## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL |          |  |  |  |  |  |  |  |
|--------------|----------|--|--|--|--|--|--|--|
| OMB Number:  | 3235-028 |  |  |  |  |  |  |  |

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Prestige Brands Holdings, Inc. [PBH]   Check all applicable   Director   10% Owner   Director   10% Owner   Other (specify below)   Director   10% Owner   Other (specify below)   Other (specify be   |  |  |                 |                           |          |         |            |                 |          |                                      |        | <u> </u>   |        |       |                            |   |                |                   |              |        |  |
|--|--|--|-----------------|---------------------------|----------|---------|------------|-----------------|----------|--------------------------------------|--------|------------|--------|-------|----------------------------|---|----------------|-------------------|--------------|--------|--|
| (Last) (First) (Middle) 660 WHITE PLAINS ROAD  Street) TARRYTOWN NY 10591  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  L. Title of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  Anount (Month/Day/Year)  Anount (Month/Day/Year)  Anount (Month/Day/Year)  Date (J. Transaction Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  L. Title of Security (Month/Day/Year)  Anount (Month/Day/Year)  Date (J. Transaction Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  L. Title of Security (Month/Day/Year)  Anount (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Anount (Month/Day/Year)  Date (Month/Day/Year)  Da | 1. Name and Address of Reporting Person* |  |                 |                           |          | ů ,     |            |                 |          |                                      |        |            |        |       |                            |   |                |                   |              |        |  |
| (Last) (First) (Middle) (Middl | P'Pool William                           |  |                 |                           |          | <u></u> |            |                 | 0=/=     |                                      | _      |            |        | Dire  | ector                      |   | 10% C          | wner              |              |        |  |
| (Last) (First) (Middle) (2/12/2018 SVP, Gen Counsel & Corp Sec. SvP, Gen C |  |  |                 |                           | -        |         |            |                 |          |                                      |        |            |        |       |                            |   |                |                   |              |        |  |
| Street   TARRYTOWN NY   10591  | (Last)                                   | (F   | irst)           | (Middle)                  |          |         |            |                 |          |                                      |        |            |        |       |                            | beid  | ,              |                   | ,            |        |  |
| A. If Amendment, Date of Original Filed (Month/Day/Year)   Street)   TARRYTOWN NY   10591  |  |  |                 |                           |          | 02/     | 02/12/2018 |                 |          |                                      |        |            |        |       |                            | SV  | P, Gen Cou     | nsel              | & Corp S     | ec.    |  |
| City   (State   (Zip)   X   Form filed by More than One Reporting Person   Form filed by More than One Reporting   Form filed by More than One Re   | 000 1111                                 | 11111111   | 13 ROMD         |                           |          |         |            |                 |          |                                      |        |            |        |       |                            |   |                |                   |              |        |  |
| College   Coll   | ,  |  |                 |                           |          | 4. If   | Ame        | endment         | , Date c | of Original                          | Filed  | (Month/Da  | ay/Yea | r)    | 6.                         | 6. Individual or Joint/Group Filing (Check Applicable |                |                   |              |        |  |
| City   (State   Cip)   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  | (Street)                                 |  |                 |                           |          |         |            |                 |          |                                      |        |            |        |       | Li                         | ,   |                |                   |              |        |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  L. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Doing Reported Transaction)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 3)  2. Transaction Disposed of (D) (Instr. 4)  Transaction (Disposed Of (D) (Instr. 3, 4 and Securities Beneficially Owned Form: Direct (D) or Indirect Beneficial Ownership (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction (Signature)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Instr. 4)  3. Transaction (Signature)  Transaction (Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction (Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  4. Securities (Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  4. Tritle of Derivative Securities (Month/Day/Year)  3. Transaction (Signature)  4. Securities (Disposed of (D) (Instr. 3)  5. Amount of Securities (Disposed of (D) (Instr. 4)  5. Amount of Securities (Disposed of (D) (Instr. 4)  5. Amount of Disposed of (D) (Instr. 4)  5. Amount of Disposed of (D) (Instr. 4)  6. Ownership Securities (Disposed of (D) (Instr. 4)  7. Title of Securities (Disposed of (D) (Instr. 4)  8. Price of Derivative Securities (Disposed of (D) (Instr. 4)  8. Price of Derivative Securities (Disposed of (D) (Instr. 4)  8. Price of Derivative Securities (Disposed of (D) (Instr. 4)  9. Number of Derivative Securities (Disposed of (D) (Instr. 4)  9. Nu | TARRYT                                   | OWN N  | ΙΥ              | 10591                     |          |         |            |                 |          |                                      |        |            |        |       |                            | X For   | m filed by On  | e Re <sub>l</sub> | porting Pers | on     |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (I arm Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Deported Transaction(s) (Instr. 4)  4. Securities Acquired (A) or Deported (Instr. 3)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Deported (Instr. 