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): November 1, 2010

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 1.01 Entry into Material Definitive Agreement

Supplemental Indenture

On November 1, 2010, Prestige Brands Holdings, Inc. (the "Company"), its wholly-owned subsidiary Prestige Brands, Inc. ("Prestige Brands"), and certain subsidiaries of the Company (together with the Company, the "Guarantors") entered into a supplemental indenture (the "Supplemental Indenture," and together with the Base Indenture (defined below), the "Indenture") with U.S. Bank National Association, as trustee (the "Trustee"), relating to the issuance by Prestige Brands of $100 million aggregate principal amount of 8.25% senior notes due 2018 (the "Notes"). The Notes were sold in a private placement transaction pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (th e "Securities Act"). The Supplemental Indenture supplements that certain indenture, dated as of March 24, 2010, by and among the Company, Prestige Brands, the guarantors thereto, and the Trustee (the "Base Indenture"), which was filed as Exhibit 4.2 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2010 (filed with the Securities and Exchange Commission (the "Commission") on June 11, 2010) and is incorporated herein by this reference.

The terms of the Notes are governed by the Indenture. The Company received gross proceeds of approximately $100,937,500 for issuance of the Notes, which bear a stated interest rate of 8.25% per annum, and are payable semi-annually on April 1 and October 1 of each year, beginning on October 1, 2010. The Notes mature on April 1, 2018. The Notes are senior unsecured obligations of Prestige Brands and are guaranteed on a senior unsecured basis by the Guarantors, including the Company. The Notes are effectively junior in right of payment to all existing and future secured obligations of Prestige Brands and the Guarantors, equal in right of payment with all existing and future senior indebtedness of Prestige Brands and the Guarantors, and senior in righ t of payment to all future subordinated debt of Prestige Brands and the Guarantors.

At any time prior to April 1, 2014, Prestige Brands may redeem the 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, together with accrued and unpaid interest, if any, to the date of redemption. Prestige Brands may redeem the Notes in whole or in part at any time on or after April 1, 2014 at a redemption price of 104.125% of the principal amount thereof if the redemption occurs during the 12-month period beginning on April 1, 2014, at a redemption price of 102.063% of the principal amount thereof if the redemption occurs during the 12-month period beginning on April 1, 2015, and at a redemption price of 100% of the principal amount thereof on and after April 1, 2016, in each case, plus ac crued and unpaid interest, if any, to the redemption date. In addition, prior to April 1, 2013, with the net cash proceeds from certain equity offerings, Prestige Brands may redeem up to 35% in aggregate principal amount of the Notes at a redemption price of 108.250% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to the redemption date.

Within 30 days of the occurrence of a change of control triggering event, as defined in, and subject to the exceptions in, the Indenture, Prestige Brands shall make a change of control offer to each holder of Notes. The holders of the Notes will have the right to accept the offer and require Prestige Brands to repurchase all or any portion of such holder's Notes at a redemption price of 101% of the principal amount thereof, plus any accrued and unpaid interest to the repurchase date.

The Indenture contains certain covenants that will limit, among other things, the ability of Prestige Brands and the Guarantors to:

- incur additional indebtedness;
- pay dividends or make other restricted payments;
- make certain investments;
- create or permit certain liens;
- sell assets;
- create or permit restrictions on the ability of our restricted subsidiaries to pay dividends or other distributions to us;
- engage in transactions with affiliates; and
- consolidate or merge with or into other companies or sell all or substantially all of our assets.

The Indenture contains customary events of default, including:

- failure to make required payments;
- failure to comply with certain agreements or covenants;
- failure to pay, or acceleration of, certain other material indebtedness;
- failure to pay certain judgments; and
- certain events of bankruptcy and insolvency.

An event of default under the Indenture will allow either the trustee or the holders of at least 25% in principal amount of the then-outstanding Notes to accelerate, or in certain cases, will automatically cause the acceleration of, the amounts due under the Notes.

Prestige Brands used the net proceeds from the sale of the Notes, together with the Incremental Term Loan (defined below), to purchase 100% of the capital stock of Blacksmith Brands Holdings, Inc. and pay associated fees and expenses.

The foregoing summary of the material terms of the Base Indenture does not purport to be complete and is qualified in its entirety by reference to the Indenture, which was incorporated by reference above.

