acquisition of Insight Pharmaceuticals, less cash acquired	—	(749,666)
Acquisition of the Hydralyte brand	—	(77,991)
Net cash used in investing activities	(1,339)	(810,537)
Financing Activities		
Term loan borrowings	—	720,000
Term loan repayments	(50,000)	(25,000)
Borrowings under revolving credit agreement	15,000	124,600
Repayments under revolving credit agreement	(55,000)	(58,500)
Payments of debt origination costs	(4,211)	(16,072)
Proceeds from exercise of stock options	6,398	2,757
Proceeds from restricted stock exercises	544	57
Excess tax benefits from share-based awards	1,850	1,030
Fair value of shares surrendered as payment of tax withholding	(2,187)	(1,660)
Net cash (used in) provided by financing activities	(87,606)	747,212
Effects of exchange rate changes on cash and cash equivalents	(811)	(316)
Increase (decrease) in cash and cash equivalents	834	(6,583)
Cash and cash equivalents - beginning of period	21,318	28,331
Cash and cash equivalents - end of period	$ 22,152	$ 21,748
Interest paid	$ 40,550	$ 27,349
Income taxes paid	$ 3,707	$ 4,716

See accompanying notes.

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, and club, convenience, and dollar stores in North America (the United States and Canada) and in Australia and 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 9 to these 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 these Consolidated Financial Statements. In the opinion of management, these 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 31st of each year. References in these Consolidated Financial Statements or related notes to a year (e.g., "2016") mean our fiscal year ending or ended on March 31st of that year. Operating results for the three and six months ended September 30, 2015 are not necessarily indicative of results that may be expected for the fiscal year ending March 31, 2016. These unaudited Consolidated Financial Statements and related notes should be read in conjunction with our audited Consolidated Financial Statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2015.

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 those estimates. As discussed below, our most significant estimates include those made in connection with the valuation of intangible assets, stock-based compensation, fair value of debt, 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, 2015 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:

	Years
Machinery	5
Computer equipment and software	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 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 product group 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, typically ranging from 10 to 30 years.

Indefinite-lived intangible assets are 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. Intangible assets with finite lives are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may 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.

Debt Origination Costs

We have incurred debt origination costs in connection with the issuance of long-term debt. Certain of these costs were recorded as deferred financing costs within long-term assets and others were recorded as a reduction to our long-term debt. These costs are amortized over the term of the related debt, using the effective interest method for our term loan facility and the straight-line method for our revolving credit facility. Effective April 1, 2015, in accordance with new accounting standards discussed below, we began reporting the costs related to our senior notes and the term loan facility as a reduction of debt. We continue to report the costs associated with our revolving credit facility as a long-term asset.

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 $10.4 million and $19.1 million for the three and six months ended September 30, 2015, respectively, and $9.4 million and $17.1 million for the three and six months ended September 30, 2014, 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 a grantee 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”) 740 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 such guidance in determining our 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, and unvested restricted stock units, are included in the earnings per share calculation to the extent that they are dilutive.

Recently Issued Accounting Standards
In September 2015, the FASB issued Accounting Standards Update ("ASU") 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments*. The amendments in this update require that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. To simplify the accounting for adjustment made to provisional amounts recognized in a business combination, the amendments in this update eliminate the requirement to retrospectively account for those adjustments. For public business entities, the amendments in this update are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The adoption of ASU 2015-16 is not expected to have a material impact on our Consolidated Financial Statements.

In July 2015, the FASB issued ASU 2015-11, *Simplifying the Measurement of Inventory*. The amendments in this update more closely align the measurement of inventory in GAAP with the measurement of inventory in International Financial Reporting

Standards, under which an entity should measure inventory at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

In April 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs* ("ASU 2015-03"). The amendments in this update require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The amendments in this update are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. As permitted by the guidance, we have early adopted these provisions, as of the beginning of our first quarter of 2016. Given the absence of authoritative guidance within ASU 2015-03 for debt issuance costs related to line-of-credit arrangements, in August 2015, the FASB issued ASU 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*, stating that the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. As a result, we reclassified $27.4 million of deferred financing costs as of March 31, 2015 from other long-term assets, and such costs are now presented as a direct deduction from the long-term debt liability.

In February 2015, the FASB issued ASU 2015-02, *Amendments to the Consolidation Analysis*. Update 2015-02 amended the process that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. The amendments in this update are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. The adoption of ASU 2015-02 is not expected to have a material impact on our Consolidated Financial Statements.

In January 2015, the FASB issued ASU 2015-01, *Income Statement - Extraordinary and Unusual Items*. The amendments in this update eliminate the concept of extraordinary items in Subtopic 225-20, which required entities to consider whether an underlying event or transaction is extraordinary. However, the amendments retain the presentation and disclosure guidance for items that are unusual in nature or occur infrequently. The amendments in this update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. The adoption of ASU 2015-01 is not expected to have a material impact on our Consolidated Financial Statements.

In August 2014, the FASB issued ASU 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern.* This amendment states that in connection with preparing financial statements for each annual and interim reporting period, an entity's management should evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued, when applicable). The amendments in this update are effective for the annual reporting period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. The adoption of ASU 2014-15 is not expected to have a material impact on our Consolidated Financial Statements.

In June 2014, the FASB issued ASU 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide that a Performance Target Could Be Achieved after the Requisite Service Period*, which requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. As such, the new guidance does not allow for a performance target that affects vesting to be reflected in estimating the fair value of the award at the grant date. The amendments to this update are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted. Entities may apply the amendments in this update either prospectively to all awards granted or modified after the effective date or retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. We currently do not have any outstanding share-based payments with a performance target. The adoption of ASU 2014-12 is not expected to have a material impact on our Consolidated Financial Statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers - Topic 606*, which supersedes the revenue recognition requirements in FASB Accounting Standards Codification ("ASC") 605. The new guidance primarily states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. In August 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU 2014-09 from annual and interim periods beginning after December 15, 2016 to annual and interim periods beginning after December 15, 2017. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

In April 2014, the FASB issued ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. Those strategic shifts should have a major effect on the organization's operations and financial results. Examples include a disposal of a major geographic area, a major line of business, or a major equity method investment. In addition, the new guidance requires expanded disclosures about discontinued operations that will provide financial statement users with more information about the assets, liabilities, income, and expenses of discontinued operations. Early adoption is permitted, but only for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. The amendments in this update must be applied prospectively to all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years. The adoption of ASU 2014-08 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 Insight Pharmaceuticals

On September 3, 2014, the Company completed the acquisition of Insight Pharmaceuticals Corporation ("Insight"), a marketer and distributor of feminine care and other OTC healthcare products, for $753.2 million in cash. The closing followed the Federal Trade Commission's ("FTC") approval of the acquisition and was finalized pursuant to the terms of the purchase agreement announced on April 25, 2014. Pursuant to the Insight purchase agreement, the Company acquired 27 OTC brands sold in North America (including related trademarks, contracts and inventory), which extended the Company's portfolio of OTC brands to include a leading feminine care platform in the United States and Canada anchored by *Monistat*, the leading brand in OTC yeast infection treatment. The acquisition also added brands to the Company's cough & cold, pain relief, ear care and dermatological platforms. In connection with the FTC's approval of the Insight acquisition, we sold one of the competing brands that we acquired from Insight on the same day as the Insight closing. The Insight brands are primarily included in our North American OTC Healthcare segment.

The Insight 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 an analysis of the fair values of the assets acquired and liabilities assumed as of the date of acquisition. During the quarter ended June 30, 2015, we adjusted the fair values of the assets acquired and liabilities assumed for certain immaterial items that came to our attention subsequent to the date of acquisition. The following table summarizes our allocation of the assets acquired and liabilities assumed as of the September 3, 2014 acquisition date.

(In thousands)	September 3, 2014	
Cash acquired	$	3,507
Accounts receivable		26,012
Inventories		23,456
Deferred income tax assets - current		1,032
Prepaids and other current assets		1,341
Property, plant and equipment		2,308
Goodwill		103,560
Intangible assets		724,374
Total assets acquired		885,590
Accounts payable		16,079
Accrued expenses		8,539
Deferred income tax liabilities - long term		107,799
Total liabilities assumed		132,417
Total purchase price	$	753,173

Based on this analysis, we allocated $599.6 million to indefinite-lived intangible assets and $124.8 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 16.2 years. The weighted average remaining life for amortizable intangible assets at September 30, 2015 was 15.1 years.

We also recorded goodwill of $103.6 million based on the amount by which the purchase price exceeded the fair value of the net assets acquired. Goodwill is not deductible for income tax purposes.

The operating results of Insight have been included in our Consolidated Financial Statements beginning September 3, 2014. On September 3, 2014, we sold one of the brands we acquired from the Insight acquisition for $18.5 million, for which we had allocated $17.7 million, $0.6 million and $0.2 million to intangible assets, inventory and property, plant and equipment, respectively.

The following table provides our unaudited pro forma revenues, net income and net income per basic and diluted common share had the results of Insight's operations been included in our operations commencing on April 1, 2013, based upon available information related to Insight's operations. This pro forma information is not necessarily indicative either of the combined results of operations that actually would have been realized by us had the Insight acquisition been consummated at the beginning of the period for which the pro forma information is presented, or of future results.

(In thousands, except per share data)	Six Months Ended September 30, 2014	
Revenues	$	393,140
Net income	$	37,957
Earnings per share:		
Basic	$	0.73
Diluted	$	0.72

Acquisition of the Hydralyte brand
On April 30, 2014, we completed the acquisition of the *Hydralyte* brand in Australia and New Zealand from The Hydration Pharmaceuticals Trust of Victoria, Australia, which was funded through a combination of cash on hand and our existing senior secured credit facility.

Hydralyte is the leading OTC brand in oral rehydration in Australia and is marketed and sold through our Care Pharmaceuticals Pty Ltd. subsidiary ("Care Pharma"). *Hydralyte* is available in pharmacies in multiple forms and is indicated for oral rehydration following diarrhea, vomiting, fever, heat and other ailments. *Hydralyte* is included in our International OTC Healthcare segment.

The *Hydralyte* 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 an analysis of the fair values of the assets acquired and liabilities assumed as of the date of acquisition. The following table summarizes our allocation of the assets acquired and liabilities assumed as of the April 30, 2014 acquisition date.

(In thousands)	**April 30, 2014**
Inventories	$ 1,970
Property, plant and equipment, net	1,267
Goodwill	1,224
Intangible assets, net	73,580
Total assets acquired	78,041
Accrued expenses	38
Other long-term liabilities	12
Total liabilities assumed	50
Net assets acquired	$ 77,991

Based on this analysis, we allocated $73.6 million to non-amortizable intangible assets and no allocation was made to amortizable intangible assets.

We also recorded goodwill of $1.2 million based on the amount by which the purchase price exceeded the fair value of the net assets acquired. Goodwill is not deductible for income tax purposes.

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

3.Accounts Receivable

Accounts receivable consist of the following:

(In thousands)	**September 30, 2015**	**March 31, 2015**
Components of Accounts Receivable		
Trade accounts receivable	$ 99,324	$ 95,411
Other receivables	1,745	2,353
	101,069	97,764
Less allowances for discounts, returns and uncollectible accounts	(9,729)	(9,906)
Accounts receivable, net	$ 91,340	$ 87,858

4.Inventories

Inventories consist of the following:

(In thousands)	September 30, 2015	March 31, 2015
Components of Inventories		
Packaging and raw materials	$ 6,428	$ 7,588
Finished goods	70,709	66,412
Inventories	$ 77,137	$ 74,000

Inventories are carried and depicted above at the lower of cost or market value, which includes a reduction in inventory values of $3.5 million and $4.1 million at September 30, 2015 and March 31, 2015, respectively, related to obsolete and slow-moving inventory.

5. Property and Equipment

Property and equipment consist of the following:

(In thousands)	September 30, 2015	March 31, 2015
Components of Property and Equipment		
Machinery	$ 4,056	$ 4,743
Computer equipment	13,300	11,339
Furniture and fixtures	2,373	2,484
Leasehold improvements	7,336	7,134
	27,065	25,700
Accumulated depreciation	(14,145)	(11,956)
Property and equipment, net	$ 12,920	$ 13,744

We recorded depreciation expense of $1.2 million and $0.9 million for the three months ended September 30, 2015 and 2014, respectively, and $2.5 million and $1.6 million for the six months ended September 30, 2015 and 2014, respectively.

6.Goodwill

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

(In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Balance — March 31, 2015	$ 263,411	$ 20,440	$ 6,800	$ 290,651
Adjustments	305	—	—	305
Effects of foreign currency exchange rates	—	(1,895)	—	(1,895)
Balance — September 30, 2015	$ 263,716	$ 18,545	$ 6,800	$ 289,061

As discussed in Note 2, we completed two acquisitions during the year ended March 31, 2015. On September 3, 2014, we completed the acquisition of Insight and recorded goodwill of $103.6 million, reflecting the amount by which the purchase price exceeded the preliminary estimate of fair value of net assets acquired. During the quarter ended June 30, 2015, we adjusted the fair values of the assets acquired and liabilities assumed by $0.3 million for certain immaterial items that came to our attention subsequent to the date of acquisition. Additionally, on April 30, 2014, we completed the acquisition of the *Hydralyte* brand and recorded goodwill of $1.2 million, reflecting the amount by which the purchase price exceeded the preliminary estimate of 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 quarter of each fiscal year, or more frequently if conditions indicate that the carrying value of the asset may not be recoverable, management performs a review of the values assigned to goodwill and tests for impairment.

At February 28, 2015, during our annual test for goodwill impairment, there were no indicators of impairment under the analysis. Accordingly, no impairment charge was recorded in fiscal 2015. As of September 30, 2015, there have been no triggering events that would indicate potential impairment of goodwill.

7.Intangible Assets

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

(In thousands)	**Indefinite Lived Trademarks**	**Finite Lived Trademarks**	**Totals**
Gross Carrying Amounts			
Balance — March 31, 2015	$ 1,873,404	$ 358,066	$ 2,231,470
Effects of foreign currency exchange rates	(7,988)	(129)	(8,117)
Balance — September 30, 2015	1,865,416	357,937	2,223,353
Accumulated Amortization			
Balance — March 31, 2015	—	96,770	96,770
Additions	—	8,933	8,933
Effects of foreign currency exchange rates	—	(19)	(19)
Balance — September 30, 2015	—	105,684	105,684
Intangible assets, net - September 30, 2015	$ 1,865,416	$ 252,253	$ 2,117,669
Intangible Assets, net by Reportable Segment:			
North American OTC Healthcare	$ 1,676,991	$ 227,627	$ 1,904,618
International OTC Healthcare	78,153	1,076	79,229
Household Cleaning	110,272	23,550	133,822
Intangible assets, net - September 30, 2015	$ 1,865,416	$ 252,253	$ 2,117,669

As discussed in Note 2, we completed two acquisitions during the year ended March 31, 2015. On September 3, 2014, we completed the acquisition of Insight and allocated $724.4 million to intangible assets based on our preliminary analysis. Additionally, on April 30, 2014, we completed the acquisition of the *Hydralyte* brand and allocated $73.6 million to intangible assets based on our preliminary analysis. Furthermore, on September 3, 2014, we sold one of the brands that we acquired from Insight, for which we had allocated $17.7 million to intangible assets.

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 are also 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, 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.

We utilize the discounted cash flow method to estimate the fair value of our reporting units as part of the goodwill impairment test and the excess earnings method to estimate the fair value of our individual indefinite-lived intangible assets. We also considered our market capitalization at February 28, 2015, which was the date of our annual review, 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.

As a result of recent declines in revenues in *Pediacare* and in certain other brands, we continue to monitor whether events or conditions would indicate that the fair value of the intangible asset no longer exceeds the carrying value. Although we continue to believe that the fair values of our brands exceed their carrying values, sustained or significant future declines in revenue, profitability, lost distribution, other adverse changes in expected operating results, and/or unfavorable changes in other economic factors used to estimate fair value of certain brands could indicate that the fair value no longer exceeds carrying value, in which case a non-cash impairment charge may be recorded in future periods.

The weighted average remaining life for finite-lived intangible assets at September 30, 2015 was approximately 14.1 years, and the amortization expense for the three and six months ended September 30, 2015 was $4.4 million and $8.9 million, respectively. At September 30, 2015, finite-lived intangible assets are being amortized over a period of 10 to 30 years, and the associated amortization expense is expected to be as follows:

(In thousands)

Year Ending March 31,		**Amount**
2016 (Remaining six months ending March 31, 2016)	$	8,933
2017		17,867
2018		17,867
2019		17,867
2020		17,867
Thereafter		171,852
	$	252,253

8.Other Accrued Liabilities

Other accrued liabilities consist of the following:

(In thousands)		**September 30, 2015**		**March 31, 2015**
Accrued marketing costs	$	20,909	$	16,903
Accrued compensation costs		4,655		8,840
Accrued broker commissions		1,082		1,134
Income taxes payable		2,936		2,642
Accrued professional fees		2,214		2,769
Deferred rent		945		1,021
Accrued production costs		5,170		5,610
Accrued lease termination costs		607		669
Other accrued liabilities		3,077		1,360
	$	41,595	$	40,948

9. Long-Term Debt

2012 Senior Notes:
On January 31, 2012, Prestige Brands, Inc. (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, 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. 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.

2012 Term Loan and 2012 ABL Revolver:
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 7-year maturity and (ii) a $50.0 million asset-based revolving credit facility (the “2012 ABL Revolver”) with a 5-year maturity. In subsequent years, we have utilized portions of our accordion feature to increase the amount of our borrowing capacity under the 2012 ABL Revolver by $85.0 million to $135.0 million and 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 Borrower 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 "Term Loan Amendment No. 1") to the 2012 Term Loan. Term Loan Amendment No. 1 provided for the refinancing of all of the Borrower's existing Term B Loans with new Term B-1 Loans (the "Term B-1 Loans"). The interest rate on the Term B-1 Loans under the Term Loan Amendment No. 1 was 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, with a floor of 2.00%, plus a margin. The new Term B-1 Loans mature on the same date as the Term B Loans' original maturity date. In addition, Term Loan Amendment No. 1 provided 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 governing the 2012 Term Loan and 2012 ABL Revolver. In connection with Term Loan Amendment No. 1, during the fourth quarter ended March 31, 2013, we recognized a $1.4 million loss on the extinguishment of debt.

On September 3, 2014, the Borrower entered into Amendment No. 2 ("Term Loan Amendment No. 2") to the 2012 Term Loan. Term Loan Amendment No. 2 provided for (i) the creation of a new class of Term B-2 Loans under the 2012 Term Loan (the "Term B-2 Loans") in an aggregate principal amount of $720.0 million, (ii) increased flexibility under the credit agreement governing the 2012 Term Loan and 2012 ABL Revolver, including additional investment, restricted payment and debt incurrence flexibility and financial maintenance covenant relief, and (iii) an interest rate on (x) the Term B-1 Loans that was based, at the Borrower’s option, on a LIBOR rate plus a margin of 3.125% per annum, with a LIBOR floor of 1.00%, or an alternate base rate, with a floor of 2.00%, plus a margin, and (y) the Term B-2 Loans that was based, at the Borrower’s option, on a LIBOR rate plus a margin of 3.50% per annum, with a LIBOR floor of 1.00%, or an alternate base rate, with a floor of 2.00%, plus a margin (with a margin step-down to 3.25% per annum, based upon achievement of a specified secured net leverage ratio).

On May 8, 2015, the Borrower entered into Amendment No. 3 (the "Term Loan Amendment No. 3") to the 2012 Term Loan. Term Loan Amendment No. 3 provides for (i) the creation of a new class of Term B-3 Loans under the 2012 Term Loan (the "Term B-3 Loans") in an aggregate principal amount of $852.5 million, which combined the outstanding balances of the Term B-1 Loans of $207.5 million and the Term B-2 Loans of $645.0 million, (ii) increased flexibility under the credit agreement governing the 2012 Term Loan, including additional investment, restricted payment, and debt incurrence flexibility and financial maintenance covenant relief, and (iii) an interest rate on the Term B-3 Loans that is based, at the Borrower’s option, on a LIBOR rate plus a margin of 2.75% per annum, with a LIBOR floor of 0.75%, or an alternate base rate, with a floor of 1.75%, plus a margin. The maturity date of the Term B-3 Loans remains the same as the Term B-2 Loans' original maturity date of September 3, 2021.

The 2012 Term Loan, as amended, bears interest at a rate per annum equal to an applicable margin plus, at the Borrower's 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 1.75% 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, with a floor of 0.75%. For the six months ended September 30, 2015, the average interest rate on the 2012 Term Loan was 4.6%.

