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

FORM 8-K

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

Date of report (Date of earliest event reported): February 9, 2011

PRESTIGE BRANDS HOLDINGS, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	**001-32433**	**20-1297589**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

90 North Broadway, Irvington, New York 10533
(Address of Principal Executive Offices)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act.
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
☐ Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On February 9, 2011, Prestige Brands Holdings, Inc. (the "Company") announced financial results for the fiscal quarter and nine months ended December 31, 2010. A copy of the press release announcing the Company's earnings results for the fiscal quarter and nine months ended December 31, 2010 is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

The information set forth in Item 2.02 above is incorporated by reference as if fully set forth herein.

On February 9, 2011, representatives of the Company began making presentations to investors regarding the Company's financial results for the quarter and nine month period ended December 31, 2010 using slides containing the information attached to this Current Report on Form 8-K as Exhibit 99.2 (the "Investor Presentation"). The Company expects to use the Investor Presentation, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others during 2011.

By filing this Current Report on Form 8-K and furnishing the information contained herein, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

The information contained in the Investor Presentation is summary information that is intended to be considered in the context of the Company's Securities and Exchange Commission ("SEC") filings and other public announcements that it may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

In accordance with General Instruction B.2 of this Current Report on Form 8-K, the information presented in Items 2.02 and 7.01 of this Current Report on Form 8-K and Exhibits 99.1 and 99.2 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered "filed" under the Exchange Act or incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*.

See Exhibit Index immediately following signature page.

SIGNATURES

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

PRESTIGE BRANDS HOLDINGS, INC.
(Registrant)

Date: February 9, 2011

By: /s/ Ronald M. Lombardi______
Name: Ronald M. Lombardi
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated February 9, 2011 announcing the Company’s financial results for the fiscal quarter and nine months ended December 31, 2010 (furnished only).
99.2	Investor Relations Slideshow in use beginning February 9, 2011 (furnished only).

News Release

Prestige Brands Holdings, Inc. Reports Third Quarter & Nine Months Fiscal 2011 Results

For the Quarter, Prestige Reports Strong Revenue Growth, Driven by Core OTC Growth and Blacksmith Brands Acquisition

IRVINGTON, N.Y., Feb 9, 2011 (BUSINESS WIRE) --

Prestige Brands Holdings, Inc. (NYSE:PBH) today announced results for the third quarter and nine months of fiscal year 2011, which ended on December 31, 2010. Following the close of the quarter, the Company completed the previously announced acquisition of the Dramamine® Brand in the U.S. from McNeil-PPC, Inc.

Revenues for the third fiscal quarter were $90.6 million, $16.8 million or 22.7% above the prior year's comparable quarter revenues of $73.8 million. The Company’s revenue from its five core OTC brands (Chloraseptic®, Clear Eyes®, Compound W®, Little Remedies® and The Doctor’s® NightGuard®) increased 14.0% over the prior year comparable quarter. Revenue for the third fiscal quarter for the remaining OTC brands, the Household segment and International, decreased 7% versus the prior year comparable period. Overall, revenues were up $1.6 million, or 2% above the prior year’s comparable quarter, excluding the impact of the Blacksmith Brands (“BSB”) acquisition in November, 2010.

Operating income for the third fiscal quarter was $13.0 million, which was impacted by $10.5 million of charges associated with the acquisition of BSB. Excluding the impact of these charges, operating income would have been $23.5 million, $0.2 million or 1.0% above the prior year’s comparable quarter operating income of $23.3 million. Gross profit for the third fiscal quarter was $44.0 million, which included $3.5 million of charges associated with the inventory valuation from the BSB acquisition. Excluding the impact of these acquisition related charges, gross profit would have been $47.5 million and gross margin would have been stable at approximately 53% of net revenue, in line with the prior year’s quarter. During the quarter, the Company invested significantly behind Advertising and Promotion (“A&P”) in support of its core brands within the Over-the-Counter (“OTC”) segment as well as the acquired brands from BSB.

Income from continuing operations for the third fiscal quarter was $2.1 million and was impacted by $8.2 million of acquisition related charges, net of tax. Excluding the impact of these acquisition related charges, income from continuing operations would have been $10.3 million, 2.4% higher than the prior year comparable period's results of $10.0 million.

For the third fiscal quarter, basic earnings per share from continuing operations was $0.04, and was impacted by the acquisition related charges by $0.17. Excluding the impact of the acquisition related charges, basic earnings per share from continuing operations would have been $0.21 compared to $0.20 in the prior year’s third fiscal quarter.

Commentary

"We are pleased with our results for the quarter. Our strategy for growing the core OTC brands is well underway. Increased investment in advertising and promotion coupled with new product introductions resulted in strong sell through during the quarter. Consumption for Prestige's core OTC brands, including Blacksmith Brands, grew 26.5% during the quarter, as compared to a decline of 1% for the respective categories," said Matthew Mannelly, President and CEO. "In addition, our M&A focus is driving the Company's strategic and financial transformation. The Blacksmith Brands integration is on track and we are making the appropriate advertising and promotional investment to support long-term sustainable growth," he said. "Furthermore, we just completed the acquisition of the Dramamine® brand in the U.S. Dramamine has the dominant position in the motion sickness category and possesses attractive growth characteristics. With the addition of this brand, our OTC segment now includes nine core OTC brands which represent approximately 90% of our OTC segment revenue. Looking forward, we are cautiously optimistic as the retail environment shows some signs of improvement. We will continue to view this as an opportunity to build our brands and invest in our future growth. We expect our continued investments in the fourth quarter to position our expanded core OTC portfolio for growth in fiscal year 2012 and beyond."

Third Quarter Results by Segment

Revenues for the OTC segment increased $20.9 million, or 44.9%, during the third quarter of fiscal year 2011 versus the same period in fiscal year 2010. This increase was primarily due to $15.2 million of revenues attributable to the acquired BSB products. The OTC segment increased revenues by $5.7 million or 12.3%, excluding the impact of the acquisition of BSB. Overall, revenue increases for Chloraseptic®, Little Remedies®, Compound W® and Clear Eyes® brands were partially offset by revenue decreases for The Doctor's® brand. To drive revenue growth, the Company increased advertising and promotional activities, which led to increased consumption at retail.