Registration Rights Agreement

In connection with the issuance of the Notes, Prestige Brands, the Guarantors and the initial purchasers for the Notes entered into a registration rights agreement dated November 1, 2010 (the "Registration Rights Agreement"). Under the Registration Rights Agreement, Prestige Brands and the Guarantors agree, among other things, to use their commercially reasonable efforts to file and cause to become effective an exchange offer registration statement with the Commission with respect to a registered offer (the "Exchange Offer") to exchange the Notes for notes of Prestige Brands that are registered under the Securities Act but otherwise substantially identical in all material respects to the Notes (the “Exchange Notes”). Under certain circumstances, in lieu of a registered exchange offer, Prestige Brands and the Guarantors have agreed to file a shelf registration statement with the Commission with respect to the resale of the Notes. In the event that the Exchange Offer is not consummated on or prior to the 366th day after the original issue of the Notes, the annual interest rate borne by the Notes will be increased by 0.25% for the first 90-day period immediately following such date and by an additional 0.25% per annum with respect to e ach subsequent 90-day period, up to a maximum additional rate of 1.00% per annum thereafter, until the Exchange Offer is completed, the shelf registration statement is declared effective or, if such shelf registration statement ceased to be effective, again becomes effective or until the second anniversary of the original issue date of the Notes, unless such period is extended as described in the Registration Rights Agreement.

Incremental Term Loans and Additional Revolving Commitments

On November 1, 2010, Prestige Brands (the “Borrower”), the Company and certain subsidiaries of the Company entered into an increase joinder (the “Increase Joinder”) to the existing Credit Agreement dated as of March 24, 2010, among the Borrower, the Company, Bank of America, N.A., as administrative agent, Deutsche Bank Securities Inc., as syndication agent, and a syndicate of financial institutions and institutional lenders (the “Senior Secured Credit Facilities”) which was filed as Exhibit 10.1 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2010 (filed with the Commission on June 11, 2010) and is incorporated herein by this reference. Pursuant to the terms of the Increase Joinder, Bank of America, N.A. and Deutsche Bank Trust Company Americas (the “Inc rease Lenders”) agreed to extend additional term loans and revolving credit commitments to the Borrower under the Senior Secured Credit Facilities.

The Increase Joinder provides for:

- Additional term loans in an aggregate principal amount of $115 million (the “Incremental Term Loans”); and

- Additional revolving credit commitments in an aggregate principal amount of up to $10 million (the “Additional Revolving Commitments”; together with the Incremental Term Loans, the “Facilities Increase”).

A significant portion of the net proceeds of the Incremental Term Loans and the Notes were used to purchase 100% of the capital stock of Blacksmith Brands Holdings, Inc. and to pay related fees and expenses. The remaining portion of the Incremental Term Loans and the Additional Revolving Commitments will be used for working capital and general corporate needs.

Uncommitted Incremental Increases. The Borrower has the right to increase the commitments under the Senior Secured Credit Facilities by up to $200 million, provided certain conditions are met. After giving effect to the Facilities Increase, the Borrower has the right to increase the commitments under the Senior Secured Credit Facility by $75 million. None of the lenders, other than the Increase Lenders pursuant to the Increase Joinder, under the Borrower’s

Senior Secured Credit Facilities has committed or is obligated to provide any such increase in the commitments.

Collateral and Guarantees. All obligations of the Borrower under the Senior Secured Credit Facilities and any exposure in respect of secured cash management transactions incurred on behalf of the Borrower or any other loan party, or under any secured interest rate agreement or other secured hedging arrangements entered into with any of the lenders, is unconditionally guaranteed by the Guarantors, including the Company, and, under certain limited circumstances, certain of the Company's future foreign subsidiaries.

Except as provided below, the obligations under the Senior Secured Credit Facilities, including the Facilities Increase, are secured by a first-priority security interest in substantially all of the assets of the Borrower and each Guarantor, including but not limited to:

- A perfected, first-priority pledge of all of the capital stock held by the Borrower or any Guarantor, except for 35% of the voting stock of certain non-U.S. subsidiaries, to the extent that such pledge would result in adverse tax consequences to the Borrower or a Guarantor, and

- Perfected first-priority security interests in substantially all other tangible and intangible assets of the Borrower and the Guarantors.

Interest and Fees. All loans will bear interest, at the option of the Borrower, at one of the following rates:

- *Base Rate Loans.* (1) at a rate per annum equal at all times to the highest of (a) Bank of America N.A.'s "prime rate"; (b) 0.50% per annum plus the Federal Funds Rate; and (c) the Eurodollar Rate for an interest period of one month plus 1.00% *plus* (2) the applicable margin then in effect.

- *Eurodollar Rate Loans.* (1) at a rate per annum equal to the sum of (a) the Eurodollar Rate determined for the applicable interest period and (b) the applicable margin then in effect.