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 entered into Term Loan Amendment No. 3, we are required to make quarterly payments each equal to 0.25% of the aggregate principal amount of $852.5 million. Since we have previously made optional payments that exceeded a significant portion of our required quarterly payments, we will not be required to make another payment until the fiscal year ending March 31, 2019.

On September 3, 2014, the Borrower entered into Amendment No. 3 ("ABL Amendment No. 3") to the 2012 ABL Revolver. ABL Amendment No. 3 provided for (i) a $40.0 million increase in revolving commitments under the 2012 ABL Revolver and (ii) increased flexibility under the credit agreement governing the 2012 Term Loan and 2012 ABL Revolver, including additional investment, restricted payment and debt incurrence flexibility. Borrowings under the 2012 ABL Revolver, as amended, bear interest at a rate per annum equal to an applicable margin plus, at the Borrower's 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., or (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 by an amount set forth in the credit agreement covering the 2012 ABL Revolver.

On June 9, 2015, the Borrower entered into Amendment No. 4 ("ABL Amendment No. 4") to the 2012 ABL Revolver. ABL Amendment No. 4 provides for (i) a $35.0 million increase in the accordion feature under the 2012 ABL Revolver and (ii) increased flexibility under the credit agreement governing the 2012 ABL Revolver, including additional investment, restricted payment, and debt incurrence flexibility and financial maintenance covenant relief and (iii) extended the maturity date of the 2012 ABL Revolver to June 9, 2020, which is five years from the effective date. 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, 2015, the average interest rate on the amounts borrowed under the 2012 ABL Revolver was 2.2%.

2013 Senior Notes:
On December 17, 2013, the Borrower issued $400.0 million of senior unsecured notes, with an interest rate of 5.375% and a maturity date of December 15, 2021 (the "2013 Senior Notes"). The Borrower may redeem some or all of the 2013 Senior Notes at redemption prices set forth in the indenture governing the 2013 Senior Notes. The 2013 Senior Notes are guaranteed by Prestige Brands Holdings, Inc. and certain of its 100% domestic 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. In connection with the 2013 Senior Notes offering, we incurred $7.2 million of costs, which were capitalized as deferred financing costs and are being amortized over the term of the 2013 Senior Notes.

Redemptions and Restrictions:
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 could have redeemed 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 thereof, plus accrued and unpaid interest, if any, to the redemption date, with the net cash proceeds of certain equity offerings, provided that certain conditions were 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.

At any time prior to December 15, 2016, we may redeem the 2013 Senior Notes in whole or in part at a redemption price equal to 100% of the principal amount of notes redeemed, plus an applicable "make-whole premium" calculated as set forth in the indenture governing the 2013 Senior Notes, together with accrued and unpaid interest, if any, to the date of redemption. On or after December 15, 2016, we may redeem some or all of the 2013 Senior Notes at redemption prices set forth in the indenture governing the 2013 Senior Notes. In addition, at any time prior to December 15, 2016, we may redeem up to 35% of the aggregate principal amount of the 2013 Senior Notes at a redemption price equal to 105.375% of the principal amount thereof, 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 2013 Senior Notes, the Borrower will be required to make an offer to purchase the 2013 Senior Notes at a price equal to 101% of the aggregate principal amount of the 2013 Senior Notes repurchased, plus accrued and unpaid interest, if any, to the date of repurchase.

The indentures governing the 2012 Senior Notes and the 2013 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 indentures governing the 2012 Senior Notes and the 2013 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 governing the 2012 Term Loan and the 2012 ABL Revolver and the indentures governing the 2012 Senior Notes and the 2013 Senior Notes. At September 30, 2015, we were in compliance with the covenants under our long-term indebtedness.

Effective April 1, 2015, the Company elected to change its method of presentation relating to debt issuance costs in accordance with ASU 2015-03. Prior to 2016, the Company's policy was to present these costs in other-long term assets on the balance sheet, net of accumulated amortization. Beginning in 2016, the Company has presented these fees as a direct deduction to the related long-term debt. As a result, we reclassified $27.4 million of deferred financing costs as of March 31, 2015 from other long-term assets, and such costs are now presented as a direct deduction from the long-term debt liability.

At September 30, 2015, we had an aggregate of $31.7 million of unamortized debt costs, the total of which is comprised of $7.9 million related to the 2012 Senior Notes, $5.9 million related to the 2013 Senior Notes and $17.9 million related to the 2012 Term Loan.

As of September 30, 2015, we had $26.1 million outstanding on the 2012 ABL Revolver and a borrowing capacity of $87.2 million.

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

(In thousands, except percentages)	**September 30, 2015**	**March 31, 2015**
2013 Senior Notes bearing interest at 5.375%, with interest payable on June 15 and December 15 of each year. The 2013 Senior Notes mature on December 15, 2021.	$ 400,000	$ 400,000
2012 Senior Notes bearing interest at 8.125%, with interest 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 B-3 Loans bearing interest at the Borrower's option at either a base rate with a floor of 1.75% plus applicable margin or LIBOR with a floor of 0.75% plus applicable margin, due on September 3, 2021.	827,500	877,500
2012 ABL Revolver bearing interest at the Borrower's option at either a base rate plus applicable margin or LIBOR plus applicable margin. Any unpaid balance is due on June 9, 2020.	26,100	66,100
Total long-term debt (including current portion)	1,503,600	1,593,600
Current portion of long-term debt	—	—
Long-term debt	1,503,600	1,593,600
Less: unamortized debt costs	(31,736)	(32,327)
Long-term debt, net	$ 1,471,864	$ 1,561,273

As of September 30, 2015, aggregate future principal payments required in accordance with the terms of the 2012 Term Loan, 2012 ABL Revolver and the indentures governing the 2013 Senior Notes and the 2012 Senior Notes are as follows:

(In thousands) **Year Ending March 31,**	**Amount**
2016 (remaining six months ending March 31, 2016)	$ —
2017	—
2018	—
2019	6,969
2020	258,525
Thereafter	1,238,106
	$ 1,503,600

10.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 820 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 2013 Senior Notes, the 2012 Senior Notes, the Term B-3 Loans, and the 2012 ABL Revolver are measured in Level 2 of the above hierarchy. At September 30, 2015 and March 31, 2015, we did not have any assets or liabilities measured in Level 1 or 3. During the periods presented, there were no transfers of assets or liabilities between Levels 1, 2 and 3.

At September 30, 2015 and March 31, 2015, the carrying value of our 2013 Senior Notes was $400.0 million. The fair value of our 2013 Senior Notes was $391.0 million and $405.0 million at September 30, 2015 and March 31, 2015, respectively.

At September 30, 2015 and March 31, 2015, the carrying value of our 2012 Senior Notes was $250.0 million. The fair value of our 2012 Senior Notes was $263.8 million and $268.1 million at September 30, 2015 and March 31, 2015, respectively.

At September 30, 2015 and March 31, 2015, the carrying value of the Term B-3 Loans was $827.5 million and $877.5 million, respectively. The fair value of the Term B-3 Loans was $827.5 million and $880.5 million at September 30, 2015 and March 31, 2015, respectively.

At September 30, 2015 and March 31, 2015, the carrying value of the 2012 ABL Revolver was $26.1 million and $66.1 million, respectively. The fair value of the 2012 ABL revolver was $26.0 million and $65.7 million at September 30, 2015 and March 31, 2015, respectively.

11. 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 outstanding stock having priority rights as to dividends. No dividends have been declared or paid on the Company's common stock through September 30, 2015.

During the three and six months ended September 30, 2015, we repurchased 0 shares and 39,429 shares, respectively, of restricted common stock from our employees pursuant to the provisions of various employee restricted stock awards. During the three and six months ended September 30, 2014, we repurchased 13,924 shares and 47,664 shares, respectively, of restricted common stock from our employees pursuant to the provisions of various employee restricted stock awards. The repurchases for the six months ended September 30, 2015 and 2014 were at an average price of $41.66 and $33.63, respectively. All of the repurchased shares have been recorded as treasury stock.

12.Accumulated Other Comprehensive Loss

The table below presents accumulated other comprehensive loss ("AOCI"), which affects equity and results from recognized transactions and other economic events, other than transactions with owners in their capacity as owners.
AOCI consisted of the following at September 30, 2015 and March 31, 2015:

(In thousands)	September 30, 2015	March 31, 2015
Components of Accumulated Other Comprehensive Loss		
Cumulative translation adjustment	$ (34,896)	$ (23,412)
Accumulated other comprehensive loss, net of tax	$ (34,896)	$ (23,412)

13.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, and restricted stock units. The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended September 30,		Six Months Ended September 30,	
(In thousands, except per share data)	2015	2014	2015	2014
Numerator				
Net income	$ 31,803	$ 16,463	$ 57,976	$ 33,195
Denominator				
Denominator for basic earnings per share — weighted average shares outstanding	52,803	52,088	52,676	52,023
Dilutive effect of unvested restricted stock units and options issued to employees and directors	348	506	379	541
Denominator for diluted earnings per share	53,151	52,594	53,055	52,564
Earnings per Common Share:				
Basic net earnings per share	$ 0.60	$ 0.32	$ 1.10	$ 0.64
Diluted net earnings per share	$ 0.60	$ 0.31	$ 1.09	$ 0.63

For the three months ended September 30, 2015 and 2014, 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, 2015 and 2014, 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.

14.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 grants of up to a maximum of 5.0 million shares of restricted stock, stock options, restricted stock units and other equity-based awards. In June 2014, the Board of Directors approved, and in July 2014, the stockholders ratified, an increase of an additional 1.8 million shares of our common stock for issuance under the Plan, increased the maximum number of shares subject to stock options that may be awarded to any one participant under the Plan during any 12-month period from 1.0 million to 2.5 million shares, and extended the term of the Plan by ten years to February 2025. 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 and six months ended September 30, 2015, pre-tax share-based compensation costs charged against income were $2.0 million and $5.0 million, respectively, and the related income tax benefit recognized was $0.7 million and $1.8 million, respectively. During the three and six months ended September 30, 2014, pre-tax share-based compensation costs charged against income were $1.5 million and $3.4 million, respectively, and the related income tax benefit recognized was $0.5 million and $1.2 million, respectively.

On April 22, 2015, we announced that Matthew M. Mannelly, our President and Chief Executive Officer and member of the Board of Directors, would retire effective June 1, 2015. In conjunction with his retirement, the Board of Directors accelerated the vesting of his previously unvested restricted stock units and stock options, and we recorded additional compensation expense of approximately $0.8 million associated with this acceleration. Effective June 1, 2015, the Board of Directors appointed Ron Lombardi, our then current Chief Financial Officer, to succeed Mr. Mannelly as President and Chief Executive Officer and as a member of the Board of Directors. In connection with his appointment, Mr. Lombardi was granted 57,924 restricted stock units on April 22, 2015.

On May 11, 2015, the Compensation Committee of our Board of Directors (the "Compensation Committee") granted 185,904 restricted stock units and stock options to acquire 186,302 shares of our common stock to certain executive officers and employees under the Plan. Of those grants, 163,404 restricted stock units vest in their entirety on the three-year anniversary of the date of grant and 22,500 restricted stock units vest 33.3% per year over three years. Upon vesting, the units will be settled in shares of our common stock. The stock options 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 $41.44 per share, which is equal to the closing price of our common stock on the date of grant. On July 1, 2015, the Compensation Committee granted 2,841 restricted stock units, which vest on the three-year anniversary of the date of grant, and stock options to acquire 13,861 shares of our common stock to certain employees under the Plan. The stock options 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 $46.58 per share, which is equal to the closing price of our common stock on the date of grant.

Restricted Shares

Restricted shares 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 of the Company, including revenue and earnings before income taxes, depreciation and amortization targets. The restricted share awards provide for accelerated vesting if there is a change of control, as defined in the Plan. The restricted stock units granted to employees generally vest in their entirety on the three-year anniversary of the date of the grant. Termination of employment prior to vesting will result in forfeiture of the restricted stock units, unless otherwise accelerated by the Compensation Committee of the Board of Directors. The restricted stock units granted to directors 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. Upon vesting, the units will be settled in shares of our common stock.

Each of our six independent members of the Board of Directors received a grant of 2,075 restricted stock units on August 4, 2015 under the Plan. Additionally, on May 11, 2015, the Compensation Committee granted 362 restricted stock units to a newly appointed Board member. The restricted stock units vest on the one year anniversary of the date of grant and will be settled by delivery to the director of one share of common stock of the Company for each vested restricted stock unit promptly following the earliest of the director's (i) death, (ii) disability or (iii) the six-month anniversary of the date on which the director's Board membership ceases for reasons other than death or disability.

The fair value of the restricted stock units is determined using the closing price of our common stock on the date of the grant. The weighted-average grant-date fair value during the six months ended September 30, 2015 and 2014 was $42.20 and $33.30, respectively.

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

Restricted Shares	**Shares (in thousands)**	**Weighted-Average Grant-Date Fair Value**
Six months ended September 30, 2014		
Vested and nonvested at March 31, 2014	437.5	$ 16.76
Granted	104.4	33.30
Vested and issued	(120.7)	13.34
Forfeited	(14.4)	20.78
Vested and nonvested at September 30, 2014	406.8	21.88
Vested at September 30, 2014	76.6	11.62
Six months ended September 30, 2015		
Vested and nonvested at March 31, 2015	362.3	$ 22.74
Granted	259.5	42.20
Vested and issued	(153.6)	18.16
Forfeited	(1.4)	33.50
Vested and nonvested at September 30, 2015	466.8	35.03
Vested at September 30, 2015	69.8	14.76

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 in the event of a change in control, as defined in the Plan. 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 of employment, subject to the terms 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 our historical experience, 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 options.

The weighted-average grant-date fair values of the options granted during the six months ended September 30, 2015 and 2014 was $17.10 and $15.93, respectively.

	Six Months Ended September 30,	
	2015	**2014**
Expected volatility	40.2%	47.3%
Expected dividends	$ —	$ —
Expected term in years	6.0	6.0
Risk-free rate	1.7%	2.2%

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

Options	Shares (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)
Six months ended September 30, 2014:				
Outstanding at March 31, 2014	994.9	$ 15.24		
Granted	307.5	33.50		
Exercised	(284.4)	9.70		
Forfeited or expired	(32.5)	25.61		
Outstanding at September 30, 2014	985.5	22.19	8.0	$ 10,364
Exercisable at September 30, 2014	416.0	14.31	6.8	7,514
Six months ended September 30, 2015:				
Outstanding at March 31, 2015	871.2	$ 23.40		
Granted	200.1	41.80		
Exercised	(336.9)	18.99		
Forfeited or expired	(2.1)	38.16		
Outstanding at September 30, 2015	732.3	30.42	8.1	$ 10,816
Exercisable at September 30, 2015	319.5	21.91	7.0	7,430

The aggregate intrinsic value of options exercised in the six months ended September 30, 2015 was $8.3 million.

At September 30, 2015, there were $13.3 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 1.2 years. The total fair value of options and restricted shares vested during the six months ended September 30, 2015 and 2014 was $6.5 million and $4.2 million, respectively. For the six months ended September 30, 2015 and 2014, cash received from the exercise of stock options was $6.4 million and $2.8 million, respectively, and we realized $2.0 million and $1.8 million, respectively, in tax benefits from the tax deductions resulting from these option exercises. At September 30, 2015, there were 2.6 million shares available for issuance under the Plan.

15.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 rates used in the calculation of income taxes were 35.4% and 41.9% for the three months ended September 30, 2015 and 2014, respectively. The effective tax rates used in the calculation of income taxes were 35.2% and 41.2% for the six months ended September 30, 2015 and 2014, respectively. The decrease in the effective tax rate for the three and six months ended September 30, 2015 was primarily due to the impact of certain non-deductible items related to acquisitions in the prior year period and to favorable tax deductions related to stock options and equity awards that were realized in the current year period.

At September 30, 2015, 100% owned subsidiaries of the Company had net operating loss carryforwards of approximately $44.6 million, which may be used to offset future taxable income of the consolidated group and which begin to expire in 2020. The net operating loss carryforwards are subject to an annual limitation as to usage of approximately $33.6 million pursuant to Internal Revenue Code Section 382. The Company expects to utilize all of the net operating loss carryforwards before they expire.

The balance in our uncertain tax liability was $3.4 million at September 30, 2015 and March 31, 2015. 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.

16. Commitments and Contingencies

We are involved from time to time in 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 be material to our financial condition or results of operations.

Lease Commitments

We have operating leases for office facilities and equipment in New York, Wyoming, and other locations, which expire at various dates through fiscal 2021. These amounts have been included in the table below.

The following summarizes future minimum lease payments for our operating leases as of September 30, 2015 [(a)]:

(In thousands) **Year Ending March 31,**	**Facilities**	**Equipment**	**Total**
2016 (Remaining six months ending March 31, 2016)	$ 887	$ 95	$ 982
2017	1,861	77	1,938
2018	1,871	—	1,871
2019	1,864	—	1,864
2020	1,695	—	1,695
Thereafter	770	—	770
	$ 8,948	$ 172	$ 9,120

(a) Minimum lease payments have not been reduced by minimum sublease rentals of $1.3 million due in the future under noncancelable subleases.

The following schedule shows the composition of total minimum lease payments that have been reduced by minimum sublease rentals:

(In thousands)	**September 30, 2015**	**March 31, 2015**
Minimum lease payments	$ 9,120	$ 9,957
Less: Sublease rentals	(1,283)	(1,401)
	$ 7,837	$ 8,556

Rent expense for the three months ended September 30, 2015 and 2014 was $0.4 million and $0.3 million, respectively.
Rent expense for the six months ended September 30, 2015 and 2014 was $0.8 million and $0.7 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)

Year Ending March 31,	Amount
2016 (Remaining six months ending March 31, 2016)	533
2017	1,044
2018	1,013
2019	982
2020	560
Thereafter	—
	$ 4,132

17. 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 convenience, dollar and club stores. During the three and six months ended September 30, 2015, approximately 41.7% and 42.8%, respectively, of our total revenues were derived from our five top selling brands. During the three and six months ended September 30, 2014, approximately 40.6% and 41.2%, 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 19.6% and 19.7%, respectively, of our gross revenues for the three and six months ended September 30, 2015, and approximately 17.0% and 18.0%, respectively, of our gross revenues for the three and six months ended September 30, 2014. Our next largest customer accounted for approximately 10.0% and 9.7%, respectively, of gross revenues for the three and six months ended September 30, 2015. At September 30, 2015, approximately 20.9% of accounts receivable were owed by Walmart.

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 and inventory levels. As a result, any such disruption could have a material adverse effect on our business, sales and profitability.

At September 30, 2015, we had relationships with 102 third-party manufacturers. Of those, we had long-term contracts with 48 manufacturers that produced items that accounted for approximately 81.3% of gross sales for the six months ended September 30, 2015. At September 30, 2014, we had relationships with 101 third-party manufacturers. Of those, we had long-term contracts with 47 manufacturers that produced items that accounted for approximately 77.4% of gross sales for the six months ended September 30, 2014. The fact that we do not have long-term contracts with certain manufacturers means that 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 and results from operations. Although we are in the process of negotiating long-term contracts with certain key manufacturers, we may not be able to reach agreement, which could have a material adverse effect on our business and results of operations.

18. Business Segments

Segment information has been prepared in accordance with the Segment Reporting topic of the FASB ASC 280. Our current reportable segments consist of (i) North American OTC Healthcare, (ii) International OTC Healthcare and (iii) Household Cleaning. We evaluate the performance of our operating segments and allocate resources to these segments based primarily on contribution margin, which we define as gross profit less advertising and promotional expenses.

The tables below summarize information about our reportable segments.