Revenues for the Household segment decreased $4.1 million, or 15.1%, during fiscal year 2011 versus the same period in fiscal year 2010. In a challenging retail and competitive market, the Company's largest Household brand, Comet®, grew market share in abrasive cleaners while experiencing revenue declines in bathroom sprays primarily due to competitive new product introductions and lower consumer demand.

Year-to-Date Results

For the nine month period ending December 31, 2010, revenues were $240.1 million, an increase of 7.9% over the prior year comparable period's results of $222.7 million. Revenues were $2.2 million, or 1% above the prior year's comparable period, excluding the BSB revenues.

Operating income for the nine month period ending December 31, 2010 was $57.5 million, which was impacted by $10.5 million of charges associated with the acquisition of BSB. Excluding the impact of these charges, operating income would have been $68.0 million, $7.3 million or 12.1% above the prior year's comparable period operating income of $60.7 million. Gross profit for the current nine month period was $124.6 million, which included $3.5 million of charges associated with the inventory valuation from the BSB acquisition. Excluding the impact of these acquisition related charges, gross profit would have been $128.1 million and gross margin would have been stable at approximately 53% of revenue, in line with the prior year's comparable period.

Income from continuing operations was $22.7 million and was impacted by $8.2 million of acquisition related charges, net of tax. Excluding the impact of these charges, income from continuing operations would have been $30.9 million, an increase of 17.7%, compared to $26.3 million in the prior year's comparable period.

For the current nine month period, basic earnings per share from continuing operations was $0.46, and was impacted by the acquisition related charges by $0.16. Excluding the impact of the acquisition related charges, basic earnings per share from continuing operations would have been $0.62 compared to $0.53, 17.4% higher than the prior year's comparable period.

Free Cash Flow and Debt

Free cash flow is a "non-GAAP" financial measure as that term is defined by the Securities and Exchange Commission in Regulation G. Free cash flow is presented here because management believes it is a commonly used measure of liquidity, and indicative of cash available for debt repayment and acquisitions. The Company defines "free cash flow" as operating cash flow from continuing operations less capital expenditures.

The Company's free cash flow for the third fiscal quarter ended December 31, 2010 was $18.7 million, an increase of $8.3 million or 79.0% over the prior year's comparable quarter. Free cash flow is composed of operating cash flow of $18.8 million less capital expenditures of $0.1 million. This compares to the prior year comparable quarter's free cash flow of $10.4 million, composed of operating cash flow of $10.6 million less capital expenditures of $0.2 million.

Total indebtedness at December 31, 2010 was $509.5 million. At December 31, 2010, cash on the balance sheet totaled $83.3 million.

Conference Call

The Company will host a conference call to review its third quarter and nine month results on Wednesday, February 9, 2010 at 8:30am EST. The dial-in numbers are: 1-866-383-8003 within North America and 1-617- 597-5330 outside of North America. The conference passcode is "prestige". A slide presentation will accompany the call and can be accessed through the Company's website, www.prestigebrands.com. Click on "Investor Relations" and then on "Webcasts and Presentations". Telephonic replays will be available for two weeks following the completion of the call and can be accessed at 1-888-286-8010 within North America and at 617-801-6888 outside North America. The passcode is 71941228.

About Prestige Brands Holdings, Inc.

The Company markets and distributes brand name over-the-counter and household cleaning products throughout the U.S., Canada, and certain international markets. Key brands include Chloraseptic® sore throat treatments, Clear Eyes® eye care products, Compound W® wart treatments, The Doctor's® NightGuard® dental protector, The Little Remedies® line of pediatric over-the-counter products, Comet® cleansers, PediaCare® children's over-the-counter products, Efferdent® and Effergrip® denture care products, Luden's® cough drops, NasalCrom® allergy treatment, and Dramamine® motion sickness treatment.

Note Regarding Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of the federal securities laws and that are intended to qualify for the Safe Harbor from liability established by the Private Securities Litigation Reform Act of 1995. "Forward-looking statements" generally can be identified by the use of forward-looking terminology such as "assumptions," "target," "guidance," "outlook," "plans," "projection," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe, "potential," or "continue" (or the negative or other derivatives of each of these terms) or similar terminology. The "forward-looking statements" include, without limitation, statements regarding our intentions regarding development of the brands that we acquired on November 1, 2010 in the Blacksmith acquisition as well as the outlook for Prestige Brands Holdings' market and its core brands as well as prospects for the industry. These statements are based on management's estimates and assumptions with respect to future events and financial performance and are believed to be reasonable, though are inherently uncertain and difficult to predict. Actual results could differ materially from those expected as a result of a variety of factors. A discussion of factors that could cause results to vary is included in the Company's Annual Report on Form 10-K and other periodic reports filed with the Securities and Exchange Commission.

SOURCE: Prestige Brands Holdings, Inc.