Default Interest. During the continuance of a material event of default or, upon (i) receipt by the Borrower of a notice from the administrative agent or (ii) receipt by the administrative agent of a notice from the requisite lenders, during the continuance of any other event of default, loans shall bear interest at an additional 2% per annum.

Unused Commitment Fee. An unused commitment fee equal to 0.50% per annum of the daily average unused portion of the revolving credit facility will accrue, payable quarterly in arrears and at maturity of the revolving credit facility.

Repayment; Prepayments. The term loan facility, including the Incremental Term Loans, will mature on March 24, 2016. Each loan thereunder will amortize during the period such loan is outstanding in quarterly installments that shall each be equal to 0.25% of the initial principal amount of the loans made under the term loan facility with the balance of such loan payable on the maturity date. The amortization of the term loans made under the Senior Secured Credit

Facilities, including the Incremental Term Loans, may be affected by optional or mandatory prepayments made under the Senior Secured Credit Facilities.

The revolving credit facility will mature, and the revolving credit commitments relating thereto, including the Additional Revolving Commitments, will terminate on March 24, 2015.

Optional prepayments of borrowings under the Senior Secured Credit Facilities, and optional reductions of the unutilized portion of the revolving credit facility commitments, will be permitted at any time, in minimum principal amounts to be agreed, without premium or penalty, subject to reimbursement of the lenders' redeployment costs in the case of a prepayment of Eurodollar Rate borrowings other than a prepayment made on the last day of the relevant interest period.

Mandatory Prepayments. The Senior Secured Credit Facilities require, subject to certain exceptions, prepayments from excess cash flow, and from the proceeds of certain asset sales, issuances of debt, and insurance.

Certain Covenants. The Senior Secured Credit Facilities require the Borrower to meet certain financial tests, including without limitation, a maximum leverage ratio, a minimum interest coverage ratio and a maximum capital expenditures covenant. In addition, the Senior Secured Credit Facilities contain certain representations and warranties and affirmative and negative covenants which, among other things, limit the incurrence of additional indebtedness, guarantees, investments, distributions, transaction with affiliates, asset sales, acquisitions, capital expenditures, mergers and consolidations, prepayment of other indebtedness, liens and encumbrances and other matters customarily restricted in such agreements.

Events of Default. The Senior Secured Credit Facilities contain customary events of default, including, without limitation, payment defaults, breaches of representations and warranties, covenant defaults, cross-defaults to certain other indebtedness in excess of specified amounts, certain events of bankruptcy and insolvency, certain ERISA events, judgment defaults in excess of specified amounts, failure of any guaranty or security document or any subordination provision supporting the Senior Secured Credit Facilities to be in full force and effect and change in control.

The foregoing summary of the material terms of the Senior Secured Credit Facilities does not purport to be complete and is qualified in its entirety by reference to the Credit Agreement, which was incorporated by reference above.

Item 2.01. Completion of Acquisition or Disposition of Assets

On November 1, 2010, the Company completed its previously announced acquisition of Blacksmith Brands Holdings, Inc. ("Holdco") pursuant to a definitive stock purchase agreement dated as of September 14, 2010 (the "Purchase Agreement"), by and among the Company (as Buyer), Holdco, and the stockholders of Holdco (the "Sellers"). A copy of the Purchase Agreement was filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Commission on September 20, 2010, and is incorporated herein by reference as though it was fully set forth herein. The purchase price was $190.0 million in cash, plus a working capital adjustment of $13.4 million. The purchase price was funded by cash provided by the issuance of senior secured debt under the Company's credit facility and an additional issuance of senior notes due 2018 under the Company's existing indenture, all of which are discussed further in Item 1.01 of this Current Report on Form 8-K.

Item 2.02. Results of Operations and Financial Condition.

On November 4, 2010, the Company announced financial results for the fiscal quarter and six months ended September 30, 2010. A copy of the press release announcing the Company's earnings results for the fiscal quarter and six months ended September 30, 2010 is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 2.02 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto 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 or the Exchange Act.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The information included in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 3.03. Material Modifications to Rights of Security Holders

The information contained in Item 1.01 of this Current Report on Form 8-K under the heading "Supplemental Indenture" is incorporated by reference into this Item 3.03.

Item 7.01. Regulation FD Disclosure.

Blacksmith Brands Acquisition

On November 1, 2010, the Company announced via press release that it had completed the acquisition of Blacksmith Brands Holdings, Inc. ("Blacksmith") and the financing necessary to consummate the acquisition. The acquisition of Blacksmith was completed pursuant to the terms of the Purchase Agreement filed with the Commission as Exhibit 2.1 to the Current Report on Form 8-K filed on September 20, 2010 with the Commission. A copy of the press release regarding the completion of the acquisition of Blacksmith and the related financing is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Earnings Press Release

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

Item 9.01. Financial Statements and Exhibits.