(In thousands)	Three Months Ended September 30, 2015 North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Gross segment revenues	$ 165,407	$ 17,433	$ 23,894	$ 206,734
Elimination of intersegment revenues	(1,472)	—	—	(1,472)
Third-party segment revenues	163,935	17,433	23,894	205,262
Other revenues	6	—	797	803
Total segment revenues	163,941	17,433	24,691	206,065
Cost of sales	61,499	6,092	18,534	86,125
Gross profit	102,442	11,341	6,157	119,940
Advertising and promotion	24,440	2,777	676	27,893
Contribution margin	$ 78,002	$ 8,564	$ 5,481	92,047
Other operating expenses				22,149
Operating income				69,898
Other expense				20,667
Income before income taxes				49,231
Provision for income taxes				17,428
Net income				$ 31,803

(In thousands)	Six Months Ended September 30, 2015 North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Gross segment revenues	$ 321,746	$ 31,642	$ 45,361	$ 398,749
Elimination of intersegment revenues	(2,200)	—	—	(2,200)
Third-party segment revenues	319,546	31,642	45,361	396,549
Other revenues	46	—	1,602	1,648
Total segment revenues	319,592	31,642	46,963	398,197
Cost of sales	119,625	11,382	35,014	166,021
Gross profit	199,967	20,260	11,949	232,176
Advertising and promotion	47,635	5,500	1,180	54,315
Contribution margin	$ 152,332	$ 14,760	$ 10,769	177,861
Other operating expenses				45,458
Operating income				132,403
Other expense				43,002
Income before income taxes				89,401
Provision for income taxes				31,425
Net income				$ 57,976

	Three Months Ended September 30, 2014			
(In thousands)	**North American OTC Healthcare**	**International OTC Healthcare**	**Household Cleaning**	**Consolidated**
Gross segment revenues	$ 138,318	$ 17,151	$ 25,246	$ 180,715
Elimination of intersegment revenues	(710)	—	—	(710)
Third-party segment revenues	137,608	17,151	25,246	180,005
Other revenues	150	23	1,091	1,264
Total segment revenues	137,758	17,174	26,337	181,269
Cost of sales	52,186	6,601	19,940	78,727
Gross profit	85,572	10,573	6,397	102,542
Advertising and promotion	21,441	3,036	567	25,044
Contribution margin	$ 64,131	$ 7,537	$ 5,830	77,498
Other operating expenses				30,980
Operating income				46,518
Other expense				18,193
Income before income taxes				28,325
Provision for income taxes				11,862
Net income				$ 16,463

	Six Months Ended September 30, 2014			
(In thousands)	**North American OTC Healthcare**	**International OTC Healthcare**	**Household Cleaning**	**Consolidated**
Gross segment revenues	$ 249,291	$ 30,843	$ 45,839	$ 325,973
Elimination of intersegment revenues	(1,427)	—	—	(1,427)
Third-party segment revenues	247,864	30,843	45,839	324,546
Other revenues	327	58	2,040	2,425
Total segment revenues	248,191	30,901	47,879	326,971
Cost of sales	94,526	11,679	36,358	142,563
Gross profit	153,665	19,222	11,521	184,408
Advertising and promotion	37,794	5,375	971	44,140
Contribution margin	$ 115,871	$ 13,847	$ 10,550	140,268
Other operating expenses				50,947
Operating income				89,321
Other expense				32,846
Income before income taxes				56,475
Provision for income taxes				23,280
Net income				$ 33,195

The tables below summarize information about our segment revenues from similar product groups.

	Three Months Ended September 30, 2015			
(In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Analgesics	$ 29,694	$ 688	$ —	$ 30,382
Cough & Cold	24,456	4,746	—	29,202
Women's Health	33,607	804	—	34,411
Gastrointestinal	19,061	5,342	—	24,403
Eye & Ear Care	22,690	5,051	—	27,741
Dermatologicals	23,197	611	—	23,808
Oral Care	9,733	189	—	9,922
Other OTC	1,503	2	—	1,505
Household Cleaning	—	—	24,691	24,691
Total segment revenues	$ 163,941	$ 17,433	$ 24,691	$ 206,065

	Six Months Ended September 30, 2015			
(In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Analgesics	$ 56,542	$ 1,218	$ —	$ 57,760
Cough & Cold	44,215	9,252	—	53,467
Women's Health	66,515	1,504	—	68,019
Gastrointestinal	39,381	9,150	—	48,531
Eye & Ear Care	47,022	8,981	—	56,003
Dermatologicals	43,292	1,145	—	44,437
Oral Care	19,710	383	—	20,093
Other OTC	2,915	9	—	2,924
Household Cleaning	—	—	46,963	46,963
Total segment revenues	$ 319,592	$ 31,642	$ 46,963	$ 398,197

	Three Months Ended September 30, 2014			
(In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Analgesics	$ 29,072	$ 792	$ —	$ 29,864
Cough & Cold	24,771	5,461	—	30,232
Women's Health	9,119	658	—	9,777
Gastrointestinal	21,075	5,420	—	26,495
Eye & Ear Care	21,405	4,028	—	25,433
Dermatologicals	17,460	687	—	18,147
Oral Care	12,934	127	—	13,061
Other OTC	1,922	1	—	1,923
Household Cleaning	—	—	26,337	26,337
Total segment revenues	$ 137,758	$ 17,174	$ 26,337	$ 181,269

	Six Months Ended September 30, 2014			
(In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Analgesics	$ 54,103	$ 1,457	$ —	$ 55,560
Cough & Cold	44,814	10,259	—	55,073
Women's Health	9,487	1,176	—	10,663
Gastrointestinal	41,713	7,917	—	49,630
Eye & Ear Care	42,130	8,670	—	50,800
Dermatologicals	29,720	1,229	—	30,949
Oral Care	23,121	189	—	23,310
Other OTC	3,103	4	—	3,107
Household Cleaning	—	—	47,879	47,879
Total segment revenues	$ 248,191	$ 30,901	$ 47,879	$ 326,971

During the three months ended September 30, 2015 and 2014, approximately 85.8% and 82.7%, respectively, of our total segment revenues were from customers in the United States. During the six months ended September 30, 2015 and 2014, approximately 86.5% and 83.5%, respectively, of our total segment revenues were from 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 months ended September 30, 2015, our Canada and Australia sales accounted for approximately 5.5% and 6.8%, respectively, of our total segment revenues, while during the three months ended September 30, 2014, approximately 7.4% and 8.1%, respectively, of our total segment revenues were attributable to sales to Canada and Australia. During the six months ended September 30, 2015, our Canada and Australia sales accounted for approximately 5.3% and 6.3%, respectively, of our total segment revenues, while during the six months ended September 30, 2014, approximately 6.6% and 7.6%, respectively, of our total segment revenues were attributable to sales to Canada and Australia.

At September 30, 2015, approximately 95.9% of our consolidated goodwill and intangible assets were located in the United States and approximately 4.1% were located in Australia. These consolidated goodwill and intangible assets have been allocated to the reportable segments as follows:

(In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Goodwill	$ 263,716	$ 18,545	$ 6,800	$ 289,061
Intangible assets				
Indefinite-lived	1,676,991	78,153	110,272	1,865,416
Finite-lived	227,627	1,076	23,550	252,253
Intangible assets, net	1,904,618	79,229	133,822	2,117,669
Total	$ 2,168,334	$ 97,774	$ 140,622	$ 2,406,730

19. Condensed Consolidating Financial Statements

As described in Note 9, Prestige Brands Holdings, Inc., together with certain of our 100% owned subsidiaries, has 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 2013 Senior Notes and the 2012 Senior Notes, including the obligation to pay principal and interest with respect to the 2013 Senior Notes and the 2012 Senior Notes. The 100% owned subsidiaries of the Company that have guaranteed the 2013 Senior Notes and the 2012 Senior Notes are as follows: 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, Blacksmith Brands, Inc., Insight Pharmaceuticals Corporation, Insight Pharmaceuticals, LLC and Practical Health Products, 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 2013 Senior Notes and the 2012 Senior Notes. Although holders of the 2013 Senior Notes and the 2012 Senior Notes will be direct creditors of the guarantors of the 2013 Senior Notes and the 2012 Senior Notes by virtue of the guarantees, we have indirect subsidiaries located primarily in the United Kingdom, the Netherlands and Australia (collectively, the "Non-Guarantor Subsidiaries") that have not guaranteed the 2013 Senior Notes or the 2012 Senior Notes, and such subsidiaries will not be obligated with respect to the 2013 Senior Notes or the 2012 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 2013 Senior Notes and the 2012 Senior Notes.

Presented below are supplemental Condensed Consolidating Balance Sheets as of September 30, 2015 and March 31, 2015, Condensed Consolidating Statements of Income and Comprehensive Income for the three and six months ended September 30, 2015 and 2014, and Condensed Consolidating Statements of Cash Flows for the six months ended September 30, 2015 and 2014. Such consolidating information includes separate columns for:

a) Prestige Brands Holdings, Inc., the parent,
b) Prestige Brands, Inc., the Issuer or the Borrower,
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, 2015

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues						
Net sales	$ —	$ 27,957	$ 164,772	$ 14,005	$ (1,472)	$ 205,262
Other revenues	—	79	798	543	(617)	803
Total revenues	—	28,036	165,570	14,548	(2,089)	206,065
Cost of Sales						
Cost of sales (exclusive of depreciation shown below)	—	10,868	72,120	4,952	(1,815)	86,125
Gross profit	—	17,168	93,450	9,596	(274)	119,940
Operating Expenses						
Advertising and promotion	—	3,204	21,933	2,756	—	27,893
General and administrative	1,199	1,300	12,912	1,051	—	16,462
Depreciation and amortization	1,030	147	4,447	63	—	5,687
Total operating expenses	2,229	4,651	39,292	3,870	—	50,042
Operating income (loss)	(2,229)	12,517	54,158	5,726	(274)	69,898
Other (income) expense						
Interest income	(12,161)	(21,607)	(1,169)	(126)	35,030	(33)
Interest expense	8,964	20,303	25,294	1,169	(35,030)	20,700
Equity in (income) loss of subsidiaries	(31,441)	(19,746)	(3,385)	—	54,572	—
Total other (income) expense	(34,638)	(21,050)	20,740	1,043	54,572	20,667
Income (loss) before income taxes	32,409	33,567	33,418	4,683	(54,846)	49,231
Provision for income taxes	606	4,892	10,632	1,298	—	17,428
Net income (loss)	$ 31,803	$ 28,675	$ 22,786	$ 3,385	$ (54,846)	$ 31,803
Comprehensive income, net of tax:						
Currency translation adjustments	(11,079)	(11,079)	(11,079)	(11,079)	33,237	(11,079)
Total other comprehensive income (loss)	(11,079)	(11,079)	(11,079)	(11,079)	33,237	(11,079)
Comprehensive income (loss)	$ 20,724	$ 17,596	$ 11,707	$ (7,694)	$ (21,609)	$ 20,724

Condensed Consolidating Statements of Income and Comprehensive Income
Six Months Ended September 30, 2015

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues						
Net sales	$ —	$ 55,840	$ 317,296	$ 25,613	$ (2,200)	$ 396,549
Other revenues	—	175	1,617	1,041	(1,185)	1,648
Total revenues	—	56,015	318,913	26,654	(3,385)	398,197
Cost of Sales						
Cost of sales (exclusive of depreciation shown below)	—	21,309	138,498	9,360	(3,146)	166,021
Gross profit	—	34,706	180,415	17,294	(239)	232,176
Operating Expenses						
Advertising and promotion	—	5,721	43,161	5,433	—	54,315
General and administrative	2,514	3,855	24,863	2,819	—	34,051
Depreciation and amortization	2,019	293	8,892	203	—	11,407
Total operating expenses	4,533	9,869	76,916	8,455	—	99,773
Operating income (loss)	(4,533)	24,837	103,499	8,839	(239)	132,403
Other (income) expense						
Interest income	(24,210)	(43,015)	(2,389)	(238)	69,792	(60)
Interest expense	17,454	42,211	50,349	2,389	(69,792)	42,611
Loss on extinguishment of debt	—	451	—	—	—	451
Equity in (income) loss of subsidiaries	(56,747)	(36,701)	(4,835)	—	98,283	—
Total other (income) expense	(63,503)	(37,054)	43,125	2,151	98,283	43,002
Income (loss) before income taxes	58,970	61,891	60,374	6,688	(98,522)	89,401
Provision for income taxes	994	8,917	19,661	1,853	—	31,425
Net income (loss)	$ 57,976	$ 52,974	$ 40,713	$ 4,835	$ (98,522)	$ 57,976
Comprehensive income, net of tax:						
Currency translation adjustments	(11,484)	(11,484)	(11,484)	(11,484)	34,452	(11,484)
Total other comprehensive income (loss)	(11,484)	(11,484)	(11,484)	(11,484)	34,452	(11,484)
Comprehensive income (loss)	$ 46,492	$ 41,490	$ 29,229	$ (6,649)	$ (64,070)	$ 46,492

Condensed Consolidating Statements of Income and Comprehensive Income
Three Months Ended September 30, 2014

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues						
Net sales	$ —	$ 27,167	$ 138,336	$ 15,212	$ (710)	$ 180,005
Other revenues	—	95	1,241	436	(508)	1,264
Total revenues	—	27,262	139,577	15,648	(1,218)	181,269
Cost of Sales						
Cost of sales (exclusive of depreciation shown below)	—	10,426	64,812	5,767	(2,278)	78,727
Gross profit	—	16,836	74,765	9,881	1,060	102,542
Operating Expenses						
Advertising and promotion	—	2,699	19,311	3,034	—	25,044
General and administrative	1,109	3,441	20,329	2,249	—	27,128
Depreciation and amortization	870	145	2,729	108	—	3,852
Total operating expenses	1,979	6,285	42,369	5,391	—	56,024
Operating income (loss)	(1,979)	10,551	32,396	4,490	1,060	46,518
Other (income) expense						
Interest income	(12,245)	(16,719)	(1,760)	(11)	30,720	(15)
Interest expense	8,629	18,208	20,333	1,758	(30,720)	18,208
Equity in (income) loss of subsidiaries	(17,577)	(9,825)	(1,870)	—	29,272	—
Total other (income) expense	(21,193)	(8,336)	16,703	1,747	29,272	18,193
Income (loss) before income taxes	19,214	18,887	15,693	2,743	(28,212)	28,325
Provision for income taxes	2,751	3,262	4,976	873	—	11,862
Net income (loss)	$ 16,463	$ 15,625	$ 10,717	$ 1,870	$ (28,212)	$ 16,463
Comprehensive income, net of tax:						
Currency translation adjustments	(10,830)	(10,830)	(10,830)	(10,830)	32,490	(10,830)
Total other comprehensive income (loss)	(10,830)	(10,830)	(10,830)	(10,830)	32,490	(10,830)
Comprehensive income (loss)	$ 5,633	$ 4,795	$ (113)	$ (8,960)	$ 4,278	$ 5,633

Condensed Consolidating Statements of Income and Comprehensive Income
Six Months Ended September 30, 2014

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues						
Net sales	$ —	$ 52,577	$ 247,234	$ 26,163	$ (1,428)	$ 324,546
Other revenues	—	225	2,340	838	(978)	2,425
Total revenues	—	52,802	249,574	27,001	(2,406)	326,971
Cost of Sales						
Cost of sales (exclusive of depreciation shown below)	—	19,874	115,327	9,790	(2,428)	142,563
Gross profit	—	32,928	134,247	17,211	22	184,408
Operating Expenses						
Advertising and promotion	—	5,388	33,377	5,375	—	44,140
General and administrative	2,254	5,914	29,319	6,647	—	44,134
Depreciation and amortization	1,512	290	4,818	193	—	6,813
Total operating expenses	3,766	11,592	67,514	12,215	—	95,087
Operating income (loss)	(3,766)	21,336	66,733	4,996	22	89,321
Other (income) expense						
Interest income	(24,378)	(30,944)	(2,522)	(40)	57,837	(47)
Interest expense	17,177	32,893	38,138	2,522	(57,837)	32,893
Equity in (income) loss of subsidiaries	(33,256)	(20,723)	(911)	—	54,890	—
Total other (income) expense	(40,457)	(18,774)	34,705	2,482	54,890	32,846
Income (loss) before income taxes	36,691	40,110	32,028	2,514	(54,868)	56,475
Provision for income taxes	3,496	6,979	11,202	1,603	—	23,280
Net income (loss)	$ 33,195	$ 33,131	$ 20,826	$ 911	$ (54,868)	$ 33,195
Comprehensive income, net of tax:						
Currency translation adjustments	(8,104)	(8,104)	(8,104)	(8,104)	24,312	(8,104)
Total other comprehensive income (loss)	(8,104)	(8,104)	(8,104)	(8,104)	24,312	(8,104)
Comprehensive income (loss)	$ 25,091	$ 25,027	$ 12,722	$ (7,193)	$ (30,556)	$ 25,091

Condensed Consolidating Balance Sheet
September 30, 2015

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Assets						
Current assets						
Cash and cash equivalents	$ 10,554	$ —	$ —	$ 11,598	$ —	$ 22,152
Accounts receivable, net	—	12,810	70,300	8,230	—	91,340
Inventories	—	9,684	62,371	6,467	(1,385)	77,137
Deferred income tax assets	281	750	6,863	379	—	8,273
Prepaid expenses and other current assets	2,565	543	3,078	691	—	6,877
Total current assets	13,400	23,787	142,612	27,365	(1,385)	205,779
Property and equipment, net	9,918	243	2,210	549	—	12,920
Goodwill	—	66,007	204,510	18,544	—	289,061
Intangible assets, net	—	192,057	1,846,203	79,409	—	2,117,669
Other long-term assets	—	1,462	—	—	—	1,462
Intercompany receivables	1,224,520	2,539,960	822,065	10,880	(4,597,425)	—
Investment in subsidiary	1,588,050	1,253,751	61,703	—	(2,903,504)	—
Total Assets	$ 2,835,888	$ 4,077,267	$ 3,079,303	$ 136,747	$ (7,502,314)	$ 2,626,891
Liabilities and Stockholders' Equity						
Current liabilities						
Accounts payable	$ 2,254	$ 7,453	$ 29,846	$ 2,224	$ —	$ 41,777
Accrued interest payable	—	9,656	—	—	—	9,656
Other accrued liabilities	7,875	2,377	27,132	4,211	—	41,595
Total current liabilities	10,129	19,486	56,978	6,435	—	93,028
Long-term debt						
Principal amount	—	1,503,600	—	—	—	1,503,600
Less unamortized debt costs	—	(31,736)	—	—	—	(31,736)
Long-term debt, net	—	1,471,864	—	—	—	1,471,864
Deferred income tax liabilities	—	59,368	314,376	20	—	373,764
Other long-term liabilities	—	—	2,333	147	—	2,480
Intercompany payables	2,140,004	1,007,264	1,377,646	72,511	(4,597,425)	—
Total Liabilities	2,150,133	2,557,982	1,751,333	79,113	(4,597,425)	1,941,136
Stockholders' Equity						
Common stock	530	—	—	—	—	530
Additional paid-in capital	439,861	1,280,947	1,131,578	74,031	(2,486,556)	439,861
Treasury stock, at cost	(5,121)	—	—	—	—	(5,121)
Accumulated other comprehensive income (loss), net of tax	(34,896)	(34,896)	(34,896)	(34,896)	104,688	(34,896)
Retained earnings (accumulated deficit)	285,381	273,234	231,288	18,499	(523,021)	285,381
Total Stockholders' Equity	685,755	1,519,285	1,327,970	57,634	(2,904,889)	685,755
Total Liabilities and Stockholders' Equity	$ 2,835,888	$ 4,077,267	$ 3,079,303	$ 136,747	$ (7,502,314)	$ 2,626,891

Condensed Consolidating Balance Sheet
March 31, 2015

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Assets						
Current assets						
Cash and cash equivalents	$ 11,387	$ —	$ —	$ 9,931	$ —	$ 21,318
Accounts receivable, net	—	14,539	66,523	6,796	—	87,858
Inventories	—	8,667	60,297	6,182	(1,146)	74,000
Deferred income tax assets	452	674	6,497	474	—	8,097
Prepaid expenses and other current assets	5,731	141	3,804	758	—	10,434
Total current assets	17,570	24,021	137,121	24,141	(1,146)	201,707
Property and equipment, net	10,726	175	2,207	636	—	13,744
Goodwill	—	66,007	204,205	20,439	—	290,651
Intangible assets, net	—	192,325	1,854,798	87,577	—	2,134,700
Other long-term assets	—	1,165	—	—	—	1,165
Intercompany receivables	1,210,017	2,607,054	668,169	8,764	(4,494,004)	—
Investment in subsidiary	1,545,575	1,228,535	65,564	—	(2,839,674)	—
Total Assets	$ 2,783,888	$ 4,119,282	$ 2,932,064	$ 141,557	$ (7,334,824)	$ 2,641,967
Liabilities and Stockholders' Equity						
Current liabilities						
Accounts payable	$ 1,959	$ 6,829	$ 32,898	$ 4,429	$ —	$ 46,115
Accrued interest payable	—	11,974	—	—	—	11,974
Other accrued liabilities	10,378	1,153	25,795	3,622	—	40,948
Total current liabilities	12,337	19,956	58,693	8,051	—	99,037
Long-term debt						
Principal amount	—	1,593,600	—	—	—	1,593,600
Less unamortized debt costs	—	(32,327)	—	—	—	(32,327)
Long-term debt, net	—	1,561,273	—	—	—	1,561,273
Deferred income tax liabilities	—	59,038	292,504	27	—	351,569
Other long-term liabilities	—	—	2,293	171	—	2,464
Intercompany payables	2,143,927	1,001,219	1,279,833	69,025	(4,494,004)	—
Total Liabilities	2,156,264	2,641,486	1,633,323	77,274	(4,494,004)	2,014,343
Stockholders' Equity						
Common stock	525	—	—	—	—	525
Additional paid-in capital	426,584	1,280,948	1,131,578	74,031	(2,486,557)	426,584
Treasury stock, at cost	(3,478)	—	—	—	—	(3,478)
Accumulated other comprehensive income (loss), net of tax	(23,412)	(23,412)	(23,412)	(23,412)	70,236	(23,412)
Retained earnings (accumulated deficit)	227,405	220,260	190,575	13,664	(424,499)	227,405
Total Stockholders' Equity	627,624	1,477,796	1,298,741	64,283	(2,840,820)	627,624
Total Liabilities and Stockholders' Equity	$ 2,783,888	$ 4,119,282	$ 2,932,064	$ 141,557	$ (7,334,824)	$ 2,641,967