Prestige Brands Holdings, Inc.
Dean Siegal, 914-524-6819

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

(In thousands, except per share data)	Three Months Ended December 31 2010	Three Months Ended December 31 2009	Nine Months Ended December 31 2010	Nine Months Ended December 31 2009
Revenues				
Net sales	$ 90,077	$ 73,372	$ 238,086	$ 221,178
Other revenues	531	446	2,061	1,483
Total revenues	90,608	73,818	240,147	222,661
Cost of Sales				
Cost of sales (exclusive of depreciation shown below)	46,596	34,647	115,574	104,174
Gross profit	44,012	39,171	124,573	118,487
Operating Expenses				
Advertising and promotion	13,049	6,037	28,775	24,379
General and administrative	15,426	7,411	30,941	26,087
Depreciation and amortization	2,513	2,458	7,336	7,368
Total operating expenses	30,988	15,906	67,052	57,834
Operating income	13,024	23,265	57,521	60,653
Other expense				
Interest expense, net	7,674	5,558	18,508	16,853
Loss on extinguishment of debt	—	—	300	—
Total other expense	7,674	5,558	18,808	16,853
Income from continuing operations before income taxes	5,350	17,707	38,713	43,800
Provision for income taxes	3,204	7,642	15,948	17,531
Income from continuing operations	2,146	10,065	22,765	26,269
Discontinued Operations				
Income from discontinued operations, net of income tax	32	358	591	2,402
Gain/(Loss) on sale of discontinued operations, net of income tax/(benefit)	—	157	(550)	157
Net income	$ 2,178	$ 10,580	$ 22,806	$ 28,828
Basic earnings per share:				
Income from continuing operations	$ 0.04	$ 0.20	$ 0.46	$ 0.53
Net income	$ 0.04	$ 0.21	$ 0.46	$ 0.58
Diluted earnings per share:				
Income from continuing operations	$ 0.04	$ 0.20	$ 0.45	$ 0.53
Net income	$ 0.04	$ 0.21	$ 0.45	$ 0.58
Weighted average shares outstanding:				
Basic	50,085	50,030	50,059	50,008
Diluted	50,533	50,074	50,260	50,078

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

(In thousands) **Assets**	**December 31, 2010**	**March 31, 2010**
Current assets		
Cash and cash equivalents	$ 83,266	$ 41,097
Accounts receivable	41,981	30,621
Inventories	47,907	27,676
Deferred income tax assets	4,700	6,353
Prepaid expenses and other current assets	1,800	4,917
Current assets of discontinued operations	—	1,486
Total current assets	179,654	112,150
Property and equipment	1,406	1,396
Goodwill	153,199	111,489
Intangible assets	712,860	554,359
Other long-term assets	6,729	7,148
Long-term assets of discontinued operations	—	4,870
Total Assets	$ 1,053,848	$ 791,412
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 18,682	$ 12,771
Accrued interest payable	5,156	1,561
Other accrued liabilities	20,589	11,733
Current portion of long-term debt	659	29,587
Total current liabilities	45,086	55,652
Long-term debt		
Principal amount	508,841	298,500
Less unamortized discount	(5,277)	(3,943)
Long-term debt, net of unamortized discount	503,564	294,557
Deferred income tax liabilities	150,696	112,144
Total Liabilities	699,346	462,353
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 - 50,229 shares at December 31, 2010 and 50,154 shares at March 31, 2010	502	502
Additional paid-in capital	386,928	384,027
Treasury stock, at cost - 148 shares at December 31, 2010 and 124 shares at March 31, 2010	(327)	(63)
Accumulated deficit	(32,601)	(55,407)
Total Stockholders' Equity	354,502	329,059
Total Liabilities and Stockholders' Equity	$ 1,053,848	$ 791,412

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

(In thousands)	Nine Months Ended December 31 2010	2009
Operating Activities		
Net income	$ 22,806	$ 28,828
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	7,565	8,679
Loss (Gain) on sale of discontinued operations	890	(253)
Deferred income taxes	5,591	10,254
Amortization of deferred financing costs	767	1,432
Stock-based compensation costs	2,751	1,658
Loss on extinguishment of debt	300	—
Amortization of debt discount	480	—
Loss on disposition of equipment	131	—
Changes in operating assets and liabilities		
Accounts receivable	7,330	6,407
Inventories	2,814	(6,958)
Inventories held for sale	1,114	(1,323)
Prepaid expenses and other current assets	3,166	(664)
Accounts payable	(1,054)	1,006
Accrued liabilities	7,008	1,424
Net cash provided by operating activities	61,659	50,490
Investing Activities		
Purchases of equipment	(405)	(402)
Proceeds from sale of discontinued operations	4,122	7,993
Acquisition of Blacksmith, net of cash acquired	(202,044)	—
Net cash (used for) provided by investing activities	(198,327)	7,591
Financing Activities		
Proceeds from issuance of Senior Notes	100,250	—
Proceeds from issuance of Senior Term Loan	112,936	—
Payment of deferred financing costs	(648	—
Repayment of long-term debt	(33,587)	(59,000)
Proceeds from exercise of stock options	150	—
Purchase of treasury stock	(264)	—
Net cash provided by (used for) financing activities	178,837	(59,000)
Increase (decrease) in cash	42,169	(919)
Cash - beginning of period	41,097	35,181
Cash - end of period	$ 83,266	$ 34,262
Interest paid	$ 13,354	$ 18,345
Income taxes paid	$ 4,096	$ 9,820

Prestige Brands Holdings, Inc.
Consolidated Statements of Operations
Business Segments

(In thousands)	For the Three Months Ended December 31, 2010 Over-the-Counter Healthcare	Household Cleaning	Consolidated
Net sales	$ 67,287	$ 22,790	$ 90,077
Other revenues	173	358	531
Total revenues	67,460	23,148	90,608
Cost of sales	30,827	15,769	46,596
Gross profit	36,633	7,379	44,012
Advertising and promotion	11,842	1,207	13,049
Contribution margin	$ 24,791	$ 6,172	30,963
Other operating expenses			17,939
Operating income			13,024
Other expense			7,674
Provision for income taxes			3,204
Income from continuing operations			2,146
Income from discontinued operations, net of income tax			32
Net income			$ 2,178

(In thousands)	For the Nine Months Ended December 31, 2010 Over-the-Counter Healthcare	Household Cleaning	Consolidated
Net sales	$ 162,652	$ 75,434	$ 238,086
Other revenues	368	1,693	2,061
Total revenues	163,020	77,127	240,147
Cost of sales	64,477	51,097	115,574
Gross profit	98,543	26,030	124,573
Advertising and promotion	23,918	4,857	28,775
Contribution margin	$ 74,625	$ 21,173	95,798
Other operating expenses			38,277
Operating income			57,521
Other expense			18,808
Provision for income taxes			15,948
Income from continuing operations			22,765
Income from discontinued operations, net of income tax			591
Loss on sale of discontinued operations, net of income tax benefit			(550)
Net income			$ 22,806

