

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): October 26, 2009

PRESTIGE BRANDS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32433
(Commission File Number)

20-1297589
(IRS Employer
Identification No.)

90 North Broadway, Irvington, New York 10533
(Address of principal executive offices, including Zip Code)

(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 (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On October 26, 2009, each of Peter C. Mann and Vincent J. Hemmer resigned as a director of Prestige Brands Holdings, Inc. (the "Company"), effective October 27, 2009.

Item 7.01 Regulation FD Disclosure.

On October 27, 2009, the Company issued the press release that is furnished hereto as Exhibit 99.1 and incorporated by reference as if fully set forth herein announcing the matter described in Item 5.02 of this Current Report on Form 8-K.

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.

Dated: October 27, 2009

PRESTIGE BRANDS HOLDINGS, INC.

By: /s/ Peter J. Anderson

Name: Peter J. Anderson

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Description

99.1 Press Release dated October 27, 2009 (furnished only)

PRESTIGE BRANDS HOLDINGS, INC. ANNOUNCES CHANGES TO ITS BOARD OF DIRECTORS

Irvington, NY, October 27, 2009—Prestige Brands Holdings, Inc. (NYSE-PBH) today announced the resignations of two members of its board of directors, Peter C. Mann and Vincent J. Hemmer.

Mr. Mann, the retired Chairman and CEO of Prestige Brands and a founder of the Company, is stepping down to pursue a new business opportunity. Mr. Hemmer of GTCR Golder Rauner LLC, a private equity owner of the Company's stock, is stepping down following that company's significant reduction in holdings in Prestige Brands.

In making the announcement, Matthew Mannelly, President and CEO commented, "The Company has benefited greatly from the leadership and counsel of both Peter and Vince. Peter has been the driving force behind the development of the Company from a privately held organization to the successful public company it is today. Vince has been a key member of the board that was responsible for the public offering in 2005. In addition, he brought broad-based business experience and financial acumen from his strong private equity background. We thank both gentlemen for their outstanding service to the Company and wish them well in their future endeavors."

Prestige Brands markets and distributes brand name over-the-counter healthcare, personal care and household products throughout the U.S., Canada and certain international markets. Key brands include Chloraseptic® sore throat relief, Compound W® wart treatment, New-Skin® liquid bandage, Clear eyes® and Murine® eye and ear care products, Little Remedies® pediatric over-the-counter healthcare products, The Doctor's® NightGuard™, Cutex® nail polish remover, Comet® and Spin and Span® household cleaners, and other well-known brands.

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