Condensed Consolidating Statement of Cash Flows
Six Months Ended September 30, 2015

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating Activities						
Net income (loss)	$ 57,976	$ 52,974	$ 40,713	$ 4,835	$ (98,522)	$ 57,976
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:						
Depreciation and amortization	2,019	293	8,892	203	—	11,407
Deferred income taxes	171	254	21,506	54	—	21,985
Amortization of debt origination costs	—	4,055	—	—	—	4,055
Stock-based compensation costs	4,993	—	—	41	—	5,034
Loss on extinguishment of debt	—	451	—	—	—	451
Loss (gain) on sale or disposal of property and equipment	—	—	—	(36)	—	(36)
Equity in income of subsidiaries	(56,747)	(36,701)	(4,835)	—	98,283	—
Changes in operating assets and liabilities, net of effects from acquisitions:						
Accounts receivable	—	1,729	(3,550)	(2,097)	—	(3,918)
Inventories	—	(1,017)	(2,177)	(883)	239	(3,838)
Prepaid expenses and other current assets	3,166	(402)	660	12	—	3,436
Accounts payable	269	624	(3,343)	(2,069)	—	(4,519)
Accrued liabilities	(2,503)	(1,094)	1,012	1,142	—	(1,443)
Net cash provided by operating activities	9,344	21,166	58,878	1,202	—	90,590
Investing Activities						
Purchases of property and equipment	(1,107)	(93)	(103)	(380)	—	(1,683)
Proceeds from the sale of property and equipment	—	—	—	344	—	344
Net cash used in investing activities	(1,107)	(93)	(103)	(36)	—	(1,339)
Financing Activities						
Term loan repayments	—	(50,000)	—	—	—	(50,000)
Borrowings under revolving credit agreement	—	15,000	—	—	—	15,000
Repayments under revolving credit agreement	—	(55,000)	—	—	—	(55,000)
Payments of debt origination costs	—	(4,211)	—	—	—	(4,211)
Proceeds from exercise of stock options	6,398	—	—	—	—	6,398
Proceeds from restricted stock exercises	544	—	—	—	—	544
Excess tax benefits from share-based awards	1,850	—	—	—	—	1,850
Fair value of shares surrendered as payment of tax withholding	(2,187)	—	—	—	—	(2,187)
Intercompany activity, net	(15,675)	73,138	(58,775)	1,312	—	—
Net cash (used in) provided by financing activities	(9,070)	(21,073)	(58,775)	1,312	—	(87,606)
Effect of exchange rate changes on cash and cash equivalents	—	—	—	(811)	—	(811)
(Decrease) increase in cash and cash equivalents	(833)	—	—	1,667	—	834
Cash and cash equivalents - beginning of period	11,387	—	—	9,931	—	21,318
Cash and cash equivalents - end of period	$ 10,554	$ —	$ —	$ 11,598	$ —	$ 22,152

Condensed Consolidating Statement of Cash Flows
Six Months Ended September 30, 2014

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating Activities						
Net income (loss)	$ 33,195	$ 33,131	$ 20,826	$ 911	$ (54,868)	$ 33,195
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:						
Depreciation and amortization	1,512	290	4,818	195	—	6,815
Deferred income taxes	(879)	1,351	11,084	(60)	—	11,496
Amortization of debt origination costs	—	3,085	—	—	—	3,085
Stock-based compensation costs	3,403	—	—	—	—	3,403
Loss (gain) on sale or disposal of property and equipment	—	—	—	56	—	56
Equity in income of subsidiaries	(33,256)	(20,723)	(911)	—	54,890	—
Changes in operating assets and liabilities, net of effects from acquisitions:						
Accounts receivable	466	(107)	(4,496)	(4,226)	—	(8,363)
Inventories	—	4,691	1,857	738	(22)	7,264
Prepaid expenses and other current assets	5,163	(241)	(1,718)	(90)	—	3,114
Accounts payable	(2,332)	1,850	(6,997)	1,832	—	(5,647)
Accrued liabilities	(1,321)	3,313	(701)	1,349	—	2,640
Net cash provided by operating activities	5,951	26,640	23,762	705	—	57,058
Investing Activities						
Purchases of property and equipment	(1,127)	—	(87)	(166)	—	(1,380)
Proceeds from sale of business	—	—	18,500	—	—	18,500
Acquisition of Insight Pharmaceuticals, less cash acquired	—	—	(749,666)	—	—	(749,666)
Acquisition of the Hydralyte brand	—	—	—	(77,991)	—	(77,991)
Intercompany activity, net	—	(809,157)	731,166	77,991	—	—
Net cash used in investing activities	(1,127)	(809,157)	(87)	(166)	—	(810,537)
Financing Activities						
Term loan borrowings	—	720,000	—	—	—	720,000
Term loan repayments	—	(25,000)	—	—	—	(25,000)
Borrowings under revolving credit agreement	—	124,600	—	—	—	124,600
Repayments under revolving credit agreement	—	(58,500)	—	—	—	(58,500)
Payment of debt origination costs	—	(16,072)	—	—	—	(16,072)
Proceeds from exercise of stock options	2,757	—	—	—	—	2,757
Proceeds from restricted stock exercises	57	—	—	—	—	57
Excess tax benefits from share-based awards	1,030	—	—	—	—	1,030
Fair value of shares surrendered as payment of tax withholding	(1,660)	—	—	—	—	(1,660)
Intercompany activity, net	(21,187)	37,489	(18,641)	2,339	—	—
Net cash provided by (used in) financing activities	(19,003)	782,517	(18,641)	2,339	—	747,212
Effect of exchange rate changes on cash and cash equivalents	—	—	—	(316)	—	(316)
(Decrease) increase in cash and cash equivalents	(14,179)	—	5,034	2,562	—	(6,583)
Cash and cash equivalents - beginning of period	24,644	—	—	3,687	—	28,331
Cash and cash equivalents - end of period	$ 10,465	$ —	$ 5,034	$ 6,249	$ —	$ 21,748

20. Subsequent Events

Appointment of Chief Financial Officer:

On October 28, 2015, we announced that David Marberger has been appointed as Chief Financial Officer of the Company, effective November 10, 2015. Mr. Marberger will report to Ronald M. Lombardi, who has been serving as both Chief Executive Officer and Chief Financial Officer of the Company since June 1, 2015. In connection with Mr. Marberger’s appointment as Chief Financial Officer, on October 28, 2015, the Company entered into an employment agreement with Mr. Marberger, which sets forth the terms of his compensation as approved by the Compensation Committee of the Board of Directors. In accordance with the terms of his employment agreement, on October 28, 2015, the Company granted to Mr. Marberger, 6,612 shares of restricted common stock units and stock options to acquire 8,079 shares of our common stock under the Plan. The shares of restricted common stock units vest in their entirety on the three-year anniversary of the date of grant. Upon vesting, the units will be settled in shares of our common stock. 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 $50.42 per share, which is equal to the closing price of our common stock on the day of grant.

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, 2015. 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, 2015, 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 62 of this Quarterly Report on Form 10-Q.

General
We are engaged in the marketing, sales and distribution of over-the-counter ("OTC") healthcare and household cleaning products to mass merchandisers, drug stores, supermarkets, and club, convenience, and dollar stores in North America (the United States and Canada) and in Australia and 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 organically 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 as well as from private equity investors. While many of these brands have long histories of brand development and investment, we believe that, at the time we acquired them, many 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 achieve our objective of reinvigorating these brands and improving 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 often through increased spending on advertising and promotional support, new sales and marketing strategies, improved packaging and formulations and innovative development of brand extensions.

Acquisitions

Acquisition of Insight Pharmaceuticals
On September 3, 2014, the Company completed the acquisition of Insight Pharmaceuticals Corporation ("Insight"), a marketer and distributor of feminine care and other OTC healthcare products, for $753.2 million in cash. The closing followed the Federal Trade Commission's ("FTC") approval of the acquisition and was finalized pursuant to the terms of the purchase agreement announced on April 25, 2014. Pursuant to the Insight purchase agreement, the Company acquired 27 OTC brands sold in North America (including related trademarks, contracts and inventory), which extended the Company's portfolio of OTC brands to include a leading feminine care platform in the United States and Canada anchored by *Monistat*, the leading brand in OTC yeast infection treatment. The acquisition also added brands to the Company's cough & cold, pain relief, ear care and dermatological platforms. In connection with the FTC's approval of the Insight acquisition, we sold one of the competing brands that we acquired from Insight on the same day as the Insight closing. The Insight brands are primarily included in our North American OTC Healthcare segment.

The Insight 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 an analysis of the fair values of the assets acquired and liabilities assumed as of the date of acquisition. During the quarter ended June 30, 2015, we adjusted the fair values of the assets acquired and liabilities assumed for certain immaterial items that came to our attention subsequent to the date of acquisition. The following table summarizes our allocation of the assets acquired and liabilities assumed as of the September 3, 2014 acquisition date.

(In thousands)		September 3, 2014
Cash acquired	$	3,507
Accounts receivable		26,012
Inventories		23,456
Deferred income tax assets - current		1,032
Prepaids and other current assets		1,341
Property, plant and equipment		2,308
Goodwill		103,560
Intangible assets		724,374
Total assets acquired		885,590
Accounts payable		16,079
Accrued expenses		8,539
Deferred income tax liabilities - long term		107,799
Total liabilities assumed		132,417
Total purchase price	$	753,173

Based on this analysis, we allocated $599.6 million to indefinite-lived intangible assets and $124.8 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 16.2 years. The weighted average remaining life for amortizable intangible assets at September 30, 2015 was 15.1 years.

We also recorded goodwill of $103.6 million based on the amount by which the purchase price exceeded the fair value of the net assets acquired. Goodwill is not deductible for income tax purposes.

The operating results of Insight have been included in our Consolidated Financial Statements beginning September 3, 2014. On September 3, 2014, we sold one of the brands we acquired from the Insight acquisition for $18.5 million, for which we had allocated $17.7 million, $0.6 million and $0.2 million to intangible assets, inventory and property, plant and equipment, respectively.

The following table provides our unaudited pro forma revenues, net income and net income per basic and diluted common share had the results of Insight's operations been included in our operations commencing on April 1, 2013, based upon available information related to Insight's operations. This pro forma information is not necessarily indicative either of the combined results of operations that actually would have been realized by us had the Insight acquisition been consummated at the beginning of the period for which the pro forma information is presented, or of future results.

(In thousands, except per share data)		Six Months Ended September 30, 2014
Revenues	$	393,140
Net income	$	37,957
Earnings per share:		
Basic	$	0.73
Diluted	$	0.72

Acquisition of the Hydralyte brand

On April 30, 2014, we completed the acquisition of the *Hydralyte* brand in Australia and New Zealand from The Hydration Pharmaceuticals Trust of Victoria, Australia, which was funded through a combination of cash on hand and our existing senior secured credit facility.

Hydralyte is the leading OTC brand in oral rehydration in Australia and is marketed and sold through our Care Pharmaceuticals Pty Ltd. subsidiary ("Care Pharma"). *Hydralyte* is available in pharmacies in multiple forms and is indicated for oral rehydration following diarrhea, vomiting, fever, heat and other ailments. *Hydralyte* is included in our International OTC Healthcare segment.

The *Hydralyte* 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 an analysis of the fair values of the assets acquired and liabilities assumed as of the date of acquisition. The following table summarizes our allocation of the assets acquired and liabilities assumed as of the April 30, 2014 acquisition date.

(In thousands)		**April 30, 2014**
Inventories	$	1,970
Property, plant and equipment, net		1,267
Goodwill		1,224
Intangible assets, net		73,580
Total assets acquired		78,041
Accrued expenses		38
Other long term liabilities		12
Total liabilities assumed		50
Net assets acquired	$	77,991

Based on this analysis, we allocated $73.6 million to non-amortizable intangible assets and no allocation was made to amortizable intangible assets.

We also recorded goodwill of $1.2 million based on the amount by which the purchase price exceeded the fair value of the net assets acquired. Goodwill is not deductible for income tax purposes.

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

Results of Operations

Three Months Ended September 30, 2015 compared to the Three Months Ended September 30, 2014

Total Segment Revenues

The following table represents total revenue by segment, including product groups, for the three months ended September 30, 2015 and 2014.

	Three Months Ended September 30,					
					Increase (Decrease)	
(In thousands)	2015	%	2014	%	Amount	%
North American OTC Healthcare						
Analgesics	$ 29,694	14.4	$ 29,072	16.0	$ 622	2.1
Cough & Cold	24,456	11.9	24,771	13.7	(315)	(1.3)
Women's Health	33,607	16.3	9,119	5.0	24,488	(*)
Gastrointestinal	19,061	9.2	21,075	11.6	(2,014)	(9.6)
Eye & Ear Care	22,690	11.0	21,405	11.8	1,285	6.0
Dermatologicals	23,197	11.3	17,460	9.6	5,737	32.9
Oral Care	9,733	4.7	12,934	7.1	(3,201)	(24.7)
Other OTC	1,503	0.7	1,922	1.2	(419)	(21.8)
Total North American OTC Healthcare	163,941	79.5	137,758	76.0	26,183	19.0
International OTC Healthcare						
Analgesics	688	0.3	792	0.4	(104)	(13.1)
Cough & Cold	4,746	2.3	5,461	3.0	(715)	(13.1)
Women's Health	804	0.4	658	0.4	146	22.2
Gastrointestinal	5,342	2.6	5,420	3.0	(78)	(1.4)
Eye & Ear Care	5,051	2.5	4,028	2.2	1,023	25.4
Dermatologicals	611	0.3	687	0.4	(76)	(11.1)
Oral Care	189	0.1	127	0.1	62	48.8
Other OTC	2	—	1	—	1	100.0
Total International OTC Healthcare	17,433	8.5	17,174	9.5	259	1.5
Total OTC Healthcare	181,374	88.0	154,932	85.5	26,442	17.1
Household Cleaning	24,691	12.0	26,337	14.5	(1,646)	(6.2)
Total Consolidated	$ 206,065	100.0	$ 181,269	100.0	$ 24,796	13.7

(*) % not meaningful

Total segment revenues for the three months ended September 30, 2015 were $206.1 million, an increase of $24.8 million, or 13.7%, versus the three months ended September 30, 2014. This increase was primarily related to an increase in the North American OTC Healthcare segment largely due to the acquisition of Insight. The Insight brands accounted for approximately $31.0 million of revenues not included in the comparable period in the prior year. The increase was partially offset by a decrease of $6.2, million primarily due to the lower revenues from certain brands in the oral care, gastrointestinal, and cough & cold product groups and Household Cleaning segment.

North American OTC Healthcare Segment
Revenues for the North American OTC Healthcare segment increased $26.2 million, or 19.0%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014.

This increase was primarily due to the acquisition of Insight, which contributed $31.0 million of revenues not included in the comparable period in the prior year, consisting of increases of $22.4 million, $5.5 million, $1.1 million, and $1.0 million in the women’s health, dermatologicals, cough & cold and eye & ear care product groups, respectively. The increase was partially offset by a decrease of $4.8 million primarily due to the lower revenues from certain brands in oral care, gastrointestinal and cough & cold. The decrease in the cough & cold product group was largely due to *Pediacare*, which continues to experience declines in revenues and market share due to increasing competition in the cough & cold market. Although *Pediacare* continues to experience declines in revenues and market share due to increasing competition in the cough & cold market, the pace of these decreases moderated in the current period.

We continue to monitor whether events or conditions would indicate that the fair value of the *Pediacare* intangible asset no longer exceeds the carrying value. Although we continue to believe that the fair values of our brands exceed their carrying values, sustained or significant future declines in revenue, profitability, other adverse changes in expected operating results, and/or unfavorable changes in other economic factors used to estimate fair value of certain brands could indicate that fair value no longer exceeds carrying value, in which case a non-cash impairment charge may be recorded in future periods.

In the past, in our women's health and analgesics product groups, a third-party manufacturer had failed to keep up with demand, leading to product being temporarily out of stock. However, in the third quarter of calendar 2015, the out of stock issues were resolved as a result of increased manufacturing, and therefore we believe we will not have need for an alternative supplier as we had previously anticipated. If supply issues resurface in these or in other product groups and are not resolved timely, we may not have enough product to meet demand, which could adversely impact our business, result in a significant reduction of net sales and have an adverse impact on our results of operations and financial condition.

International OTC Healthcare Segment
Revenues for the International OTC Healthcare segment increased $0.3 million, or 1.5%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. This increase was primarily due to an increase of $1.0 million within the eye & ear care product group during the three months ended September 30, 2015 versus the three months ended September 30, 2014. This increase was partially offset by a decrease of $0.7 million in the cough & cold product group.

Household Cleaning Segment
Revenues for the Household Cleaning segment decreased by $1.6 million, or 6.2%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. The decrease was primarily due to decreased sales in certain distribution channels.

Cost of Sales
The following table presents our cost of sales and cost of sales as a percentage of total segment revenues, by segment for each of the periods presented.

	Three Months Ended September 30,					
(In thousands)					Increase (Decrease)	
Cost of Sales	**2015**	**%**	**2014**	**%**	**Amount**	**%**
North American OTC Healthcare	$ 61,499	37.5	$ 52,186	37.9	$ 9,313	17.8
International OTC Healthcare	6,092	34.9	6,601	38.4	(509)	(7.7)
Household Cleaning	18,534	75.1	19,940	75.7	(1,406)	(7.1)
	$ 86,125	41.8	$ 78,727	43.4	$ 7,398	9.4

Cost of sales increased $7.4 million, or 9.4%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. This increase was largely due to increased sales volume associated with the acquisition of Insight. As a percentage of total revenue, cost of sales decreased to 41.8% in the three months ended September 30, 2015 from 43.4% in the three months ended September 30, 2014. This decrease in cost of sales as a percentage of revenues was primarily related to the North American OTC Healthcare segment.

North American OTC Healthcare Segment
Cost of sales for the North American OTC Healthcare segment increased $9.3 million, or 17.8%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. This increase was due to higher overall sales volume primarily from the acquisition of Insight and to higher manufacturing costs for certain of our products. As a percentage of North American OTC Healthcare revenues, cost of sales decreased to 37.5% during the three months ended September 30, 2015 from 37.9% during the three months ended September 30, 2014. The decrease in costs of sales as a percentage of revenues was primarily due to a favorable product mix in the North American OTC Healthcare segment, primarily the result of the acquired Insight brands.

We anticipate costs increasing for certain of our products during the remainder of 2016 based on a manufacturer's notification to us. If we are unable to offset such cost increases by corresponding price increases, the increased costs could negatively impact our gross margins and results of operations.

International OTC Healthcare Segment
Cost of sales for the International OTC Healthcare segment decreased $0.5 million, or 7.7%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. This decrease was due to a decrease in cost of sales in the gastrointestinal product group. As a percentage of International OTC Healthcare revenues, cost of sales in the International OTC Healthcare segment decreased to 34.9% in the three months ended September 30, 2015 from 38.4% during the three months ended September 30, 2014. The decrease in cost of sales as a percentage of revenues was primarily attributable to a favorable product mix in the gastrointestinal product group.

Household Cleaning Segment
Cost of sales for the Household Cleaning segment decreased $1.4 million, or 7.1%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. As a percentage of Household Cleaning revenues, cost of sales decreased to 75.1% during the three months ended September 30, 2015 from 75.7% during the three months ended September 30, 2014. This decrease in cost of sales as a percentage of revenues was primarily attributable to a favorable product mix.

Gross Profit
The following table presents our gross profit and gross profit as a percentage of total segment revenues, by segment for each of the periods presented.

	Three Months Ended September 30,					
(In thousands)					Increase (Decrease)	
Gross Profit	**2015**	**%**	**2014**	**%**	**Amount**	**%**
North American OTC Healthcare	$ 102,442	62.5	$ 85,572	62.1	$ 16,870	19.7
International OTC Healthcare	11,341	65.1	10,573	61.6	768	7.3
Household Cleaning	6,157	24.9	6,397	24.3	(240)	(3.8)
	$ 119,940	58.2	$ 102,542	56.6	$ 17,398	17.0

Gross profit for the three months ended September 30, 2015 increased $17.4 million, or 17.0%, when compared with the three months ended September 30, 2014. As a percentage of total revenues, gross profit increased to 58.2% in the three months ended September 30, 2015 from 56.6% in the three months ended September 30, 2014. The increase in gross profit as a percentage of revenues was primarily the result of higher gross margins associated with the acquired Insight brands.