Prestige Brands Holdings, Inc.
Consolidated Statements of Operations
Business Segments

	For the Three Months Ended December 31, 2009		
(In thousands)	Over-the-Counter Healthcare	Household Cleaning	Consolidated
Net sales	$ 46,544	$ 26,828	$ 73,372
Other revenues	9	437	446
Total revenues	46,553	27,265	73,818
Cost of sales	17,166	17,481	34,647
Gross profit	29,387	9,784	39,171
Advertising and promotion	5,160	877	6,037
Contribution margin	$ 24,227	$ 8,907	33,134
Other operating expenses			9,869
Operating income			23,265
Other expense			5,558
Provision for income taxes			7,642
Income from continuing operations			10,065
Income from discontinued operations, net of income tax			358
Gain on sale of discontinued operations, net of income tax			157
Net income			$ 10,580

	For the Nine Months Ended December 31, 2009		
(In thousands)	Over-the-Counter Healthcare	Household Cleaning	Consolidated
Net sales	$ 138,907	$ 82,271	$ 221,178
Other revenues	29	1,454	1,483
Total revenues	138,936	83,725	222,661
Cost of sales	50,409	53,765	104,174
Gross profit	88,527	29,960	118,487
Advertising and promotion	19,299	5,080	24,379
Contribution margin	$ 69,228	$ 24,880	94,108
Other operating expenses			33,455
Operating income			60,653
Other expense			16,853
Provision for income taxes			17,531
Income from continuing operations			26,269
Income from discontinued operations, net of income tax			2,402
Gain on sale of discontinued operations, net of income tax			157
Net income			$ 28,828

Exhibit 99.2

PrestigeBrands

Review of Third Quarter Results

Matt Mannelly, President & CEO

Ron Lombardi, CFO

February 9, 2011

Safe Harbor Disclosure

During this call statements may be made by management of their beliefs and expectations as to the Company's future operating results. Statements of management's expectations of what might occur with respect to future operating results are what is known as forward-looking statements. All forward-looking statements involve risks and uncertainties, which in many cases are beyond the control of the Company and may cause actual results to differ materially from management's expectations. Additional information concerning the factors that might cause actual results to differ from management's expectations is contained in the Company's annual and quarterly reports that it files with the US Securities & Exchange Commission.

PrestigeBrands

Q3 Key Business Highlights

- Strong overall revenue growth in Q3 driven by BOTH core OTC and Blacksmith acquisition in addition to continued strong free cash flow.
- Growth strategy for core OTC franchise is underway
  - Increased investment in A&P and new product strategy driving revenue growth
  - Core OTC consumption growth of 26.5% in Q3; significantly exceeding category (1.0%)
- Focused M&A strategy yielding results and playing expected role
  - Successfully integrating Blacksmith Brands
  - Announced acquisition of Dramamine®, a number one OTC brand
- Profitability impacted by appropriate strategic investment in core brands and costs relating to Blacksmith Brands acquisition
- FY2011 investment and brand-building, positioning business for FY2012 and beyond

Comments exclude the adjustments detailed on page 18

PrestigeBrands

OTC Portfolio with 8 Core Brands Following Blacksmith Transaction

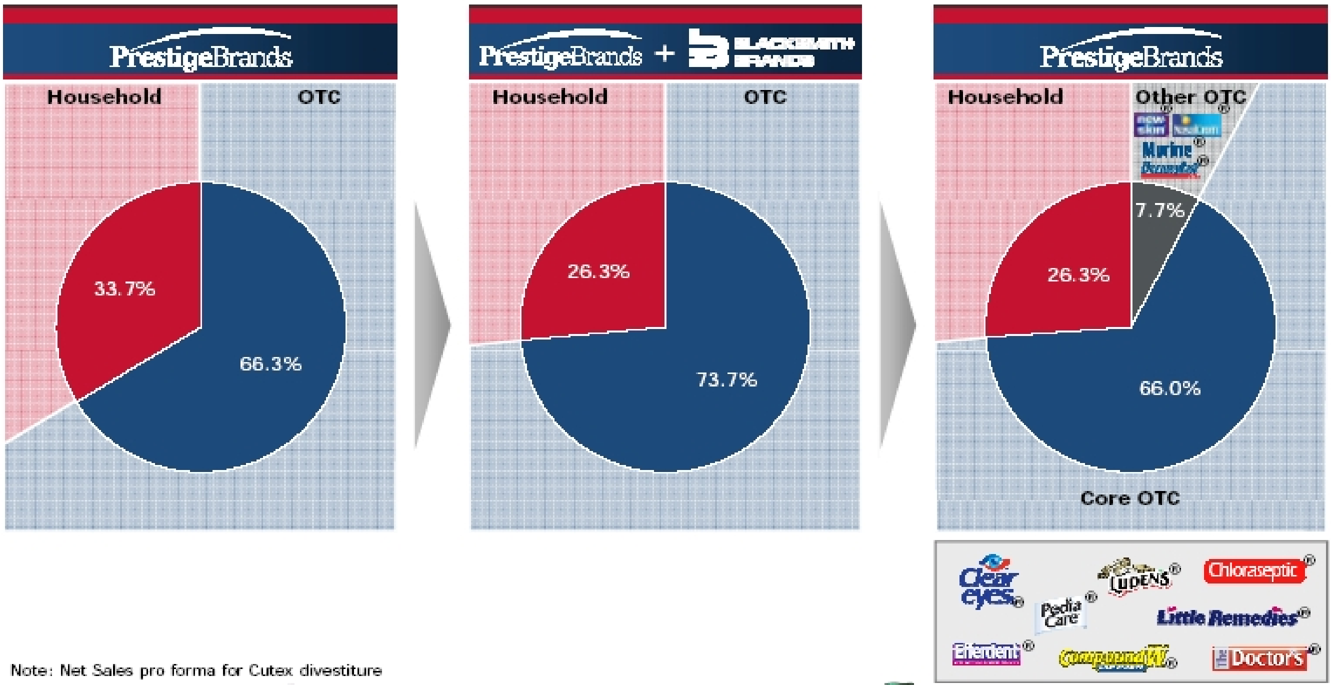
#1	Clear eyes
#2	Chloraseptic
#3	Compound W / Wartner
#4	Little Remedies
#5	The Doctor's NightGuard

