

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Fritz Mary Beth</u>			2. Issuer Name and Ticker or Trading Symbol <u>Prestige Consumer Healthcare Inc. [ PBH ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>SVP Quality &amp; Regulatory</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>660 WHITE PLAINS ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>TARRYTOWN NY 10591</u>			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	02/23/2024		M		12	A	\$57.18	15,946	D	
Common Stock, par value \$0.01 per share	02/23/2024		S		12	D	\$70	15,934	D	
Common Stock, par value \$0.01 per share	02/23/2024		M		11	A	\$30.56	15,945	D	
Common Stock, par value \$0.01 per share	02/23/2024		S		11	D	\$70	15,934	D	
Common Stock, par value \$0.01 per share	02/26/2024		M		5,132	A	\$57.18	21,006	D	
Common Stock, par value \$0.01 per share	02/26/2024		S		5,132	D	\$70.43 <sup>(1)</sup>	15,934	D	
Common Stock, par value \$0.01 per share	02/26/2024		M		4,545	A	\$30.56	20,479	D	
Common Stock, par value \$0.01 per share	02/26/2024		S		4,545	D	\$70.44 <sup>(2)</sup>	15,934	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Employee Stock Options (right to buy)	\$57.18	02/23/2024		M		12	(3)	05/09/2026	Common Stock	12	\$0	5,441	D	
Employee Stock Options (right to buy)	\$30.56	02/23/2024		M		11	(4)	05/06/2029	Common Stock	11	\$0	5,071	D	
Employee Stock Options (right to buy)	\$57.18	02/26/2024		M		5,132	(5)	05/09/2026	Common Stock	5,132	\$0	309	D	
Employee Stock Options (right to buy)	\$30.56	02/26/2024		M		4,545	(6)	05/06/2029	Common Stock	4,545	\$0	526	D	

**Explanation of Responses:**

- Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$70.00 to \$70.43.
- Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$70.00 to \$70.44.
- The options vested in three installments on 1,817 shares on May 9, 2017 and 1,818 shares each on May 9, 2018 and May 9, 2019.

4. The options vested in three installments on 2,540 shares on May 6, 2020 and 2,541 shares each on May 6, 2021 and May 6, 2022.
5. The options vested in three installments on 1,817 shares on May 9, 2017 and 1,818 shares each on May 9, 2018 and May 9, 2019.
6. The options vested in three installments on 2,540 shares on May 6, 2020 and 2,541 shares each on May 6, 2021 and May 6, 2022

/s/ Mary Beth Fritz by William  
P'Pool attorney-in-fact  
pursuant to power of attorney. 02/27/2024  
dated August 7, 2018 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.

\* 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.**