North American OTC Healthcare Segment
Gross profit for the North American OTC Healthcare segment increased $16.9 million, or 19.7%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. This increase was due to higher overall sales volume primarily from the acquisition of Insight, slightly offset by higher manufacturing costs for certain of our products. As a percentage of North American OTC Healthcare revenues, gross profit increased to 62.5% during the three months ended September 30, 2015 from 62.1% during the three months ended September 30, 2014. The increase in gross profit as a percentage of revenues was primarily attributable to the mix of the brands acquired from Insight that were in-line with certain of our higher gross margin OTC Healthcare brands.

International OTC Healthcare Segment
Gross profit for the International OTC Healthcare segment increased $0.8 million, or 7.3%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. As a percentage of International OTC Healthcare revenues, gross profit increased to 65.1% during the three months ended September 30, 2015 from 61.6% during the three months ended September 30, 2014. As discussed above, this increase was primarily due to decreased cost of sales as a percentage of revenues for the three months ended September 30, 2015 versus the three months ended September 30, 2014.

Household Cleaning Segment

Gross profit for the Household Cleaning segment decreased $0.2 million, or 3.8%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. As a percentage of Household Cleaning revenue, gross profit increased to 24.9% during the three months ended September 30, 2015 from 24.3% during the three months ended September 30, 2014. The increase in gross profit as a percentage of revenues was primarily attributable to higher sales through certain distribution channels that have higher gross margins.

Contribution Margin

The following table presents our contribution margin and contribution margin as a percentage of total segment revenues, by segment for each of the periods presented.

	Three Months Ended September 30,					
(In thousands)					Increase (Decrease)	
Contribution Margin	**2015**	**%**	**2014**	**%**	**Amount**	**%**
North American OTC Healthcare	$ 78,002	47.6	$ 64,131	46.6	$ 13,871	21.6
International OTC Healthcare	8,564	49.1	7,537	43.9	1,027	13.6
Household Cleaning	5,481	22.2	5,830	22.1	(349)	(6.0)
	$ 92,047	44.7	$ 77,498	42.8	$ 14,549	18.8

Contribution margin is the financial measure that we use as a primary measure for evaluating segment performance. It is defined as gross profit less advertising and promotional expenses. Contribution margin increased $14.5 million, or 18.8%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. The contribution margin increase was primarily the result of the increased gross profit, slightly offset by higher advertising and promotional expenses, mainly incurred for Insight, during the three months ended September 30, 2015 versus the three months ended September 30, 2014.

North American OTC Healthcare Segment

Contribution margin for the North American OTC Healthcare segment increased $13.9 million, or 21.6%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. The contribution margin increase was primarily the result of the higher sales volumes primarily associated with the Insight acquisition and the resulting higher gross profit, partially offset by higher advertising and promotional expenses. As a percentage of North American OTC Healthcare revenues, contribution margin for the North American OTC Healthcare segment increased to 47.6% during the three months ended September 30, 2015 from 46.6% during the three months ended September 30, 2014.

International OTC Healthcare Segment

Contribution margin for the International OTC Healthcare segment increased $1.0 million, or 13.6%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. As a percentage of International OTC Healthcare revenues, contribution margin from the International OTC Healthcare segment increased to 49.1% during the three months ended September 30, 2015 from 43.9% during the three months ended September 30, 2014. This increase in contribution margin as a percentage of revenues was primarily the result of increased gross profit during the three months ended September 30, 2015 versus September 30, 2014.

Household Cleaning Segment

Contribution margin for the Household Cleaning segment decreased $0.3 million, or 6.0%, during the three months ended September 30, 2015 versus the three months ended September 30, 2014. As a percentage of Household Cleaning revenues, contribution margin from the Household Cleaning segment increased to 22.2% during the three months ended September 30, 2015 from 22.1% during the three months ended September 30, 2014. The contribution margin increase as a percentage of revenues was primarily due to the gross profit increase as a percentage of revenues in the Household Cleaning segment discussed above.

General and Administrative

General and administrative expenses were $16.5 million for the three months ended September 30, 2015 versus $27.1 million for the three months ended September 30, 2014. The decrease in general and administrative expenses was primarily due to decreases in acquisition costs of $10.0 million and compensation costs of $1.4 million, largely associated with the acquisition and integration of Insight in the prior year. The decrease was partially offset by increases in stock based compensation and information technology costs of $0.4 million and $0.3 million, respectively.

Depreciation and Amortization
Depreciation and amortization expense was $5.7 million and $3.9 million for the three months ended September 30, 2015 and 2014, respectively. The increase in depreciation and amortization expense was due to higher intangible asset amortization in the three months ended September 30, 2015 related to the intangible assets acquired as a result of the Insight acquisition.

Interest Expense
Net interest expense was $20.7 million during the three months ended September 30, 2015 versus $18.2 million during the three months ended September 30, 2014. The increase in net interest expense was primarily the result of a higher level of average indebtedness, primarily related to the acquisition of Insight. The average indebtedness outstanding increased from approximately $1.2 billion during the three months ended September 30, 2014 to $1.5 billion during the three months ended September 30, 2015. The increase in average indebtedness outstanding is the result of additional borrowings under our term loan facility and revolving credit facility to fund our acquisition of Insight. The average cost of borrowing decreased to 5.3% for the three months ended September 30, 2015 from 6.0% for the three months ended September 30, 2014.

Income Taxes
The provision for income taxes during the three months ended September 30, 2015 was $17.4 million versus $11.9 million during the three months ended September 30, 2014. The effective tax rate during the three months ended September 30, 2015 was 35.4% versus 41.9% during the three months ended September 30, 2014. The decrease in the effective tax rate for the three months ended September 30, 2015 versus the three months ended September 30, 2014 was primarily due to the impact of certain non-deductible items related to acquisitions in the prior year period and to the favorable tax deductions related to stock options and equity awards that were realized in the current year period. The estimated effective tax rate for the remaining quarters of the fiscal year ending March 31, 2016 is expected to be approximately 35.4%, excluding the impact of acquisitions and discrete items that may occur.

Results of Operations

Six Months Ended September 30, 2015 compared to the Six Months Ended September 30, 2014

Total Segment Revenues

The following table represents total revenue by segment, including product groups, for the six months ended September 30, 2015 and 2014.

	Six Months Ended September 30,					
					Increase (Decrease)	
(In thousands)	2015	%	2014	%	Amount	%
North American OTC Healthcare						
Analgesics	$ 56,542	14.2	$ 54,103	16.5	$ 2,439	4.5
Cough & Cold	44,215	11.1	44,814	13.7	(599)	(1.3)
Women's Health	66,515	16.7	9,487	2.9	57,028	(*)
Gastrointestinal	39,381	9.9	41,713	12.8	(2,332)	(5.6)
Eye & Ear Care	47,022	11.8	42,130	12.9	4,892	11.6
Dermatologicals	43,292	10.9	29,720	9.1	13,572	45.7
Oral Care	19,710	5.0	23,121	7.1	(3,411)	(14.8)
Other OTC	2,915	0.7	3,103	0.9	(188)	(6.1)
Total North American OTC Healthcare	319,592	80.3	248,191	75.9	71,401	28.8
International OTC Healthcare						
Analgesics	1,218	0.3	1,457	0.4	(239)	(16.4)
Cough & Cold	9,252	2.3	10,259	3.1	(1,007)	(9.8)
Women's Health	1,504	0.4	1,176	0.4	328	27.9
Gastrointestinal	9,150	2.3	7,917	2.4	1,233	15.6
Eye & Ear Care	8,981	2.2	8,670	2.6	311	3.6
Dermatologicals	1,145	0.3	1,229	0.4	(84)	(6.8)
Oral Care	383	0.1	189	0.1	194	102.6
Other OTC	9	—	4	—	5	125.0
Total International OTC Healthcare	31,642	7.9	30,901	9.5	741	2.4
Total OTC Healthcare	351,234	88.2	279,092	85.4	72,142	25.8
Household Cleaning	46,963	11.8	47,879	14.6	(916)	(1.9)
Total Consolidated	$ 398,197	100.0	$ 326,971	100.0	$ 71,226	21.8

(*) % not meaningful

Total segment revenues for the six months ended September 30, 2015 were $398.2 million, an increase of $71.2 million, or 21.8%, versus the six months ended September 30, 2014. This increase was primarily related to an increase in the North American OTC Healthcare segment largely due to the acquisition of Insight. The Insight brands accounted for approximately $73.6 million of revenues not included in the comparable period in the prior year. The increase was partially offset by a decrease of $2.4 million primarily due to lower revenues from certain brands in the oral care, gastrointestinal, and cough & cold product groups and Household Cleaning segment.

North American OTC Healthcare Segment

Revenues for the North American OTC Healthcare segment increased $71.4 million, or 28.8%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014.

This increase was primarily due to the acquisition of Insight, which contributed $73.5 million of revenues not included in the comparable period in the prior year, consisting of increases of $54.8 million, $11.2 million, $2.5 million, $2.4 million, and $1.7

million in the women’s health, dermatologicals, eye & ear care, cough & cold, and analgesics product groups, respectively. The increase was partially offset by a decrease of $2.1 million primarily due to lower revenues from certain brands in the oral care, gastrointestinal and cough & cold product groups. The decrease in the cough & cold product group was largely due to *Pediacare*, which continues to experience declines in revenues and market share due to increasing competition in the cough & cold market. Although *Pediacare* continues to experience declines in revenues and market share due to increasing competition in the cough & cold market, the pace of these decreases moderated in the current period.

We continue to monitor whether events or conditions would indicate that the fair value of the *Pediacare* intangible asset no longer exceeds the carrying value. Although we continue to believe that the fair values of our brands exceed their carrying values, sustained or significant future declines in revenue, profitability, other adverse changes in expected operating results, and/or unfavorable changes in other economic factors used to estimate fair value of certain brands could indicate that fair value no longer exceeds carrying value, in which case a non-cash impairment charge may be recorded in future periods.

In the past, in our women's health and analgesics product groups, a third-party manufacturer had failed to keep up with demand leading to product being temporarily out of stock. However, in the third quarter of calendar 2015, the out of stock issues were resolved as a result of increased manufacturing, and therefore we believe we will not have need for an alternative supplier as we had previously anticipated. If supply issues resurface in these or in other product groups and are not resolved timely, we may not have enough product to meet demand, which could adversely impact our business, result in a significant reduction of net sales and have an adverse impact on our results of operations and financial condition.

International OTC Healthcare Segment
Revenues for the International OTC Healthcare segment increased $0.7 million, or 2.4%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. This increase was primarily due to a total increase of $2.1 million within the gastrointestinal, women's health, eye & ear care, and oral care product groups during the six months ended September 30, 2015 versus the six months ended September 30, 2014. This increase was partially offset by a decrease of $1.2 million in the cough & cold and analgesics product groups.

Household Cleaning Segment
Revenues for the Household Cleaning segment decreased by $0.9 million, or 1.9%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. The decrease was primarily due to decreased sales in certain distribution channels.

Cost of Sales
The following table presents our cost of sales and cost of sales as a percentage of total segment revenues, by segment for each of the periods presented.

	Six Months Ended September 30,					
(In thousands)					Increase (Decrease)	
Cost of Sales	**2015**	**%**	**2014**	**%**	**Amount**	**%**
North American OTC Healthcare	$ 119,625	37.4	$ 94,526	38.1	$ 25,099	26.6
International OTC Healthcare	11,382	36.0	11,679	37.8	(297)	(2.5)
Household Cleaning	35,014	74.6	36,358	75.9	(1,344)	(3.7)
	$ 166,021	41.7	$ 142,563	43.6	$ 23,458	16.5

Cost of sales increased $23.5 million, or 16.5%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. This increase was largely due to increased sales volume associated with the acquisitions of Insight and the *Hydralyte* brand. As a percentage of total revenue, cost of sales decreased to 41.7% in the six months ended September 30, 2015 from 43.6% in the six months ended September 30, 2014. This decrease in cost of sales as a percentage of revenues was primarily related to the North American OTC Healthcare segment.

North American OTC Healthcare Segment
Cost of sales for the North American OTC Healthcare segment increased $25.1 million, or 26.6%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. This increase was due to higher overall sales volume primarily from the acquisition of Insight and to higher manufacturing costs for certain of our products. As a percentage of North American OTC Healthcare revenues, cost of sales decreased to 37.4% during the six months ended September 30, 2015 from 38.1% during the six months ended September 30, 2014. The decrease in costs of sales as a percentage of revenues was primarily

due to a favorable product mix in the North American OTC Healthcare segment, primarily the result of the acquired Insight brands. We anticipate costs increasing for certain of our products during the remainder of 2016 based on a manufacturer's notification to us. If we are unable to offset such cost increases by corresponding price increases, the increased costs could negatively impact our gross margins and results of operations.

International OTC Healthcare Segment

Cost of sales for the International OTC Healthcare segment decreased $0.3 million, or 2.5%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. This decrease was due to a decrease in cost of sales in the cough & cold and gastrointestinal product groups. As a percentage of International OTC Healthcare revenues, cost of sales in the International OTC Healthcare segment decreased to 36.0% in the six months ended September 30, 2015 from 37.8% during the six months ended September 30, 2014. The decrease in cost of sales as a percentage of revenues was primarily attributable to decreases in cost of sales in the cough & cold and gastrointestinal product groups.

Household Cleaning Segment

Cost of sales for the Household Cleaning segment decreased $1.3 million, or 3.7%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. As a percentage of Household Cleaning revenues, cost of sales decreased to 74.6% during the six months ended September 30, 2015 from 75.9% during the six months ended September 30, 2014. This decrease in cost of sales as a percentage of revenues was primarily attributable to a favorable product mix.

Gross Profit

The following table presents our gross profit and gross profit as a percentage of total segment revenues, by segment for each of the periods presented.

	Six Months Ended September 30,					
(In thousands)					**Increase (Decrease)**	
Gross Profit	**2015**	**%**	**2014**	**%**	**Amount**	**%**
North American OTC Healthcare	$ 199,967	62.6	$ 153,665	61.9	$ 46,302	30.1
International OTC Healthcare	20,260	64.0	19,222	62.2	1,038	5.4
Household Cleaning	11,949	25.4	11,521	24.1	428	3.7
	$ 232,176	58.3	$ 184,408	56.4	$ 47,768	25.9

Gross profit for the six months ended September 30, 2015 increased $47.8 million, or 25.9%, when compared with the six months ended September 30, 2014. As a percentage of total revenues, gross profit increased to 58.3% in the six months ended September 30, 2015 from 56.4% in the six months ended September 30, 2014. The increase in gross profit as a percentage of revenues was primarily the result of higher gross margins associated with the acquired Insight brands.

North American OTC Healthcare Segment

Gross profit for the North American OTC Healthcare segment increased $46.3 million, or 30.1%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. This increase was due to higher overall sales volume primarily from the acquisition of Insight, slightly offset by higher manufacturing costs for certain of our products. As a percentage of North American OTC Healthcare revenues, gross profit increased to 62.6% in the six months ended September 30, 2015 from 61.9% in the six months ended September 30, 2014. The increase in gross profit as a percentage of revenues was primarily attributable to the mix of the brands acquired from Insight that were in-line with certain of our higher gross margin OTC Healthcare brands.

International OTC Healthcare Segment

Gross profit for the International OTC Healthcare segment increased $1.0 million, or 5.4%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. This increase was due primarily to a decrease in cost of sales in the gastrointestinal product group. As a percentage of International OTC Healthcare revenues, gross profit increased to 64.0% during the six months ended September 30, 2015 from 62.2% during the six months ended September 30, 2014. The increase in gross profit as a percentage of revenues was primarily attributable to higher gross margins associated with the gastrointestinal product group.

Household Cleaning Segment
Gross profit for the Household Cleaning segment increased $0.4 million, or 3.7%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. As a percentage of Household Cleaning revenue, gross profit increased to 25.4% during the six months ended September 30, 2015 from 24.1% during the six months ended September 30, 2014. The increase in gross profit as a percentage of revenues was primarily attributable to higher sales through certain distribution channels that have higher gross margins.

Contribution Margin
The following table presents our contribution margin and contribution margin as a percentage of total segment revenues, by segment for each of the periods presented.

	Six Months Ended September 30,					
(In thousands)					**Increase (Decrease)**	
Contribution Margin	**2015**	**%**	**2014**	**%**	**Amount**	**%**
North American OTC Healthcare	$ 152,332	47.7	$ 115,871	46.7	$ 36,461	31.5
International OTC Healthcare	14,760	46.6	13,847	44.8	913	6.6
Household Cleaning	10,769	22.9	10,550	22.0	219	2.1
	$ 177,861	44.7	$ 140,268	42.9	$ 37,593	26.8

Contribution margin is the financial measure that we use as a primary measure for evaluating segment performance. It is defined as gross profit less advertising and promotional expenses. Contribution margin increased $37.6 million, or 26.8%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. The contribution margin increase was primarily the result of the increased gross profit, partially offset by higher advertising and promotional expenses, mainly incurred for Insight, during the six months ended September 30, 2015 versus the six months ended September 30, 2014.

North American OTC Healthcare Segment
Contribution margin for the North American OTC Healthcare segment increased $36.5 million, or 31.5%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. The contribution margin increase was primarily the result of the higher sales volumes and gross profit attributable to the Insight acquisition, partially offset by an increase in advertising and promotional expenses. As a percentage of North American OTC Healthcare revenues, contribution margin for the North American OTC Healthcare segment increased to 47.7% during the six months ended September 30, 2015 from 46.7% during the six months ended September 30, 2014.

International OTC Healthcare Segment
Contribution margin for the International OTC Healthcare segment increased $0.9 million, or 6.6%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. As a percentage of International OTC Healthcare revenues, contribution margin from the International OTC Healthcare segment increased to 46.6% during the six months ended September 30, 2015 from 44.8% during the six months ended September 30, 2014. The contribution margin increase as a percentage of revenues was primarily due to the decreased cost of sales as a percentage of revenues for the six months ended September 30, 2015 versus September 30, 2014.

Household Cleaning Segment
Contribution margin for the Household Cleaning segment increased $0.2 million, or 2.1%, during the six months ended September 30, 2015 versus the six months ended September 30, 2014. As a percentage of Household Cleaning revenues, contribution margin from the Household Cleaning segment remained relatively consistent at 22.9% during the six months ended September 30, 2015 from 22.0% during the six months ended September 30, 2014.

General and Administrative
General and administrative expenses were $34.1 million for the six months ended September 30, 2015 versus $44.1 million for the six months ended September 30, 2014. The decrease in general and administrative expenses was primarily due to the decrease in acquisition costs of $14.8 million associated with the acquisition and integration of Insight in the prior year. This decrease was partially offset by an increase in compensation, stock based compensation and information technology costs of $2.0 million, $1.6 million and $0.8 million, respectively.

Depreciation and Amortization
Depreciation and amortization expense was $11.4 million and $6.8 million for the six months ended September 30, 2015 and 2014, respectively. The increase in depreciation and amortization expense was due to higher intangible asset amortization in the six months ended September 30, 2015 related to the intangible assets acquired as a result of the Insight acquisition.

Interest Expense
Net interest expense was $42.6 million during the six months ended September 30, 2015 versus $32.9 million during the six months ended September 30, 2014. The increase in net interest expense was primarily the result of a higher level of indebtedness, primarily related to the acquisition of Insight. The average indebtedness outstanding increased from approximately $1.1 billion during the six months ended September 30, 2014 to $1.6 billion during the six months ended September 30, 2015. The increase in average indebtedness outstanding is the result of additional borrowings under our term loan facility and revolving credit facility to fund our acquisition of Insight. The average cost of borrowing decreased to 5.4% for the six months ended September 30, 2015, from 6.0% for the six months ended September 30, 2014.

Income Taxes
The provision for income taxes during the six months ended September 30, 2015 was $31.4 million versus $23.3 million during the six months ended September 30, 2014. The effective tax rate during the six months ended September 30, 2015 was 35.2% versus 41.2% during the six months ended September 30, 2014. The decrease in the effective tax rate for the six months ended September 30, 2015 versus the six months ended September 30, 2014 was primarily due to the impact of certain non-deductible items related to acquisitions in the prior year and to the favorable tax deductions related to stock options and equity awards that were realized in the current year period. The estimated effective tax rate for the remaining quarters of the fiscal year ending March 31, 2016 is expected to be approximately 35.4%, excluding the impact of acquisitions and discrete items that may occur.