#1	Clear eyes
#2	Pedia Care
#3	Efferdent / Effergrip
#4	Chloraseptic
#5	Compound W / Wartner
#6	Luden's
#7	Little Remedies
#8	The Doctor's NightGuard

6 OTC Brands Greater Than $20 Million Net Sales

PrestigeBrands

Core OTC Business Represents 66% of the Portfolio and 90% of the OTC Segment



Note: Net Sales pro forma for Cutex divestiture

Increased A&P Support of Core OTC Franchise Focused on Innovative Campaigns and New Product Launches

Clear eyes® | Chloraseptic® | Little Remedies®

A&P Strategy

Clear Eyes

- Ben Stein advertising
- Digital marketing

Chloraseptic

- Lozenge TV campaign

Little Remedies

- Print campaign
- Pediatrician marketing

New Products

Clear Eyes

- Clear Eyes® Complete

Chloraseptic

Current → New

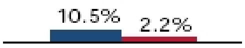
- Improved ergonomics and brand recognition

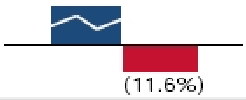
Little Remedies

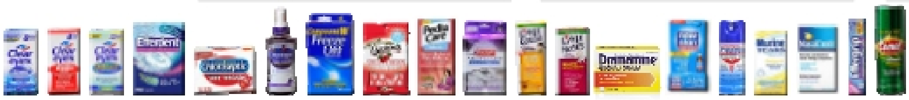
- Little Colds® Honey Elixir

Q3 Consumption

Brand
Category







PrestigeBrands

Commitment to Equity Building Brand Support of Acquired Brands

A&P Strategy

PediaCare®

- National TV campaign (11/15)
- Digital marketing

Luden's®

- Radio campaign
- Digital marketing
- On-Mountain sampling; FSI's

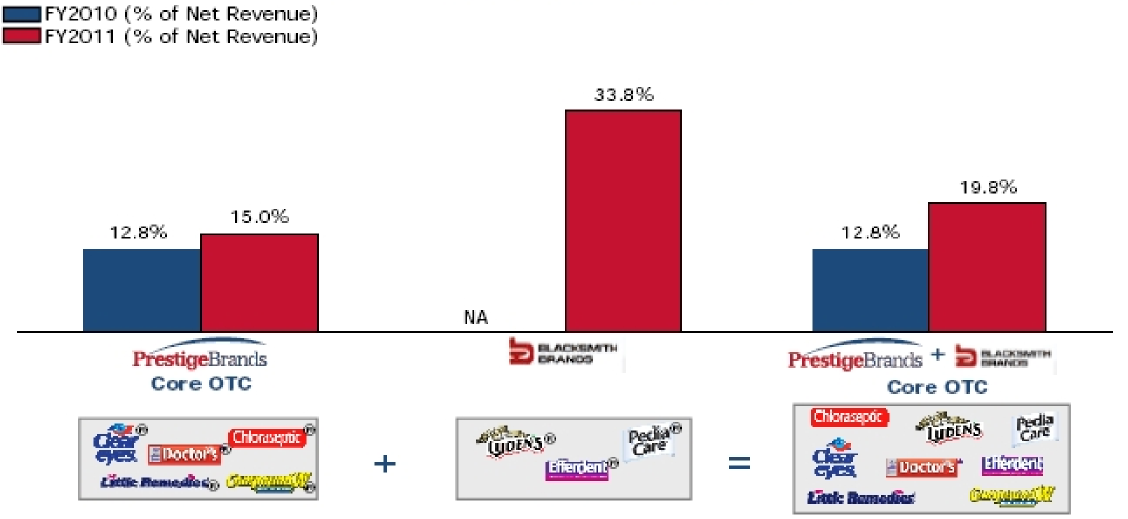
Efferdent® Effergrip®

- Bonus packs
- FSI's

PrestigeBrands

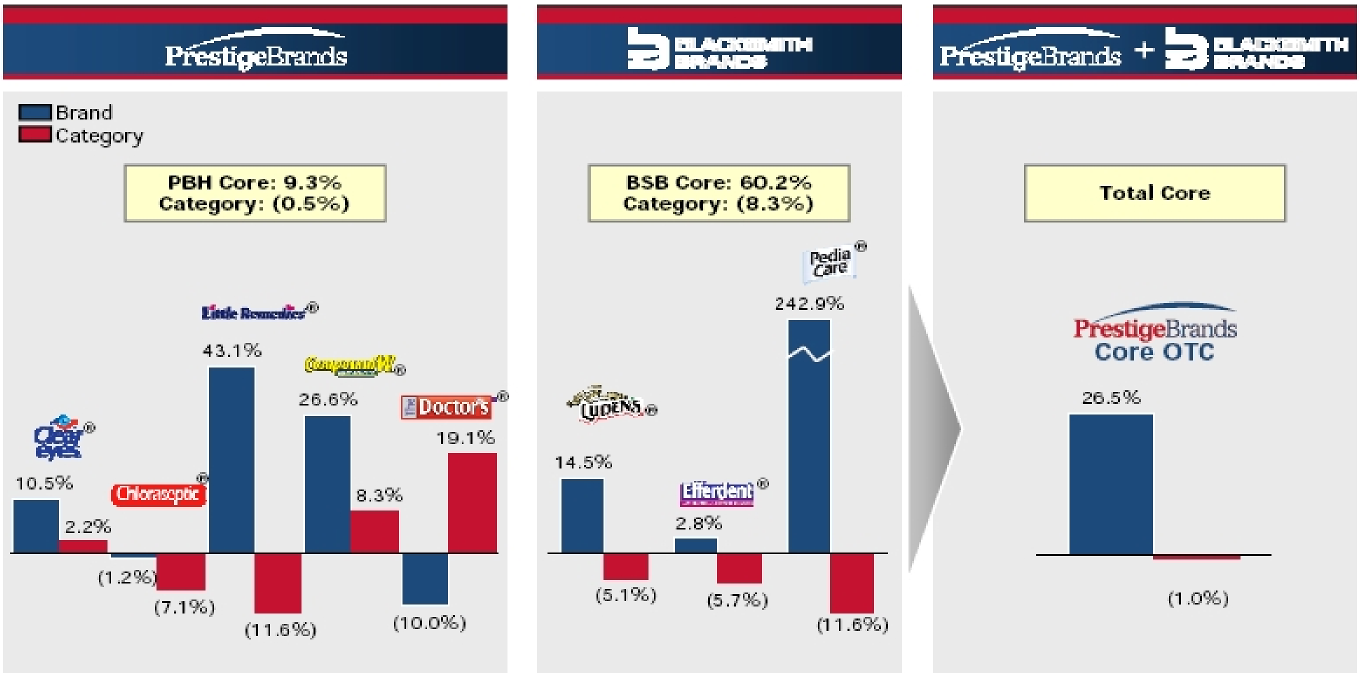
A&P Spending Behind Core OTC Brands Resulted in…

Core OTC Q3 A&P Spending



PrestigeBrands

…The Core OTC Portfolio Significantly Outperforming the Category…

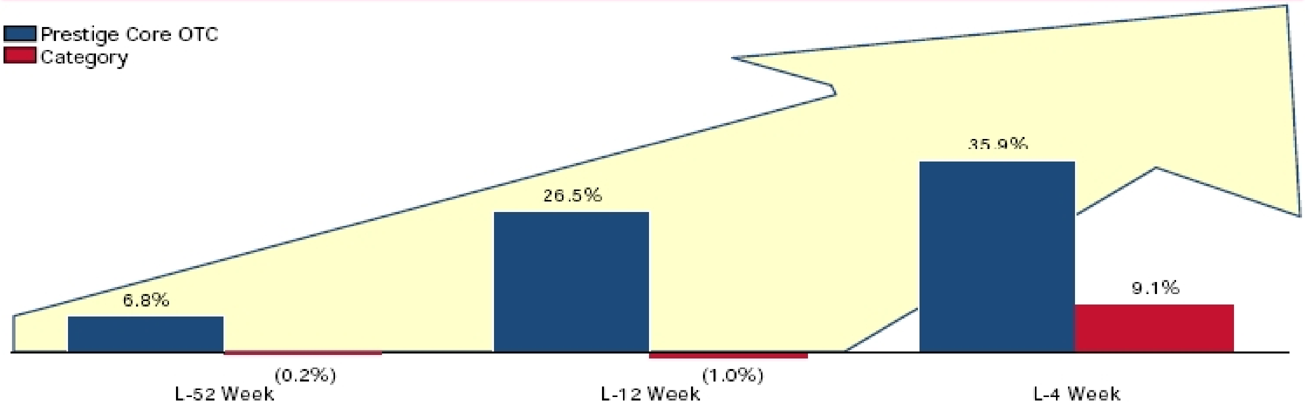


Source: Latest 12-week IRI FDMx dollar sales for the period ending December 26, 2010