3)  4. Securities Acquired (A) or Deported (Instr. 3)  4. Securities Acquired (A) or Deported (Instr. 4)  4. Securities Acquired (A) or Deported (Instr. 3)  5. Amount of Securities (Instr. 4)  6. Ownership (Instr. 4)  6. Ownership (Instr. 4)  6. Ownership (Instr. 4)  7. Title and Amount of Securities (I) (Instr. 4)  8. Price of Derivative Securities (I) (Instr. 4)  8. Price of Derivative Securities Securities (I) (Instr. 4)  8. Price of Derivative Securities Month/Day/Year)  9. Number of Derivative Securities Month/Day/Year)  10. Ownership (Instr. 4)  11. Nature of Indirect Beneficially Ownership (Instr. 4)  12. Number of Derivative Securities (I) (Instr. 4)  13. Transaction Date (Instr. 4)  14. Securities Acquired (A) or Deported Transaction (Instr. 4)  15. Number of Derivative Securities (I) (Instr. 4)  16. Ownership (Instr. 4)  17. Title and Amount of Securities (I) (Instr. 4)  18. Price of Derivative Securities (I) (Instr. 4)  19. Number of Derivative Securities (I) (Instr. 4)  19. Number of Derivative Securities (I) (Instr. 4)  10. Ownership (Instr. 4)  10. Ownership (Instr. 4)  10. Ownership (Instr. 4)  10. Ownership (Instr. 4)  10. Owners |  |  |                 |                           |          |         |            |                 |          |                                      |        |            |        |       |                            |   |                | re tha            | an One Rep   | orting |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction (Date (Instr. 4)  4. Transaction (Date (Instr. 4)  4. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  4. Title of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Say, 9. G,600  D  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 4)  5. Amount of Securities Beneficially Owned (A) or Price (D) (Instr. 4)  5. Amount of Securities Beneficially Owned (Instr. 4)  6. Date Exercisable and Expiration Date (Month/Day/Year)  8. Price of Derivative Securities Secu | (Citv)                                   | (9   | State)          | (Zip)                     |          |         |            |                 |          |                                      |        |            |        |       |                            | Per   | son            |                   |              |        |  |
| L. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  5. Amount of Securities Beneficially Owned Following (Instr. 4)  7. Nature of Indirect (D) Owned Following (Instr. 4)  7. Title of Date Exercisable and Expiration Date (Month/Day/Year)  8. Price of Amount of Securities Beneficially Owned (Month/Day/Year)  8. Price of Amount of Securities Beneficially Owned (Instr. 4)  8. Price of Derivative Securities Beneficially Owned (Month/Day/Year)  9. Number of derivative Securities Beneficially Owned (Instr. 4)  10. Ownership Form: Date (Month/Day/Year)  11. Nature of Indirect (D) Ownership Form: Date (Month/Day/Year)  12. Transaction (S)  13. Transaction (S)  14. Securities Acquired (A) or Date (D) (Instr. 3, 4 and 5)  15. Number of Date (Month/Day/Year)  16. Date Exercisable and Expiration Date (Month/Day/Year)  17. Title and Amount of Securities Beneficially Owned Following (Instr. 4)  18. Price of Derivative Securities Beneficially Owned Following (Instr. 4)  19. Number of derivative Securities Beneficially Owned Following (Instr. 4)  19. Number of Indirect (Instr. 4)  10. Ownership Form: Date (Month/Day/Year)  11. Nature of Indirect (Instr. 4)  12. Nature of Indirect (Instr. 4)  13. Transaction (S)  14. Securities Acquired (A) or Date (Instr. 4)  15. Number of Month (Instr. 4)  16. Date Exercisable and Expiration (Instr. 5)  17. Title and Amount or Number of Polivative Securities (Instr. 5)  18. Price of Month (Instr. 4)  19. Number of Instruction (Ins | (,)                                      |  |                 | (                         |          |         |            |                 |          |                                      |        |            |        |       |                            |   |                |                   |              |        |  |
| Date (Month/Day/Year)   Date   |  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                 |                           |          |         |            |                 |          |                                      |        |            |        |       |                            |   |                |                   |              |        |  |
| Code   Namount   Common Stock, par value \$0.01 per share   Oz/12/2018   P   1,500   A   \$33.9   6,600   D  | 1. Title of S                            | Security (Ins  | str. 3)         |                           |          | action  |            |                 |          |                                      |        |            |        |       |                            |   |                |                   |              |        |  |
| Common Stock, par value \$0.01 per share    Code   V   Amount   (A) or (D)   Price   Transaction(s) (Instr. 4)   Ownership (Instr. 4)  |  |  |                 |                           |          | Day/Yea |            |                 |          |                                      |        |            | 3, 4 a |       |                            |   |                | Beneficial        |              |        |  |
| Common Stock, par value \$0.01 per share   | (  |  |                 |                           |          | -       |            |                 | Day/Year |                                      |        |            |        |       |                            | (I) (Instr. 4)  |                |                   |              |        |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  L. Title of Derivative Security Instr. 3)  Derivative Security Security  S |  |  |                 |                           |          |         |            |                 | Code     | , , ,                                | Amount | (A) or     |        | Drice | Trans                      | action(s)   |                |                   | (111501. 4)  |        |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  L. Title of Derivative Security Instr. 3)  Price of Derivative Security  Security  Security  Security  Security  Amount of Derivative Security (Instr. 3, 4 and 5)  Date  Expiration  Date (Month/Day/Year)  Date  Expiration  Date (Month/Day/Year)  Amount of Derivative Securities  Derivative Securities  Acquired (A) or Derivative Securities  Derivative Security  Security  Amount or Number of Derivative Securities  Date  Expiration  Amount or Number of Derivative Securities  Date  Date  Expiration  Date  Date  Expiration  Date  Date  Expiration  Date  Expiration  Date  Date  Expiration  Date  Date  Expiration  Date  Date  Expiration  Date   |  |  |                 |                           |          |         |            |                 |          | Code                                 | Ľ      | Amount     |        | D)    | FIICE                      | (Instr  | . 3 and 4)     |                   |              |        |  |