Liquidity and Capital Resources

Liquidity
Our primary source of cash comes from our cash flow from operations. In the past, we have supplemented this source of cash with various debt facilities, primarily in connection with acquisitions. We have financed, and expect to continue to finance our operations over the next twelve months, 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.

The following table summarizes our cash provided by (used in) operating activities, investing activities and financing activities as reported in our consolidated statements of cash flows in the accompanying Consolidated Financial Statements.

	Six Months ended September 30,	
(In thousands)	**2015**	**2014**
Cash provided by (used in):		
Operating Activities	$ 90,590	$ 57,058
Investing Activities	(1,339)	(810,537)
Financing Activities	(87,606)	747,212

Operating Activities
Net cash provided by operating activities was $90.6 million for the six months ended September 30, 2015 compared to $57.1 million for the six months ended September 30, 2014. The $33.5 million increase in net cash provided by operating activities was primarily due to an increase in net income of $24.8 million and an increase in non-cash charges of $18.0 million, partially offset by an increase in working capital of $9.3 million.

Working capital is defined as current assets (excluding cash and cash equivalents) minus current liabilities. Working capital increased in the six months ended September 30, 2015 compared to the six months ended September 30, 2014 as a result of an increase in the year-over-year change in inventory of $11.1 million and a decrease in the year-over-year change in accrued liabilities of $4.1 million, partially offset by a decrease in the change in accounts receivable of $4.4 million, an increase in the change in accounts payable of $1.1 million, and a decrease in the change in prepaid expenses and other current assets of $0.4 million. The year-over-year increase of $11.1 million of inventory is primarily the result of an inventory build of $3.8 million in the current year period primarily related to certain brands in anticipation of short-term requirements and a $7.3 million of inventory usage in the prior year period primarily associated with certain brands selling through and holding less stock.

Non-cash charges increased $18.0 million for the six months ended September 30, 2015 compared to the six months ended September 30, 2014 primarily due to an increase in deferred income taxes of $10.5 million, an increase in depreciation and amortization of $4.6 million, an increase in stock-based compensation of $1.6 million, and an increase in amortization of debt origination costs of $1.0 million.

Investing Activities
Net cash used in investing activities was $1.3 million for the six months ended September 30, 2015 compared to $810.5 million for the six months ended September 30, 2014. The decrease in net cash used in investing activities was primarily due to the use of cash for the acquisition of Insight in September 2014 of $749.7 million and the acquisition of the *Hydralyte* brand in April 2014 of $78.0 million, offset partially by $18.5 million of proceeds from the sale of one brand we acquired from the Insight acquisition.

Financing Activities
Net cash used in financing activities was $87.6 million for the six months ended September 30, 2015 compared to net cash provided by financing activities of $747.2 million for the six months ended September 30, 2014. The change was primarily due to the net borrowings of $720.0 million under the 2012 Term Loan and $66.1 million under the 2012 ABL Revolver in the six months ended September 30, 2014.

Capital Resources

2012 Senior Notes, 2012 Term Loan and 2012 ABL Revolver:
On January 31, 2012, Prestige Brands, Inc. (the "Borrower") (i) issued senior unsecured notes in an aggregate principal amount of $250.0 million (the "2012 Senior Notes"), (ii) entered into a $660.0 million term loan facility (the "2012 Term Loan") with a 7-year maturity and a $50.0 million asset-based revolving credit facility (the "2012 ABL Revolver") with a 5-year maturity, and (iii) repaid in full and canceled its then-existing 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 Borrower of $650.1 million. In addition to the discount, we incurred $33.3 million in issuance costs related to the 2012 Senior Notes, the 2012 Term Loan and the 2012 ABL Revolver, which were capitalized as deferred financing costs and are being amortized over the terms of the related loans and notes. The Borrower may 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 100% domestic 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 Prestige Brands Holdings, Inc.

On February 21, 2013, the Borrower entered into an amendment to the 2012 Term Loan ("Term Loan Amendment No. 1"). The Term Loan Amendment No. 1 provided for the refinancing of all of the Borrower's existing Term B Loans with new Term B-1 Loans (the "Term B-1 Loans"). The interest rate on the Term B-1 Loans under Term Loan Amendment No. 1 was 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, with a floor of 2.00%, plus a margin. The new Term B-1 Loans mature on the same date as the Term B Loans' original maturity date. In addition, Term Loan Amendment No. 1 provided 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 governing the 2012 Term Loan and 2012 ABL Revolver. In connection with Term Loan Amendment No. 1, during the fourth quarter ended March 31, 2013, we recognized a $1.4 million loss on the extinguishment of debt.

On September 3, 2014, the Borrower entered into Amendment No. 2 ("Term Loan Amendment No. 2") to the 2012 Term Loan. Term Loan Amendment No. 2 provided for (i) the creation of a new class of Term B-2 Loans in an aggregate principal amount of $720.0 million (the "Term B-2 Loans"), (ii) increased flexibility under the credit agreement governing the 2012 Term Loan and the 2012 ABL Revolver, including additional investment, restricted payment and debt incurrence flexibility and financial maintenance covenant relief, and (iii) an interest rate on (x) the Term B-1 Loans that was based, at the Borrower’s option, on a LIBOR rate plus a margin of 3.125% per annum, with a LIBOR floor of 1.00%, or an alternate base rate, with a floor of 2.00%, plus a margin, and (y) the Term B-2 Loans that was based, at the Borrower’s option, on a LIBOR rate plus a margin of 3.50% per annum, with a LIBOR floor of 1.00%, or an alternate base rate, with a floor of 2.00%, plus a margin (with a margin step-down to 3.25% per annum, based upon achievement of a specified secured net leverage ratio).

On May 8, 2015, the Borrower entered into Amendment No. 3 (the "Term Loan Amendment No. 3") to the 2012 Term Loan. Term Loan Amendment No. 3 provides for (i) the creation of a new class of Term B-3 Loans under the 2012 Term Loan (the "Term B-3 Loans") in an aggregate principal amount of $852.5 million, which combined the outstanding balances of the Term B-1 Loans of $207.5 million and the Term B-2 Loans of $645.0 million, (ii) increased flexibility under the credit agreement governing the 2012 Term Loan, including additional investment, restricted payment, and debt incurrence flexibility and financial maintenance covenant relief, and (iii) an interest rate on the Term B-3 Loans that is based, at the Borrower’s option, on a LIBOR rate plus a margin of

2.75% per annum, with a LIBOR floor of 0.75%, or an alternate base rate, with a floor of 1.75%, plus a margin. The maturity date of the Term B-3 Loans remains the same as the Term B-2 Loans' original maturity date of September 3, 2021.

On September 3, 2014, the Borrower entered into Amendment No. 3 (“ABL Amendment No. 3”) to the 2012 ABL Revolver. ABL Amendment No. 3 provided for (i) a $40.0 million increase in revolving commitments under the 2012 ABL Revolver and (ii) increased flexibility under the credit agreement governing the 2012 Term Loan and the 2012 ABL Revolver, including additional investment, restricted payment and debt incurrence flexibility. Borrowings under the 2012 ABL Revolver, as amended, bear interest at a rate per annum equal to an applicable margin, plus, at the Borrower's 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., or (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 by an amount set forth in the credit agreement covering the 2012 ABL Revolver.

On June 9, 2015, the Borrower entered into Amendment No. 4 (“ABL Amendment No. 4”) to the 2012 ABL Revolver. ABL Amendment No. 4 provides for (i) a $35.0 million increase in the accordion feature under the 2012 ABL Revolver and (ii) increased flexibility under the credit agreement governing the 2012 ABL Revolver, including additional investment, restricted payment, and debt incurrence flexibility and financial maintenance covenant relief and (iii) extended the maturity date to five years from the effective date of the 2012 ABL Revolver to June 9, 2020. 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, 2015, the average interest rate on the amounts borrowed under the 2012 ABL Revolver was 2.2%.

2013 Senior Notes:
On December 17, 2013, the Borrower issued $400.0 million of senior unsecured notes (the "2013 Senior Notes"). The Borrower may redeem some or all of the 2013 Senior Notes at redemption prices set forth in the indenture governing the 2013 Senior Notes. The 2013 Senior Notes are guaranteed by Prestige Brands Holdings, Inc. and certain of its 100% domestic 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 Prestige Brands Holdings, Inc. As a result of this issuance, in December 2013, we redeemed $201.7 million of our 8.25% senior notes due 2018 and the balance of $48.3 million in January 2014 and repaid approximately $120.0 million toward our 2012 Term Loan.

As of September 30, 2015, we had an aggregate of $1,503.6 million of outstanding indebtedness, which consisted of the following:

- $250.0 million of 8.125% 2012 Senior Notes due 2020;
- $400.0 million of 5.375% 2013 Senior Notes due 2021;
- $827.5 million of borrowings under the Term B-3 Loans; and
- $26.1 million of borrowings under the 2012 ABL Revolver.

As of September 30, 2015, we had $87.2 million of borrowing capacity under the 2012 ABL Revolver.

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 1.75% 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, with a floor of 0.75%. For the six months ended September 30, 2015, the average interest rate on the 2012 Term Loan was 4.6%.

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 significant derivative financial instruments outstanding at either September 30, 2015 or March 31, 2015 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 credit agreement governing the 2012 Term Loan and the 2012 ABL Revolver and the indentures governing the 2012 Senior Notes and 2013 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 transaction with affiliates. Specifically, we must:

- Have a leverage ratio of less than 7.75 to 1.0 for the quarter ended September 30, 2015 (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 3.75 to 1.0 for the quarter ending March 31, 2019 and remains level thereafter;

- Have an interest coverage ratio of greater than 2.25 to 1.0 for the quarter ended September 30, 2015 (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 3.50 to 1.0 for the quarter ending March 31, 2018 and remains level thereafter; and

- Have a fixed charge ratio of greater than 1.0 to 1.0 for the quarter ended September 30, 2015 (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, 2015, we were in compliance with the applicable financial and restrictive covenants under the 2012 Term Loan and the 2012 ABL Revolver and the indentures governing the 2012 Senior Notes and the 2013 Senior Notes. Additionally, management anticipates that in the normal course of operations, we will be in compliance with the financial and restrictive covenants during 2016. During the years ended March 31, 2015, 2014 and 2013, we made voluntary principal payments against outstanding indebtedness of $130.0 million, $157.5 million and $190.0 million, respectively, under the 2012 Term Loan. Under the Term Loan Amendment No. 2, we were required to make quarterly payments each equal to 0.25% of the original principal amount of the Term B-2 Loans, with the balance expected to be due on the seventh anniversary of the closing date. However, since we entered into Term Loan Amendment No. 3, we are required to make quarterly payments each equal to 0.25% of the aggregate principal amount of $852.5 million. Since we have previously made optional payments that exceeded a significant portion of our required quarterly payments, we will not be required to make another payment until the fiscal year ending March 31, 2019.

Effective April 1, 2015, the Company elected to change its method of presentation relating to debt issuance costs in accordance with Accounting Standards Update ("ASU") 2015-03. Prior to 2016, the Company's policy was to present these costs in other-long term assets on the balance sheet, net of accumulated amortization. Beginning in 2016, the Company has presented these fees as a direct deduction to the related long-term debt. As a result, we reclassified $27.4 million of deferred financing costs as of March 31, 2015 from other long-term assets, and such costs are now presented as a direct deduction from the long-term debt liability.

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 and financial condition. Although we do not believe that inflation has had a material impact on our financial condition or results from operations for the three and six months ended September 30, 2015, a high rate of inflation in the future could have a material adverse effect on our financial condition or results from operations. More volatility in crude oil prices may have 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, 2015. 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 on 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. The most critical accounting policies are as follows:

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. Provision is 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 the promotional program, these estimated amounts are adjusted to actual amounts. Our related promotional expense for the fiscal year ended March 31, 2015 was $53.2 million. For the three and six months ended September 30, 2015, our related promotional expense was $15.0 million and $27.2 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, 2015, our sales and operating income would have been reduced by approximately $5.3 million. Net income would have been adversely affected by approximately $3.4 million. Similarly, had we underestimated the promotional program rate by 10% for the three and six months ended September 30, 2015, our sales and operating income would have been adversely affected by approximately $1.5 million and $2.7 million, respectively. Net income would have been adversely affected by approximately $1.0 million and $1.8 million, respectively, for the three and six months ended September 30, 2015.

We also periodically run coupon programs in Sunday newspaper inserts, on our product websites, or as on-package instant redeemable coupons. We utilize a national clearing house 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 clearing house'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. For the fiscal year ended March 31, 2015, we had 341 coupon events. The amount recorded against revenues and accrued for these events during 2015 was $5.2 million. Cash settlement of coupon redemptions during 2015 was $3.6 million. During the three and six months ended September 30, 2015, we had 101 and 240 coupon events, respectively. The amount recorded against revenue and accrued for these events during the three and six months ended September 30, 2015 was $2.0 million and $4.1 million, respectively. Cash settlement of coupon redemptions during the three and six months ended September 30, 2015 was $0.8 million and $1.1 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 recording 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 twelve 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 years ended March 31, 2015, 2014 and 2013, returns represented 4.2%, 2.2% and 2.9%, respectively, of gross sales. For the three and six months September 30, 2015, product returns represented 3.7% and 3.9% of gross sales, respectively. At September 30, 2015 and March 31, 2015, the allowance for sales returns was $9.1 million and $8.6 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 on the methodology described above and our actual returns experience, management believes the likelihood of such an event remains remote. As noted, over the last three years our actual product return rate has stayed within a range of 4.2% to 2.2% 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, 2015 by approximately $0.8 million. Net income would have been reduced by approximately $0.5 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, 2015 would have reduced our reported sales and operating income by approximately $0.2 million and $0.5 million, respectively. Net income would have been reduced 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 $2.9 million for the fiscal year ended March 31, 2015, while for the three and six months ended September 30, 2015, we recorded obsolescence costs of $1.3 million and $2.6 million, respectively. A hypothetical increase of 1.0% in our allowance for obsolescence at March 31, 2015 would have adversely affected our reported operating income and net income for the fiscal year ended March 31, 2015 by approximately $0.4 million. Similarly, a hypothetical increase of 1.0% in our obsolescence allowance for the three and six months ended September 30, 2015 would have adversely affected each of our reported operating income and net income by less than $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 which 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 0.6% and 1.3% of accounts receivable at September 30, 2015 and March 31, 2015, respectively. Bad debt expense for the fiscal year ended March 31, 2015 was approximately $0.1 million, while during the three and six months ended September 30, 2015, 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, 2015 would have resulted in a decrease in each of reported operating income and reported net income of less than $0.1 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, 2015 would have resulted in a decrease in each of reported operating income and reported net income of less than $0.1 million $0.1 million, respectively.

Valuation of Intangible Assets and Goodwill

Goodwill and intangible assets amounted to $2,406.7 million and $2,425.4 million at September 30, 2015 and March 31, 2015, respectively. At September 30, 2015, goodwill and intangible assets were apportioned among our three operating segments as follows:

(In thousands)	**North American OTC Healthcare**	**International OTC Healthcare**	**Household Cleaning**	**Consolidated**
Goodwill	$ 263,716	$ 18,545	$ 6,800	$ 289,061
Intangible assets, net				
Indefinite-lived:				
Analgesics	341,122	1,884	—	343,006
Cough & Cold	138,946	17,515	—	156,461
Women's Health	532,300	1,535	—	533,835
Gastrointestinal	213,639	55,405	—	269,044
Eye & Ear Care	172,319	—	—	172,319
Dermatologicals	217,227	1,814	—	219,041
Oral Care	61,438	—	—	61,438
Household Cleaning	—	—	110,272	110,272
Total indefinite-lived intangible assets, net	1,676,991	78,153	110,272	1,865,416
Finite-lived:				
Analgesics	9,561	—	—	9,561
Cough & Cold	76,204	608	—	76,812
Women's Health	37,079	270	—	37,349
Gastrointestinal	20,437	198	—	20,635
Eye & Ear Care	29,367	—	—	29,367
Dermatologicals	24,639	—	—	24,639
Oral Care	15,168	—	—	15,168
Other OTC	15,172	—	—	15,172
Household Cleaning	—	—	23,550	23,550
Total finite-lived intangible assets, net	227,627	1,076	23,550	252,253
Total intangible assets, net	1,904,618	79,229	133,822	2,117,669
Total goodwill and intangible assets, net	$ 2,168,334	$ 97,774	$ 140,622	$ 2,406,730

At September 30, 2015, our highest valued brands were, *Monistat*, *BC/Goody's*, *Clear Eyes*, and *Chloraseptic*, comprising approximately 51.7% of the intangible assets within the OTC Healthcare segments. The *Chore Boy*, *Comet*, *and Spic and Span* brands comprise substantially all of the intangible assets value within the Household Cleaning segment.

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 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 reinvigorate a brand that has fallen from favor.

- ***History of and Potential for Product Extensions***
  Consideration 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 an intangible asset's value and useful life 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 not amortized. They are also subject to an annual impairment test, or more frequently if events or changes in circumstances indicate that the asset may be impaired. 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, 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 three reportable segments: North American OTC Healthcare, International OTC Healthcare and Household Cleaning. We identify our reporting units in accordance with the FASB ASC Subtopic 280. The carrying value and fair value for intangible assets and goodwill for a reporting unit are calculated based on 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.

In the past, we have experienced declines in revenues and profitability of certain brands in the North American OTC Healthcare and Household Cleaning segments. Sustained or significant future declines in revenue, profitability, other adverse changes in expected operating results, and/or unfavorable changes in other economic factors used to estimate fair values of certain brands could indicate that fair value no longer exceeds carrying value, in which case a non-cash impairment charge may be recorded in future periods.

Goodwill
As of February 28 and March 31, 2015, we had 15 reporting units with goodwill. As part of our annual test for impairment of goodwill, management estimates the discounted cash flows of each reporting unit, to estimate their respective fair values. In performing this analysis, management considers current information and future events, such as competition, technological advances and reductions in advertising support for our trademarks and trade names, that could cause subsequent evaluations to utilize different assumptions. In the event that the carrying value 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. No impairment charge was recorded during the six months ended September 30, 2015.

Indefinite-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 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. Once that analysis is completed, a discount rate is applied to the cash flows to estimate fair value. 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.

Finite-Lived Intangible Assets
When events or changes in circumstances indicate the carrying value of the assets may not be recoverable, management performs a review similar to indefinite-lived intangible assets to ascertain the impact of events and circumstances on the estimated useful lives and carrying values of our trademarks and trade names.

If the analysis 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. 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. 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.

As a result of recent declines in revenues in *Pediacare* and in certain other brands, we continue to monitor whether events or conditions would indicate that the fair value of the intangible asset no longer exceeds the carrying value. Although we continue to believe that the fair values of our brands exceed their carrying values, sustained or significant future declines in revenue, profitability, other adverse changes in expected operating results, and/or unfavorable changes in other economic factors used to estimate fair value of certain brands could indicate that fair value no longer exceeds carrying value, in which case a non-cash impairment charge may be recorded in future periods.

Impairment Analysis
During the fourth quarter of each fiscal year, we perform our annual impairment analysis. We utilized the discounted cash flow method to estimate the fair value of our reporting units as part of the goodwill impairment test and the excess earnings method to estimate the fair value of our individual indefinite-lived intangible assets. The discount rate utilized in the analyses, 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, 2015.

Stock-Based Compensation
The Compensation and Equity topic of the FASB ASC 718 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, stock options, warrants 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 prepares various analyses 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 $5.0 million and $3.4 million for the six months ended September 30, 2015 and 2014, 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 September 2015, the FASB issued ASU 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments*. The amendments in this update require that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. To simplify the accounting for adjustment made to provisional amounts recognized in a business combination, the amendments in this update eliminate the requirement to retrospectively account for those adjustments. For public business entities, the amendments in this update are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The adoption of ASU 2015-16 is not expected to have a material impact on our Consolidated Financial Statements.

In July 2015, the FASB issued ASU 2015-11, *Simplifying the Measurement of Inventory*. The amendments in this update more closely align the measurement of inventory in GAAP with the measurement of inventory in International Financial Reporting Standards, under which an entity should measure inventory at the lower of cost or net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

In April 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs* ("ASU 2015-03"). The amendments in this update require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The amendments in this update are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. As permitted by the guidance, we have early adopted these provisions, as of the beginning of our first quarter of 2016. Given the absence of authoritative guidance within ASU 2015-03 for debt issuance costs related to line-of-credit arrangements, in August 2015, the FASB issued ASU 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*, stating that the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. As a result, we reclassified $27.4 million of deferred financing costs as of March 31, 2015 from other long-term assets, and such costs are now presented as a direct deduction from the long-term debt liability.