PrestigeBrands

...with Consumption Trends Accelerating in Recent Periods

PrestigeBrands Core OTC



Source: Latest 12-week IRI FDMx dollar sales for the period ending December 26, 2010

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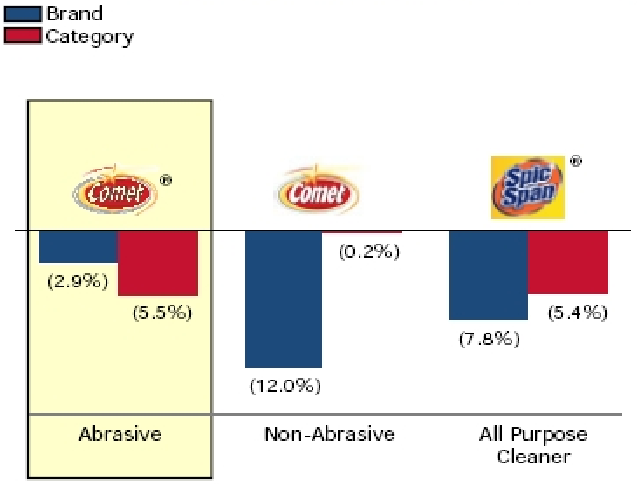
Household Product Segment Maintained Share Despite Soft Category Trends in Q3

Q3 Consumption Trends



Q3 Consumption Dynamics

- Consumption trends for household cleansers have been soft in Q3
- Comet® cleanser abrasives are out-performing the category
  - Abrasives represent 55% of Prestige's household segment consumption
  - Abrasives gained 1.3% points share in Q3
- Comet sprays were impacted by new competitive introductions supported by promotional activity
- Prestige is pursuing new line extensions and packaging options for FY2012 and gaining incremental channel distribution

Source: IRI FDMx sales for the latest 12-week period ending December 26, 2010

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Blacksmith Brands Integration on Track

- Marketing support and structure 100% integrated
- Advertising campaigns began in November with POS results showing solid responses
- Prestige sales force is up to speed and managing brands with brokers/outside sales force while we determine best long term structure
- Back room integration:
  - Purchasing 100% integrated
  - Warehousing and systems integration scheduled to consolidate by April 1st
- No disruptions in shipments or receivables during transition
- Appropriate marketing investment to support long-term sustainable growth

Successful Acquisition of Dramamine® Brand from McNeil-PPC, Inc.