| (e.g., puts, calls, warrants, options, convertible securities)  L. Title of Derivative Security Instr. 3)  Derivative Security Security Security Security Security Security Security Security Securities Securiti | Common                                   | Stock, par   | value \$0.01 pe | r share                   | 02/12    | 2/2018  | 3          |                 |          | P                                    |        | 1,500      |        | A     | \$33                       | 3.9   | 6,600          | D                 |              |        |  |
| (e.g., puts, calls, warrants, options, convertible securities)  L. Title of Derivative Security Instr. 3)  Derivative Security Security Security Security Security Security Security Security Securities Securiti |  |  |                 | Table II -                | Derivati | ive S   | ecı        | ırities         | Acau     | ired. Di                             | spo    | sed of.    | or B   | enefi | ciall                      | v Owned   | <u> </u>       |                   |              |        |  |
| Cerivative Security Instr. 3)  Date (Month/Day/Year)  Price of Derivative Security Security  Price of Derivative Security Security  Amount of Securities Underlying Derivative Security (Instr. 3)  Amount of Security (Instr. 3)  Amount of Security (Instr. 3)  Date (Month/Day/Year)  Amount of Securities Underlying Derivative Security (Instr. 3)  Amount of Security (Instr. 5)  Derivative Security (Instr. 5)  Ownership Ownership Ownership (Instr. 4)  Ownership Ownership (Instr. 4)  Ownership Ownership (Instr. 4)  Ownership Ow |  |  |                 |                           |          |         |            |                 |          |                                      |        |            |        |       |                            | ,   | -              |                   |              |        |  |
| Security Instr. 3) Price of Derivative Security Security Security Security Security Securities Security Securities Securi | 1. Title of                              | 2.   | 3. Transaction  | 3A. Deem                  | ed       | 4.      |            | 5. Number       |          | 6. Date Exercisable and 7. Title and |        |            |        |       | 8. Price of                | 9. Number of  |                | 10.               | 11. Nature   |        |  |
| Instr. 3) Price of Derivative Security    Month/Day/Year   8   Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   Date   Expiration   Date   Expiration   Date   Expiration   Date   Expiration   Date   Date | Derivative                               |  |                 | Execution                 |          |         |            |                 |          |                                      |        |            |        |       |                            |   |                |                   |              |        |  |
| Derivative Security  Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration  Derivative Security (Instr. 3 and 4)  Owned Following Reported Transaction(s) (Instr. 4)  Owned Following Reported Transaction(s) (Instr. 4)  | Security<br>(Instr. 3)                   |  | (Month/Day/Yea  | r)   If any<br>  (Month/D | ay/Year) |         | instr      |                 |          |                                      |        |            |        |       |                            |   |                |                   |              |        |  |
| Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration of  | ` ,                                      |  |                 | 1                         | · '      | ,   .,  |            | Acquired        |          | Derivative                           |        |            |        |       | ` ,                        | Owned   |                | or Indirect       |              |        |  |
| of (D) (Instr. 3, 4 and 5)  Amount or Number of Of One of  | Security                                 |  |                 |                           |          |         |            | Disposed of (D) |          |                                      |        |            | Str. 3 |       | Reported<br>Transaction(s) |   | (i) (instr. 4) |                   |              |        |  |
| and 5)  Amount or Number of Of   |  |  |                 |                           |          |         |            |                 |          |                                      |        |            |        |       |                            |   |                |                   |              |        |  |
| Date Expiration of   |  |  |                 |                           |          |         |            |                 |          |                                      |        |            |        |       |                            | (mstr. 4)   |                |                   |              |        |  |
| Date Expiration of   |  |  |                 |                           | _        |         |            |                 |          |                                      |        | ount       |        |       |                            |   |                |                   |              |        |  |
| Date Expiration of   |  |  |                 |                           |          |         |            |                 |          |                                      |        |            |        | or    |                            |   |                |                   |              |        |  |
|  |  |  |                 |                           |          |         |            |                 |          | Date                                 |        | Expiration |        |       | nper                       |   |                |                   |              |        |  |
|  |  |  |                 |                           | Code     | v       | (A)        | (D)             |          |                                      |        | Title      |        | ıres  |                            |   |                |                   |              |        |  |

**Explanation of Responses:** 

/s/ William P'Pool by Christine

Sacco attorney-in-fact pursuant

to power of attorney dated 02/12/2018

November 15, 2016 on file with the Commission

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.