In February 2015, the FASB issued ASU 2015-02, *Amendments to the Consolidation Analysis*. Update 2015-02 amended the process that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. The amendments in this update are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. The adoption of ASU 2015-02 is not expected to have a material impact on our Consolidated Financial Statements.

In January 2015, the FASB issued ASU 2015-01, *Income Statement - Extraordinary and Unusual Items*. The amendments in this update eliminate the concept of extraordinary items in Subtopic 225-20, which required entities to consider whether an underlying event or transaction is extraordinary. However, the amendments retain the presentation and disclosure guidance for items that are unusual in nature or occur infrequently. The amendments in this update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. The adoption of ASU 2015-01 is not expected to have a material impact on our Consolidated Financial Statements.

In August 2014, the FASB issued ASU 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. This amendment states that in connection with preparing financial statements for each annual and interim reporting period, an entity's management should evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued, when applicable). The amendments in this update are effective for the annual reporting period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. The adoption of ASU 2014-15 is not expected to have a material impact on our Consolidated Financial Statements.

In June 2014, the FASB issued ASU 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide that a Performance Target Could Be Achieved after the Requisite Service Period*, which requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. As such, the new guidance does not allow for a performance target that affects vesting to be reflected in estimating the fair value of the award at the grant date. The amendments to this update are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted. Entities may apply the amendments in this update either prospectively to all awards granted or modified after the effective date or retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. We currently do not have any outstanding share-based payments with a performance target. The adoption of ASU 2014-12 is not expected to have a material impact on our Consolidated Financial Statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers - Topic 606*, which supersedes the revenue recognition requirements in FASB ASC 605. The new guidance primarily states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. In August 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU 2014-09 from annual and interim periods beginning after December 15, 2016 to annual and interim periods beginning after December 15, 2017. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

In April 2014, the FASB issued ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. Those strategic shifts should have a major effect on the organization's operations and financial results. Examples include a disposal of a major geographic area, a major line of business, or a major equity method investment. In addition, the new guidance requires expanded disclosures about discontinued operations that will provide financial statement users with more information about the assets, liabilities, income, and expenses of discontinued operations. Early adoption is permitted, but only for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. The amendments in this update must be applied prospectively to all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years. The adoption of ASU 2014-08 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 intend 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," "goal," "future," "seek," "may," "should," "would," "will," “will be,” or other similar words and phrases. Forward-looking statements are based on current expectations and assumptions that are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, including, without limitation:

- The high level of competition in our industry and markets;
- Our inability to increase organic growth via new product introductions, line extensions, increased spending on advertising and promotional support, and other new sales and marketing strategies;
- Our inability to invest successfully in research and development;
- Our dependence on a limited number of customers for a large portion of our sales;
- Changes in inventory management practices by retailers;
- Our inability 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, additional store brand competition or other 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, and for other input 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 based on adverse operating results;
- Our dependence on key personnel and the transition to a new CEO and CFO;
- Shortages of supply of sourced goods or interruptions in the manufacturing of our products;
- The costs associated with any claims in litigation or arbitration and any adverse judgments rendered in such 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.

For more information, see “Risk Factors” contained in Part I, Item 1A., "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended March 31, 2015 and Part II, Item 1A of this Quarterly Report on Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate 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, 2015, we had variable rate debt of approximately $827.5 million under our 2012 Term Loan and $26.1 million under our 2012 ABL Revolver.

Holding other variables constant, including levels of indebtedness, a 1.0% increase in interest rates on our variable rate debt would have had an adverse impact on pre-tax earnings and cash flows for the three and six months ended September 30, 2015 of approximately $2.2 million and $4.5 million, respectively.

Foreign Currency Exchange Rate Risk

During the three and six months ended September 30, 2015, approximately 12.4% and 11.9%, respectively, of our revenues were denominated in currencies other than the U.S. Dollar. During the three and six months ended September 30, 2014, approximately 16.0% and 15.0%, respectively, of our revenues were denominated in currencies other than the U.S. Dollar. As such, we are exposed to transactions that are sensitive to foreign currency exchange rates, including insignificant foreign currency forward exchange agreements. These transactions are primarily with respect to the Canadian and Australian Dollar.

We performed a sensitivity analysis with respect to exchange rates for the three and six months ended September 30, 2015. Holding all other variables constant, and assuming a hypothetical 10.0% adverse change in foreign currency exchange rates, this analysis resulted in a less than 5.0% impact on pre-tax income of approximately $1.3 million and $2.0 million for the three and six months ended September 30, 2015, respectively. We performed a sensitivity analysis with respect to exchange rates for the three and six months ended September 30, 2014. Holding all other variables constant, and assuming a hypothetical 10.0% adverse change in foreign currency exchange rates, this analysis resulted in a less than 5.0% impact on pre-tax income of approximately $1.3 million and $1.7 million for the three and six months ended September 30, 2014, 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, 2015. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer has concluded that, as of September 30, 2015, 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, 2015 in the Company's internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act, that 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, 2015, which could materially affect our business, financial condition or future results of operations. 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, 2015.

Regulatory matters governing our industry could have a significant negative effect on our sales and operating costs.

In both the United States and in our foreign markets, our operations are affected by extensive laws, governmental regulations, administrative determinations, court decisions and similar constraints. Such laws, regulations and other constraints exist at the federal, state and local levels in the United States and at analogous levels of government in foreign jurisdictions.

The formulation, manufacturing, packaging, labeling, distribution, importation, marketing, sale and storage of our products are subject to extensive regulation by various U.S. federal agencies, including the FDA, the FTC, the CPSC, the EPA, and by various agencies of the states, localities and foreign countries in which our products are manufactured, distributed, stored and sold. The FDC Act and FDA regulations require that the manufacturing processes of our third-party manufacturers of U.S. products must also comply with the FDA's GMPs. The FDA inspects our facilities and those of our third-party manufacturers periodically to determine if we and our third-party manufacturers are complying with GMPs. A history of general compliance in the past is not a guarantee that future GMPs will not mandate other compliance steps and associated expense.

If we or our third-party manufacturers or distributors fail to comply with applicable regulations, we could become subject to enforcement actions, significant penalties or claims, which could materially adversely affect our business, financial condition and results from operations. In addition, we could be required to:

- Suspend manufacturing operations;
- Modify product formulations or processes;
- Suspend the sale of products with non-complying specifications; or
- Change product labeling, packaging, marketing, or advertising, recall non-compliant products, or take other corrective action.

The adoption of new regulations or changes in the interpretations of existing regulations may result in significant compliance costs or the cessation of product sales and may adversely affect the marketing of our products, which could have a material adverse effect on our financial condition and results from operations.

In addition, we could be required for a variety of reasons to initiate product recalls, which we are currently conducting for two products and have done on several other occasions. Any product recalls could have a material adverse effect on our business, financial condition and results from operations.

In addition, our failure to comply with FDA, FTC, EPA or any other federal and state regulations, or with similar regulations in foreign markets, that cover our product registration, product claims and advertising, including direct claims and advertising by us, may result in enforcement actions and imposition of penalties, litigation by private parties, or otherwise materially adversely affect the distribution and sale of our products, which could have a material adverse effect on our business, financial condition and results from operations. We are currently engaged in early-stage discussions with regulators regarding a product registration matter.

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 5, 2015	By:	**/s/ RONALD M. LOMBARDI**
			Ronald M. Lombardi
			President, Chief Executive Officer and Chief Financial Officer
			(Principal Executive Officer, Principal Financial Officer and Duly Authorized Officer)

Exhibit Index

10.1	Executive Employment Agreement, dated as of October 28, 2015, by and between Prestige Brands Holdings, Inc. and David Marberger.
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.

Executive Employment Agreement

1. Employment. Prestige Brands Holdings, Inc. ("Employer") agrees to employ David Marberger ("Executive") and Executive accepts such employment for the period beginning as of October 28, 2015 and ending upon his termination pursuant to Section l (c) hereof (the "Employment Period"), subject only to the approval of the Prestige Brands Holdings, Inc. Board of Directors (the "Board").

(a) Position and Duties.

(i) Beginning on November 10, 2015 and throughout the remainder of the Employment Period, Executive shall serve as Chief Financial Officer of Employer and shall have the normal duties, responsibilities and authority implied by such position, subject to the power of the Chief Executive Officer of Employer and the Board to expand or limit such duties, responsibilities and authority and to override such actions.

(ii) Executive shall report to the Chief Executive Officer of Employer, and Executive shall devote his best efforts and his full business time and attention to the business and affairs of Employer and its Subsidiaries (as defined below).

(b) Salary, Bonus and Benefits. During the Employment Period, Employer will pay Executive a base salary of $500,000 per annum (the "Annual Base Salary"), paid twice monthly, in accordance with Employer's normal payroll cycle and procedures. In addition, in fiscal years 2016 and beyond, the Executive shall be eligible for and participate in the Annual Incentive Compensation Plan (the "Annual Bonus") under which the Executive shall be eligible for an annual Target Bonus payment of 60% of Annual Base Salary, subject to the terms and conditions of the applicable Annual Incentive Compensation Plan and the discretion of the Board; provided, however, any Annual Bonus paid regarding fiscal year 2016 shall be prorated based on the duration of the Executive's employment with Employer during such fiscal year. Executive shall be eligible to participate in the Long-Term Equity Incentive Plan of Employer (the "Plan") and receive grants thereunder at the same time as grants are made to the rest of senior management, beginning with grants issued in May 2016 (which shall not be prorated based on duration of Executive’s employment); provided, however, that the Board reserves its discretion to not make an equity grant in any fiscal year. Any equity grant provided under the Plan shall have at the time of grant a value equal to Executive's Annual Base Salary then in effect at the time of grant multiplied by 150%; provided, however, at the discretion of the Board, such grant may be modified to have a value equal to no less than 120% or no greater than 180% of Executive's Annual Base Salary then in effect at the time of grant. In addition, any equity grant provided under the Plan shall automatically vest upon a Change in Control (as defined in the Plan). On the first day of the Employment Period, Executive shall receive an equity grant under the Plan with a value of $500,000 consisting of (i) 2/3 rds RSUs and (ii) 1/3 stock options (the value shall be calculated pursuant to the Black-Scholes Option Pricing Method based on assumptions utilized for the company–wide equity grants issued in May 2015). During the Employment Period, Executive will be entitled to such other benefits approved by the Board and made available to the senior management of Employer and its Subsidiaries, which shall include vacation time (four weeks per year), flexible spending account, 401(k) Plan (currently 65% match of up to 6% of salary, subject to IRS cap and periodic potential adjustment by the Board), expense reimbursement in accordance with the policies and procedures of Employer, as well as medical, dental, vision, life, long term care and disability insurance (collectively, such insurance plans, the "Welfare Plans"). The Board, on a basis consistent with past practice, shall review the Annual Base Salary of Executive and may increase the Annual Base Salary by such amount as the Board, in its sole discretion, shall deem appropriate. The term "Annual Base Salary" as used in this Agreement shall refer to the Annual Base Salary as it may be so increased.

(c) Termination. The Employment Period will continue until (i) Executive's death, Disability or resignation from employment with Employer and its Subsidiaries or (ii) Employer and its Subsidiaries decide to terminate Executive's employment with or without Cause (as defined below). If (A) Executive's employment is terminated without Cause pursuant to clause (ii) above or (B) Executive resigns from employment with Employer and its Subsidiaries for Good Reason, then, subject to Executive's execution and delivery of a Release in form and substance as set forth below, starting on the sixtieth (60th) day following Executive's termination of employment (or such later date as may be required by Section 4 (k)(i) hereof), Employer shall pay to Executive, in equal installments ratably over twelve (12) months (the "Severance Period") in accordance with the Employer's normal payroll cycle and procedures, an aggregate amount (the "Severance") equal to (I) his Annual Base Salary (prior to any material diminution that constitutes Good Reason for Employee's resignation), plus (II) an amount equal to the average Annual Bonus paid or payable to Executive by Employer for the last three completed fiscal years prior to the date of termination (or if Executive has not completed three (3) fiscal years prior to the date of termination, then the average Annual Bonus paid or payable to Executive by Employer will be determined based on the actual number of completed fiscal years prior to the date of termination). In calculating the average Annual Bonus for purposes of the immediately preceding sentence, in the event Executive's employment is terminated pursuant to this Section l (c) during fiscal years 2017 through 2019, Executive's Annual Bonus payable hereunder shall be calculated using a fiscal year 2016 Annual Bonus payment equal to the amount that Executive would have otherwise received had Executive been employed by Employer during all of fiscal year 2016. Notwithstanding anything contained herein to the contrary, if Executive's employment with Employer terminates on or prior to March 31, 2016, Executive's Annual Bonus payment for purposes of this Section l (c) shall equal a prorated amount of Executive's Target Bonus based on the number of days during fiscal year 2016 that Executive was employed by Employer.

In addition, if Executive is entitled on the date of termination to coverage under the Welfare Plans, such coverage shall continue for Executive and Executive's covered dependents for a period ending on the first anniversary of the date of termination at the active employee cost payable by Executive with respect to those costs paid by Executive prior to the date of termination; provided, that this coverage will not count towards the depletion of any continued health care coverage rights that Executive and Executive's dependents may have pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended ("COBRA"), and such rights to continued health care coverage under COBRA shall remain available to Executive and Executive's dependents after the Severance Period; provided further, that Executive's or Executive's covered dependents' rights to continued health care coverage pursuant to this Section l(c) shall terminate at the time Executive or Executive's covered dependents become covered, as described in COBRA, under another group health plan, and shall also terminate as of the date Employer ceases to provide coverage to its senior executives generally under any such Welfare Plan. Notwithstanding the foregoing, (I) Executive shall not be entitled to receive any payments or benefits pursuant to this Section l (c) unless Executive has executed and delivered to Employer a general release in form and substance satisfactory to Employer and (II) Executive shall be entitled to receive such payments and benefits only so long as Executive has not breached the provisions of Section 2 or Section 3 hereof. The release described in the foregoing sentence shall not require Executive to release any claims for Severance or benefits under the Welfare Plans as set forth in this Agreement, any vested employee benefits, workers compensation benefits covered by insurance or self-insurance, claims to indemnification to which Executive may be entitled under Employer's or its Subsidiaries' certificate(s) of incorporation, by-laws, any indemnification agreement or under any of Employer's or its Subsidiaries' directors or officers insurance policy(ies) or applicable law, or equity claims to contribution from Employer or its Subsidiaries or any other Person to which Executive is entitled as a matter of law in respect of any claim made against Executive for an alleged act or omission in Executive's official capacity and within the scope of Executive's duties as an officer, director or employee of Employer or its Subsidiaries. Not later than eighteen (18) months following the termination of Executive's employment, Employer and its Subsidiaries for which the Executive has acted in the capacity of a senior manager, shall sign and deliver to Executive a release of claims that Employer and its Subsidiaries have against Executive; provided that, such release shall not release any claims that Employer and/or its Subsidiaries commenced prior to the date of the release(s), any claims relating to matters actively concealed by Executive, any claims to contribution from Executive to which Employer or its Subsidiaries are entitled as a matter of law or any claims arising out of mistaken indemnification by Employer and/or any of its Subsidiaries. Except as otherwise provided in this Section l (c) or in the Employer's employee benefit plans or as otherwise required by applicable law, Executive shall not be entitled to any other salary, compensation or benefits after termination of Executive's employment with Employer.

(d) Relocation Expense. The parties anticipate that Executive may, in connection with his employment, relocate his residence at some point. After such relocation, Executive will be reimbursed for moving and other related relocation expenses in accordance with Employer's Relocation Policy. The moving and other related relocation expenses paid by Employer shall be subject to recoupment by Employer on a pro-rata basis in the event of a termination of employment by Executive, other than for Good Reason, during the first twenty four (24) months after the date of the relocation.

(e) Code Section 280G Excise Tax.

(i) Notwithstanding anything in this Agreement to the contrary, in the event it shall be determined that any benefit, payment or distribution by the Employer to or for the benefit of Executive (whether payable or distributable pursuant to the terms of this Agreement or otherwise) (such benefits, payments or distributions are hereinafter referred to as "Payments") would, if paid, be subject to the excise tax (the "Excise Tax") imposed by Section 4999 of the Internal Revenue Code of 1986, as amended (the "Code"), then, prior to the making of any Payments to Executive, a calculation shall be made comparing (1) the net after-tax benefit to Executive of the Payments after payment by Executive of the Excise Tax, to (2) the net after-tax benefit to Executive if the Payments had been limited to the extent necessary to avoid being subject to the Excise Tax. If the amount calculated under (1) above is less than the amount calculated under (2) above, then the Payments shall be limited to the extent necessary to avoid being subject to the Excise Tax (the "Reduced Amount"). The reduction of the Payments due hereunder, if applicable, shall be made by first reducing cash Payments and then, to the extent necessary, reducing those Payments having the next highest ratio of Parachute Value to actual present value of such Payments as of the date of the change of control, as determined by the Determination Firm (as defined in Section 1(e)(ii) below). For purposes of this Section 1(e), present value shall be determined in accordance with Section 280G(d)(4) of the Code. For purposes of this Section 1(e), the "Parachute Value" of a Payment means the present value as of the date of the change of control of the portion of such Payment that constitutes a "parachute payment" under Section 280G(b)(2) of the Code, as determined by the Determination Firm for purposes of determining whether and to what extent the Excise Tax will apply to such Payment.

(ii) All determinations required to be made under this Section 1(e), including whether an Excise Tax would otherwise be imposed, whether the Payments shall be reduced, the amount of the Reduced Amount, and the assumptions to be utilized in arriving at such determinations, shall be made by an independent, nationally recognized accounting firm or compensation consulting firm mutually acceptable to the Employer and Executive (the "Determination Firm") which shall provide detailed supporting calculations both to the Employer and Executive within 15 business days of the receipt of notice from Executive that a Payment is due to be made, or such earlier time as is requested by the Employer. All fees and expenses of the Determination Firm shall be borne solely by the Employer. Any determination by the Determination Firm shall be binding upon the Employer and Executive. As a result of the uncertainty in the application of Section 4999 of the Code at the time of the initial determination by the Determination Firm hereunder, it is possible that

Payments which Executive was entitled to, but did not receive pursuant to Section 1(e)(i), could have been made without the imposition of the Excise Tax ("Underpayment"), consistent with the calculations required to be made hereunder. In such event, the Determination Firm shall determine the amount of the Underpayment that has occurred and any such Underpayment shall be promptly paid by the Employer to or for the benefit of Executive but no later than March 15 of the year after the year in which the Underpayment is determined to exist, which is when the legally binding right to such Underpayment arises.

In the event that the provisions of Code Section 280G and 4999 or any successor provisions are repealed without succession, this Section 1(e) shall be of no further force or effect.

2. Confidential Information.

(a) Obligation to Maintain Confidentiality. Executive acknowledges that the information, observations and data (including trade secrets) obtained by him during the course of his performance under this Agreement concerning the business or affairs of Employer, its Subsidiaries and Affiliates ("Confidential Information") are the property of Employer, its Subsidiaries and Affiliates, as applicable, including information concerning acquisition opportunities in or reasonably related to Employer 's, its Subsidiaries' and/or Affiliates' business or industry of which Executive becomes aware during the Employment Period. Therefore, Executive agrees that he will not disclose to any unauthorized Person or use for his own account (for his commercial advantage or otherwise) any Confidential Information without the Board's written consent, unless and to the extent that the Confidential Information, (i) becomes generally known to and available for use by the public other than as a result of Executive's acts or omissions to act, (ii) was known to Executive prior to Executive's employment with Employer or any of its Subsidiaries or Affiliates or (iii) is required to be disclosed pursuant to any applicable law, court order or other governmental decree. Executive shall deliver to Employer on the date of termination , or at any other time Employer may request, all memoranda, notes, plans, records, reports, computer tapes, printouts and software and other documents and data (and copies thereof) relating to the Confidential Information, Work Product (as defined below) or the business of the Employer, its Subsidiaries and Affiliates (including, without limitation, all acquisition prospects, lists and contact information) which he may then possess or have under his control.