- On January 6, 2011, Prestige completed the acquisition of the Dramamine® brand in the U.S.
- Effective purchase price of $62 million including the present value of tax attributes of approximately $14 million
- Dramamine is the #1 Brand in the OTC motion sickness category with an estimated market share of 32%
  - Dramamine is nearly 3x larger than its closest branded competitor
- Represents another strategic acquisition in core OTC franchise of an attractive, growing brand
  - Dramamine consumption grew 6.6% (latest 52-week)
- Company expects to quickly and smoothly integrate Dramamine into the portfolio
  - Straightforward business with three SKUs
- Acquisition expected to be accretive in FY2012

Dollars in millions
Source: IRI FDMx dollar sales for the period ending December 26, 2010

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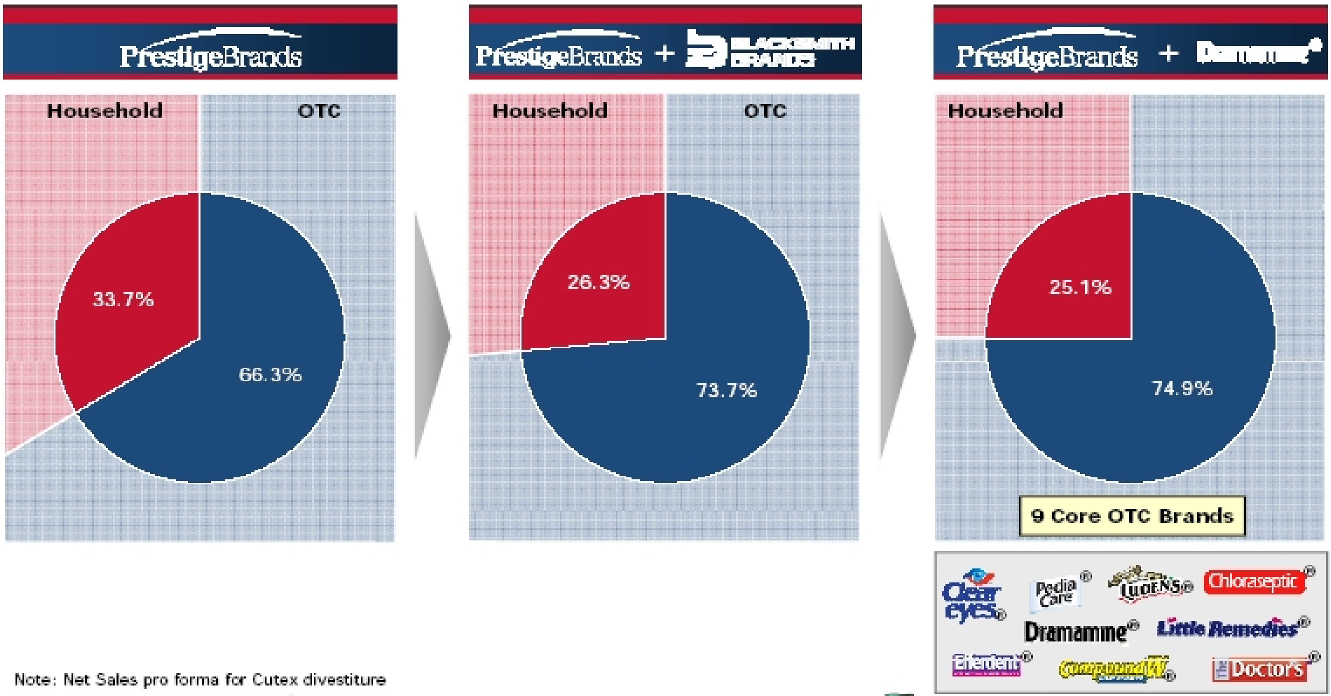
Continued Focus on Growth of the Core OTC Business with the Dramamine® Acquisition



Note: Net Sales pro forma for Cutex divestiture

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Introduction to Financial Results

- Strong top-line revenue growth for Prestige's core OTC brands and Blacksmith Brands
- Significant A&P investment behind core OTC brands and Blacksmith Brands acquisition driving revenue growth trends
- Net Income and EPS growth over FY2010 Q3
- Solid Q3 performance includes investments for growth

Comments exclude the adjustments detailed on page 18

PrestigeBrands

Q3 Consolidated Financial Summary

Summary P&L

	Q3 FY2011	Q3 FY2010	% Change
Net Revenue	$ 90.6	$ 73.8	22.7%
Adjusted Gross Profit(1)	47.6	39.1	21.6%
% Margin	*52.5%*	*53.0%*	
A&P	13.0	6.0	117.5%
% of Net Revenue	*14.4%*	*8.1%*	
Adjusted G&A(1)	8.5	7.3	16.4%
% of Net Revenue	*9.4%*	*9.9%*	
D&A	2.5	2.5	0.5%
% of Net Revenue	*2.8%*	*3.4%*	
Adjusted Operating Income(1)	23.5	23.3	0.8%
% Margin	*25.9%*	*31.6%*	
Adjusted Net Income(1)	**$ 10.3**	**$ 10.0**	**3.0%**
Adjusted Earnings Per Share(1)	$ 0.21	$ 0.20	3.2%
Earnings Per Share - As Reported	$ 0.04	$ 0.21	(79.2%)
Adjusted EBITDA(1)	26.0	25.8	0.8%
% Margin	*28.7%*	*35.0%*	

Dollars in millions
(1) Excludes adjustments detailed on page 18

Comments

- Net revenue grew by $16.8 million or 22.7% over year ago, driven primarily by core OTC segment
  - 2.1% Growth excluding Blacksmith Brands
- Significant investment in A&P driving revenue growth to support core OTC franchise and acquired Blacksmith Brands
- G&A increase resulting from Blacksmith Brands acquisition and YTD timing
- Adjusted Net Income increased 3.0% after increased strategic A&P investment

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December YTD Consolidated Financial Summary