(b) Ownership of Property. Executive acknowledges that all discoveries, concepts, ideas, inventions, innovations, improvements, developments, methods, processes, programs, designs, analyses, drawings, reports, patent applications, copyrightable work and mask work (whether or not including any Confidential Information) and all registrations or applications related thereto, all other proprietary information and all similar or related information (whether or not patentable) that relate to Employer's, its Subsidiaries' and/or Affiliates' actual or anticipated business, research and development, or existing or future products or services and that are conceived , developed, contributed to, made, or reduced to practice by Executive (either solely or jointly with others) while employed by the Employer, its Subsidiaries and/or Affiliates (including any of the foregoing that constitutes any proprietary information or records) ("Work Product") belong to the Employer or such Subsidiary or Affiliate and Executive hereby assigns, and agrees to assign, all of the above Work Product to Employer or to such Subsidiary or Affiliate. Any copyrightable work prepared in whole or in part by Executive in the course of his work for any of the foregoing entities shall be deemed a "work made for hire" under the copyright laws, and Employer or such Subsidiary or Affiliate shall own all rights therein. To the extent that any such copyrightable work is not a "work made for hire," Executive hereby assigns and agrees to assign to Employer or such Subsidiary or Affiliate all right, title, and interest, including without limitation, copyright in and to such copyrightable work. Executive shall promptly disclose such Work Product and copyrightable work to the Board and perform all actions reasonably requested by the Board (whether during or after the Employment Period) to establish and confirm the Employer's or such Subsidiary's or Affiliate's ownership (including, without limitation, assignments, consents, powers of attorney, and other instruments).

(c) Third Party Information. Executive understands that Employer, its Subsidiaries and Affiliates will receive from third parties confidential or proprietary information ("Third Party Information"), subject to a duty on Employer's, its Subsidiaries' and Affiliates' part to maintain the confidentiality of such information and to use it only for certain limited purposes. During the Employment Period and thereafter, and without in any way limiting the provisions of Section 2(a) above, Executive will hold Third Party Information in the strictest confidence and will not disclose to anyone (other than personnel and consultants of Employer, its Subsidiaries and Affiliates who need to know such information in connection with their work for Employer or any of its Subsidiaries and Affiliates) or use, except in connection with his work for Employer or any of its Subsidiaries and Affiliates, Third Party Information unless expressly authorized by a member of the Board (other than himself if Executive is on the Board) in writing.

(d) Use of Information of Prior Employers. During the Employment Period and thereafter, Executive will not improperly use or disclose any confidential information or trade secrets, if any, of any former employers or any other Person to whom Executive has an obligation of confidentiality, and will not bring onto the premises of Employer or any of its Subsidiaries or Affiliates any unpublished documents or any property belonging to any former employer or any other Person to whom Executive has an obligation of confidentiality unless consented to in writing by the former employer or Person. Executive will use in the performance of his duties only information which is (i) generally known and used by persons with training and experience comparable to Executive's and which is (x) common knowledge in the industry or (y) otherwise legally in the public domain, (ii) otherwise provided or developed by Employer or any of its Subsidiaries or Affiliates or (iii) in the case of materials, property or information belonging to any former employer or other Person to whom Executive has an obligation of confidentiality, approved for such use in writing by such former employer or Person.

3. Non-competition and No Solicitation. Executive acknowledges that (i) the course of his employment with Employer he will become familiar with Employer's, its Subsidiaries' and Affiliates' trade secrets and with other confidential information concerning the Employer, its Subsidiaries and Affiliates; and (ii) his services will be of special, unique and extraordinary value to Employer and such Subsidiaries. Therefore, Executive agrees that:

(a) Non-competition. During the Employment Period and also during the period commencing on the date of termination of the Employment Period and ending on the first anniversary of the date of termination (the "Severance Period"), he shall not without the express written consent of Employer, anywhere in the United States, directly or indirectly, own, manage, control, participate in, consult with, render services for, or in any manner engage in any business (i) which competes with (a) OTC wart or skin tag treatment products (including, without limitation, salicylic acid or cryogen-based products), (b) dental devices for treatment or management of bruxism, (c) OTC sore throat treatment products (including, without limitation, liquids, lozenges and strips), (d) inter-proximal devices, (e) powdered and liquid cleansers, (f) pediatric OTC medicinal and non medicinal healthcare products, (g) OTC eye care products, (h) denture cleansers or adhesives, (i) OTC analgesic powders, (j) vaginal OTC healthcare products, (k) OTC lice treatment products or (l) any other business acquired by Employer and its Subsidiaries after the date hereof which represents 5% or more of the consolidated revenues or EBITDA of Employer and its Subsidiaries for the trailing 12 months ending on the last day of the last completed calendar month immediately preceding the date of termination of the Employment Period, or (ii) in which Employer and/or its Subsidiaries have conducted discussions or have requested and received information relating to the acquisition of such business by such Person (x) within one year prior to the date of termination and (y) during the Severance Period, if any. Nothing herein shall prohibit Executive from being a passive owner of not more than 2% of the outstanding stock of any class of a corporation that is publicly traded, so long as Executive has no active participation in the business of such corporation.

(b) No solicitation. During the Employment Period and also during the Severance Period, Executive shall not directly or indirectly through another entity

(i) induce or attempt to induce any employee of Employer or its Subsidiaries to leave the employ of Employer or its Subsidiaries, or in any way interfere with the relationship between Employer or its Subsidiaries and any employee thereof, (ii) hire any person who was an employee of Employer or its Subsidiaries within 180 days after such person ceased to be an employee of Employer or its Subsidiaries; provided, however, that such restriction shall not apply for a particular employee if Employer or its Subsidiaries have provided written consent to such hire, which consent, in the case of any person who was not a key employee of Employer or its Subsidiaries shall not be unreasonably withheld, (iii) induce or attempt to induce any customer, supplier, licensee or other business relation of Employer or its Subsidiaries to cease doing business with Employer or its Subsidiaries or in any way interfere with the relationship between any such customer, supplier, licensee or business relation and Employer or its Subsidiaries or (iv) directly or indirectly acquire or attempt to acquire an interest in any business relating to the business of Employer or its Subsidiaries and with which Employer or its Subsidiaries have conducted discussions or have requested and received information relating to the acquisition of such business by Employer or its Subsidiaries in the two year period immediately preceding the date of termination.

(c) Enforcement. If, at the time of enforcement of Section 2 or this Section 3, a court holds that the restrictions stated herein are unreasonable under circumstances then existing, the parties hereto agree that the maximum duration, scope or geographical area reasonable under such circumstances shall be substituted for the stated period, scope or area and that the court shall be allowed to revise the restrictions contained herein to cover the maximum duration, scope and area permitted by law. Because Executive's services are unique and because Executive has access to Confidential Information, the parties hereto agree that money damages would be an inadequate remedy for any breach of this Agreement. Therefore, in the event of a breach or threatened breach of this Agreement, Employer, its Subsidiaries or their successors or assigns may, in addition to other rights and remedies existing in their favor, apply to any court of competent jurisdiction for specific performance and/or injunctive or other relief in order to enforce, or prevent any violations of, the provisions hereof (without posting a bond or other security).

(d) Additional Acknowledgments. Executive acknowledges that the provisions of this Section 3 are in consideration of: (i) employment with the Employer, (ii) the prospective issuance of securities by Employer pursuant to the Plan and (iii) additional good and valuable consideration as set forth in this Agreement. In addition, Executive agrees and acknowledges that the restrictions contained in Section 2 and this Section 3 do not preclude Executive from earning a livelihood, nor do they unreasonably impose limitations on Executive's ability to earn a living. In addition, Executive acknowledges (i) that the business of Employer and its Subsidiaries will be conducted throughout the United States, (ii) notwithstanding the state of incorporation or principal office of Employer or any of its Subsidiaries, or any of their respective executives or employees (including the Executive), it is expected that Employer and its Subsidiaries will have business activities and have valuable business relationships within its industry throughout the United States and (iii) as part of his responsibilities, Executive will be traveling throughout the United States in furtherance of Employer's and/or its Subsidiaries' business and their relationships. Executive agrees and acknowledges that the potential harm to Employer and its Subsidiaries of the non enforcement of Section 2 and this Section 3 outweighs any potential harm to Executive of their enforcement by injunction or otherwise. Executive acknowledges that he has carefully read this Agreement and has given careful consideration to the restraints imposed upon Executive by this Agreement, and is in full accord as to their necessity for the reasonable and proper protection of confidential and proprietary information of Employer and its Subsidiaries now existing or to be developed in the future. Executive expressly acknowledges and agrees that each and every restraint imposed by this Agreement is reasonable with respect to subject matter, time period and geographical area.

4. Miscellaneous .

(a) Survival. The provisions of Sections l (c), 2, 3 and 4 shall survive the termination of this Agreement.

(b) Entire Agreement and Merger. This Agreement sets forth the entire understanding of the parties and merges and supersedes any prior or contemporaneous agreements, whether written or oral, between the parties pertaining to the subject matter hereof.

(c) Modification. This Agreement may not be modified or terminated orally, and no modification or waiver of any of the provisions hereof shall be binding unless in writing and signed by the party against whom the same is sought to be enforced.

(d) Waiver. Failure of a party to enforce one or more of the provisions of this Agreement or to require at any time performance of any of the obligations hereof shall not be construed to be a waiver of such provisions by such party nor to in any way affect the validity of this Agreement or such party's right thereafter to enforce any provision of this Agreement, nor to preclude such party from taking any other action at any time which it would legally be entitled to take.

(e) Successors and Assigns. Neither party shall have the right to assign this Agreement, or any rights or obligations hereunder, without the consent of the other party; provided, however, that upon the sale of all or substantially all of the assets, business and goodwill of Employer to another company, or upon the merger or consolidation of Employer with another company, this Agreement shall inure to the benefit of, and be binding upon, both Executive and the company purchasing such assets, business and goodwill, or surviving such merger or consolidation, as the case may be, in the same manner and to the same extent as though such other company were Employer; and provided, further, that Employer shall have the right to assign this Agreement to any Affiliate or Subsidiary of Employer. Subject to the foregoing, this Agreement shall inure to the benefit of, and be binding upon, the parties hereto and their legal representatives, heirs, successors and permitted assigns.

(f) Communications. All notices or other communications required or permitted hereunder will be in writing and will be deemed given or delivered when delivered personally, by registered or certified mail or by overnight courier (fare prepaid) addressed as follows:

(i)	To Employer:	Prestige Brands Holdings, Inc. 660 White Plains Road, 2nd Floor Tarrytown, New York 10591 Attention: Chief Executive Officer
(ii)	With a copy to:	Prestige Brands Holdings, Inc. 660 White Plains Road, 2nd Floor Tarrytown, New York 10591 Attention: General Counsel
(iii)	To the Employee:	David Marberger 4020 Killington Court Eagleville, PA 19403

or to such address as a party hereto may indicate by a notice delivered to the other party. Notice will be deemed received the same day when delivered personally, five (5) days after mailing when sent by registered or certified mail, and the next business day when delivered by overnight courier. Any party hereto may change its address to which all communications and notices may be sent by addressing notices of such change in the manner provided.

(g) Severability. If any provision of this Agreement is held to be invalid or unenforceable by a court of competent jurisdiction, such invalidity or unenforceability shall not affect the validity and enforceability of the other provisions of this Agreement and the provision held to be invalid or unenforceable shall be enforced as nearly as possible according to its original terms and intent to eliminate such invalidity or unenforceability.

(h) Governing Law. This Agreement will be governed by, construed and enforced in accordance with the laws of the State of New York, without giving effect to its conflicts of law provisions .

(i) Arbitration. (a) Except as provided in subsection (b) of this Section 4(i), the following provisions shall apply to disputes between Employer and Executive arising out of or related to either: (i) this Agreement (including any claim that any part of this Agreement is invalid, illegal or otherwise void or voidable), or (ii) the employment relationship that exists between Employer and Executive:

(i) The parties shall first use their reasonable best efforts to discuss and negotiate a resolution of the dispute.

(ii) If efforts to negotiate a resolution do not succeed within 5 business days after a written request for negotiation has been made, the dispute shall be resolved timely and exclusively by final and binding arbitration in New York County or Westchester County, New York pursuant to the American Arbitration Association ("AAA") National Rules for the Resolution of Employment Disputes (the "AAA Rules"). Arbitration must be demanded within ten (10) calendar days after the expiration of the five (5) day period referred to above. The arbitration opinion and award shall be final and binding on the Employer and the Executive and shall be enforceable by any court sitting within New York County or Westchester County, New York. Employer and Executive shall share equally all costs of arbitration excepting their own attorney's fees unless and to the extent ordered by the arbitrator(s) to pay the attorneys' fees of the prevailing party.

(iii) The parties recognize that this Section 4(i) means that certain claims will be reviewed and decided only before an impartial arbitrator or panel of arbitrators instead of before a court of law and/or a jury, but desire the many benefits of the arbitration process over court proceedings, including speed of resolution, lower costs and fees, and more flexible rules of evidence. The arbitration or arbitrators duly selected pursuant to the AAA's Rules shall have the same power and authority to order any remedy for violation of a statute, regulation, or ordinance as a court would have; and shall have the same power to order discovery as a federal district court has under the Federal Rules of Civil Procedure.

(b) The provisions of this Section 4(i) shall not apply to any action by the Employer seeking to enforce its rights arising out of or related to the provisions of Sections 2 and 3 of this Agreement.

(c) This Section 4(i) is intended by the Employer and the Executive to be enforceable under the Federal Arbitration Act ("FAA"). Should it be determined by any court that the FAA does not apply, then this Section 4(i) shall be enforceable under the applicable arbitration statutes of the State of Delaware.

(j) <u>No Third-Party Beneficiaries</u>. Each of the provisions of this Agreement is for the sole and exclusive benefit of the parties hereto and shall not be deemed for the benefit of any other person or entity.

(k) <u>Section 409A of the Internal Revenue Code</u>.

(i) Notwithstanding any provisions of this Agreement to the contrary, if the Executive is considered a Specified Executive (as defined below) at termination of employment other than on account of death or Disability, under such procedures as established by the Employer in accordance with Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), benefit distributions, other than those that are deemed "separation pay" under the Treas. Reg. §1.409A-1(b)(9), that are made upon termination of employment may not commence earlier than six (6) months after the date of termination. Therefore, in the event this provision is applicable to the Executive, any distribution which would otherwise be paid to the Executive within the first six months following termination shall be accumulated and paid to the Executive in a lump sum on the first day of the seventh month following termination. All subsequent distributions shall be paid in the manner specified. "Specified Executive" means a key employee (as defined in Section 416(i) of the Code without regard to paragraph 5 thereof) of the Employer if any stock of the Employer is publicly traded on an established securities market or otherwise.

(ii) With respect to the payment of all benefits under the Agreement, including separation pay and deferred compensation, whether a "termination of employment" takes place is determined based on the facts and circumstances surrounding the termination of the Executive's employment and whether the Employer and the Executive intended for the Executive to provide significant services for the Employer following such termination. A change in the Executive's employment status will not be considered a termination of employment if:

(A) the Executive continues to provide services as an employee of the Employer at an annual rate that is twenty percent (20%) or more of the services rendered, on average, during the immediately preceding three full calendar years of employment (or, if employed less than three years, such lesser period) and the annual remuneration for such services is twenty percent (20%) or more of the average annual remuneration earned during the final three full calendar years of employment (or, if less, such lesser period), or

(B) the Executive continues to provide services to the Employer in a capacity other than as an employee of the Employer at an annual rate that is fifty percent (50%) or more of the services rendered, on average, during the immediately preceding three full calendar years of employment (or if employed less than three years, such lesser period) and the annual remuneration for such services is fifty percent (50%) or more of the average annual remuneration earned during the final three full calendar years of employment (or if less, such lesser period).

For purposes of applying the provisions of Section 409A of the Code, a reference to the Employer shall also be deemed a reference to any affiliate thereof within the contemplation of Sections 414(b) and 414(c) of the Code. For purposes of this Agreement, the definition of "termination of employment" shall apply to all uses of such term, whether capitalized or not.

(iii) Installment Payments. Each payment of termination benefits under Section 1(c) of this Agreement, including, without limitation, each installment payment and each payment or reimbursement of premiums for continued coverage under Welfare Plans, shall be considered a separate payment, as described in Treas. Reg, Section 1.409A-2(b)(2), for purposes of Section 409A of the Code.

(iv) Timing of Release of Claims. Whenever in this Agreement a payment or benefit is conditioned on Executive's execution of a release of claims, such release must be executed and all revocation periods shall have expired within 60 days after the date of Executive's employment termination; failing which such payment or benefit shall be forfeited. If such payment or benefit constitutes non-exempt deferred compensation, and if such 60-day period begins in one calendar year and ends in the next calendar year, the payment or benefit shall not be made or commence before the second such calendar year, even if the release becomes irrevocable in the first such calendar year. In other words, Executive is not permitted to influence the calendar year of payment based on the timing of his signing of the release.

(v) Timing of Reimbursements and In-kind Benefits. If Executive is entitled to be paid or reimbursed for any taxable expenses under this Agreement, the amount of such expenses reimbursable in any one calendar year shall not affect the amount reimbursable in any other calendar year, and the reimbursement of an eligible expense must be made no later than December 31 of the year after the year in which the expense was incurred. No right of Executive to reimbursement of expenses under Section 1(c) shall be subject to liquidation or exchange for another benefit.

(vi) Permitted Acceleration. Employer shall have the sole authority to make any accelerated distribution permissible under Treas. Reg. Section 1.409A-3(j)(4) to Executive of deferred amounts, provided that such distribution meets the requirements of Treas. Reg. Section 1.409A-3(j)(4).

(1) Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument.

5. Definitions:

"Affiliate" means, with respect to any Person, any other Person who directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such Person. The term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise, and the terms "controlled" and "controlling" have meanings correlative thereto.

"Cause" is defined as (i) your willful and continued failure to substantially perform your duties with Employer (other than any such failure resulting from your incapacity due to physical or mental illness) that has not been cured within 10 days after a written demand for substantial performance is delivered to you by the Board, which demand specifically identifies the manner in which the Board believes that you have not substantially performed your duties, (ii) the willful engaging by you in conduct which is demonstrably and materially injurious to Employer or its Affiliates, monetarily or otherwise, (iii) your conviction (or plea of nolo contendere) for any felony or any other crime involving dishonesty, fraud or moral turpitude, (iv) your breach of fiduciary duty to Employer or its Affiliates, (v) any violation of Employer's policies relating to compliance with applicable laws which have a material adverse effect on Employer or its Affiliates or (vi) your breach of any restrictive covenant. For purposes of clauses (i) and (ii) of this definition, no act, or failure to act, on your part shall be deemed "willful" unless done, or omitted to be done, by you not in good faith and without reasonable belief that your act, or failure to act, was in the best interest of Employer.

"Disability" means the Executive: (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months; or (ii) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, receiving income replacement benefits for a period of not less than three (3) months under an accident and health plan covering employees or directors of the Employer. Medical determination of Disability may be made by either the Social Security Administration or by the provider of an accident or health plan covering employees or directors of the Employer provided that the definition of "disability" applied under such disability insurance program complies with the requirements of the preceding sentence. Upon the request of the plan administrator, the Executive must submit proof to the plan administrator of the Social Security Administration's or the provider's determination. For purposes of this Agreement the definition of "Disability" shall apply to all uses of such term, whether capitalized or not.

"Good Reason" means that the Executive terminated his employment with the Employer because, within the twelve (12) month period preceding the Executive's termination, one or more of the following conditions arose and the Executive notified the Employer of such condition within 90 days of its occurrence and the Employer did not remedy such condition within 30 days:

(i) a material diminution in the Executive's base salary as in effect on the date hereof or as the same may be increased from time to time;

(ii) a material diminution in the Executive's authority, duties, or responsibilities;

(iii) the relocation of the Employer's headquarters outside a thirty-mile radius of Tarrytown, New York or the Employer's requiring the Executive to be based at any place other than a location within a thirty-mile radius of Tarrytown, New York, except for reasonably required travel on the Employer's business; or

(iv) any other action or inaction that constitutes a material breach by the Employer of this Agreement.

"Person" means any person or entity, whether an individual, trustee, corporation, limited liability company, partnership, trust, unincorporated organization, business association, firm, joint venture, governmental authority or similar entity.

"Subsidiary" of any specified Person shall mean any corporation fifty percent (50%) or more of the outstanding capital stock of which, or any partnership, joint venture, limited liability company or other entity fifty percent (50%) or more of the ownership interests of which, is directly or indirectly owned or controlled by such specified Person, or any such corporation, partnership, joint venture, limited liability company, or other entity which may otherwise be controlled, directly or indirectly, by such Person.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first written above.

PRESTIGE BRANDS HOLDINGS, INC.

By: /s/ Ron Lombardi
Name: Ronald M. Lombardi
Title: Chief Executive Officer

By: /s/ David S. Marberger
Name: David S. Marberger

Exhibit 31.1

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 5, 2015	**/s/ Ronald M. Lombardi**
		Ronald M. Lombardi
		Chief Executive Officer
		(Principal Executive Officer)

Exhibit 31.2

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 5, 2015	**/s/ Ronald M. Lombardi**
		Ronald M. Lombardi
		Chief Financial Officer
		(Principal Financial Officer)

EXHIBIT 32.1

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, 2015, 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 Executive Officer
(Principal Executive Officer)
Date: November 5, 2015

EXHIBIT 32.2

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, 2015, 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 5, 2015