Summary P&L

	December YTD		
	FY2011	FY2010	% Change
Net Revenue	$ 240.1	$ 222.7	7.8%
Adjusted Gross Profit[1]	128.1	118.5	8.1%
% Margin	*53.3%*	*53.2%*	
A&P	28.8	24.3	18.4%
% of Net Revenue	*12.0%*	*10.9%*	
Adjusted G&A[1]	24.0	26.1	(8.0%)
% of Net Revenue	*10.0%*	*11.7%*	
D&A	7.3	7.4	(0.9%)
% of Net Revenue	*3.1%*	*3.3%*	
Adjusted Operating Income[1]	68.0	60.7	12.0%
% Margin	*28.3%*	*27.3%*	
Adjusted Net Income[1]	**$ 30.9**	**$ 26.3**	**17.6%**
Adjusted Earnings Per Share[1]	$ 0.62	$ 0.53	17.4%
Earnings Per Share - As Reported	$ 0.46	$ 0.58	(20.9%)
Adjusted EBITDA[1]	75.3	68.1	10.6%
% Margin	*31.4%*	*30.6%*	

Dollars in millions
(1) Excludes adjustments detailed on page 18

Comments

- Net revenue grew by $17.5million or 7.8% over year ago, driven primarily by the core OTC segment
  - 1% Growth excluding Blacksmith Brands
- Adjusted G&A savings of $2.1 million from prior year
- Adjusted Operating Income grew by $7.3 million or 12.0%, and an improved Operating Margin of 28.3%
- Strong Adjusted Net Income growth of 17.6%

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Q3 Net Income and EPS Reconciliation

	Q3		December YTD	
	Net Income	EPS	Net Income	EPS
Q3 FY2011 Adjusted for One-time Items	**$ 10.3**	**$ 0.21**	**$ 30.9**	**$ 0.62**
One-time Adjustments				
Incremental Interest Expense to Finance Dramamine®	(0.8)	(0.02)	(0.8)	(0.02)
Inventory Step-up Associated with Blacksmith Purchase Price Allocation	(3.5)	(0.07)	(3.5)	(0.07)
Blacksmith Acquisition Costs				
Transaction Fees & Expenses (M&A, Legal, Other)	(3.4)	(0.07)	(3.4)	(0.07)
Severance	(3.0)	(0.06)	(3.0)	(0.06)
Lease Termination	(0.6)	(0.01)	(0.6)	(0.01)
Tax Impact of One-time Adjustments	3.1	0.06	3.1	0.06
Q3 FY2011 As Reported	**$ 2.2**	**$ 0.04**	**$ 22.8**	**$ 0.46**

Dollars in millions, except per share amounts

Q3 Segment Financial Summary

		Q3		
		OTC(1)	Household Cleaning	Consolidated
Net Revenue	FY2011	$ 67.5	$ 23.1	$ 90.6
	FY2010	46.6	27.3	73.8
	% Change	*44.9%*	*(15.1%)*	*22.7%*
Gross Profit	FY2011 (2)	40.2	7.4	47.6
	% Margin	*59.6%*	*31.9%*	*52.5%*
	FY2010	29.4	9.8	39.1
	% Margin	*63.1%*	*35.9%*	*53.0%*
	% Change	*36.7%*	*(24.6%)*	*21.6%*
A&P Spending	FY2011	11.8	1.2	13.0
	FY2010	5.2	0.9	6.0
	% Change	*129.5%*	*37.7%*	*117.5%*
Contribution	FY2011 (2)	28.3	6.2	34.5
	FY2010	24.2	8.9	33.1
	% Change	*17.0%*	*(30.7%)*	*4.3%*

- OTC segment revenue grew 44.9% with core OTC up 12.3% (excluding Blacksmith) in Q3 behind dedicated A&P support and improving Cough/Cold season versus year ago
- Household revenue down 15.1%; soft consumption, competitive entries, program timing
- Gross margin in line with expectations given Blacksmith acquisition
- A&P increase as previously communicated; Blacksmith Brand acquisition, core OTC investment and timing

Dollars in millions
(1) FY2011 includes Blacksmith Brands
(2) Excludes adjustments detailed on page 18

PrestigeBrands

Continued Strong Cash Flow from Operations

	FY2011	
	Q3	December YTD
Net Income	$ 2.2	$ 22.8
Non-cash operating items	3.5	17.6
Working Capital	10.8	17.2
Other	2.3	4.1
Cash Flow from Operations	**$ 18.8**	**$ 61.7**

Dollars in millions

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Well Positioned Heading into FY2012

- Retail environment showing signs of improvement
- Continued focused A&P support behind core OTC brands
  - Investment to support continued growth for PediaCare®, Little Remedies®, Chloraseptic® and Luden's® in heart of Cough/Cold season
  - Increased A&P support for Clear Eyes® to maintain momentum
- Comet® focused on winning at retail; increased usage occasions
- Working to complete integration of Blacksmith and Dramamine® brands
- Q4: Stepping stone for FY12
  - Revenue growth momentum for core OTC
  - Continued appropriate A&P investment to fuel current and future growth
  - Additional charges associated with Blacksmith and Dramamine acquisitions

PrestigeBrands

Q3 Key Business Summary

- Strong overall revenue growth in Q3 driven by BOTH core OTC and Blacksmith acquisition in addition to continued strong free cash flow.
- Growth strategy for core OTC franchise is underway
  - Increased investment in A&P and new product strategy driving revenue growth
  - Core OTC consumption growth of 26.5% in Q3; significantly exceeding category (1.0%)
- Focused M&A strategy yielding results and playing expected role
  - Successfully integrating Blacksmith Brands
  - Announced acquisition of Dramamine®, a number one OTC brand
- Profitability impacted by appropriate strategic investment in core brands and costs relating to Blacksmith Brands acquisition
- FY2011 investment and brand-building, positioning business for FY2012 and beyond

Comments exclude the adjustments detailed on page 18

PrestigeBrands

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