(a) *Financial Statements of Business Acquired*.

The required financial statements of Blacksmith Brands Holdings, Inc. will be filed through an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date that this Current Report on Form 8-K was required to be filed.

(b) *Pro Forma Financial Information*.

The required pro forma financial information of the Company will be filed through an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date that this Current Report on Form 8-K was required to be filed.

(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: November 4, 2010

By: /s/ Peter J. Anderson
Name: Peter J. Anderson
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated November 4, 2010 announcing the Company's financial results for the fiscal quarter and six months ended September 30, 2010 (furnished only).
99.2	Press Release dated November 1, 2010, announcing the completion of the acquisition of Blacksmith Brands Holdings, Inc. and the financing necessary to consummate the acquisition (furnished only).

EXHIBIT 99.1

Prestige Brands Holdings, Inc. Reports Second Quarter & Six Months Fiscal 2011 Results

For the Quarter, EPS of $0.23 vs. $0.18; Income from Continuing Operations Up 28%; Completes Acquisition of Blacksmith Brands on November 1

Irvington, NY-November 4, 2010-Prestige Brands Holdings, Inc. (NYSE-PBH) today announced results for the second quarter and first half of fiscal year 2011, which ended on September 30, 2010. The Company also announced the completion on November 1, 2010 of the acquisition of Blacksmith Brands, Inc., which added five over-the-counter healthcare products to its business.

Income from continuing operations for the second fiscal quarter was $11.4 million, 28% higher than the prior year comparable period's results of $8.9 million resulting in earnings per share of $0.23 compared to $0.18 a year ago[1]. Net revenues from continuing operations for the second fiscal quarter were $78.3 million, $2.4 million or 3% below the prior year's comparable quarter net revenues of $80.7 million. Gross margin improved by 1.4 basis points for the quarter while advertising and promotion (A&P) and general and administrative (G&A) expenditures decreased compared to the second quarter in the prio r fiscal year.

Commentary

“We are pleased with our results for the quarter as we continue to make progress against our stated primary objectives of growing our core OTC brands which grew once again this quarter. Overall, revenues were in line with previously stated expectations as a result of heavy prior year H1N1 retailer buy in and continued competitive pressure in Household products. Profitability improved significantly as a result of gross margin improvement as well as prudent advertising and promotion investment in our priority brands,” said Matthew Mannelly, President and CEO. “In addition, we are excited by the recent acquisition of Blacksmith Brands which closed on November 1st,” he said. “This is a transformational event for Prestige, positioning the Company for growth, and taking a meaningful step toward our long-term commitment to OTC brands as the Company's focus. We will begin supporting these wonderful brands immediately in our efforts to accelerate their momentum in the marketplace. Furthermore, as we look to the second half of the fiscal year, we remain cautiously optimistic given the sluggish retail environment. We will continue to view this

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[1] The reported results reflect the September 1, 2010 divestiture of Cutex® nail polish remover. Revenues from this brand are now classified as discontinued operations, and the results of both the second fiscal quarter and the prior year comparable quarter reflect this classification. Beginning with the second fiscal quarter of FY11 and going forward, the remaining brands in the personal care segment will be reported as part of the over-the-counter healthcare segment since they account for less than one half of one percent of total revenues.

as an opportunity to build our brands and invest in our future growth. As we stated at the start of the year, we expect modest A&P growth over the course of the year as we build our brands and we are on track with those investments as we enter the heart of the cough/cold season."

First Half of Fiscal 2011

Net revenues from continuing operations for the first six months of fiscal 2011 were $149.5 million, an increase of 0.5% over the prior year's comparable period's results of $148.8 million. Income from continuing operations was $20.6 million, an increase of 27.2%, compared to $16.2 million in the prior year's comparable period. This resulted in EPS from continuing operations of $0.41 per share, 28.1% higher than the prior year's comparable period's results of $0.32 per share.

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 second quarter ended September 30, 2010 was $22.0 million, an increase of $300,000 or 1.4% over the prior year comparable quarter. Free cash flow is composed of operating cash flow from continuing operations of $22.1 million less capital expenditures of $100,000. This compares to the prior year comparable quarter's free cash flow of $21.7 million, composed of operating cash flow from continuing operation of $21.8 million less capital expenditures of $100,000.

Total indebtedness at September 30, 2010 was $295.5 million; however, subsequent to the end of the quarter, indebtedness increased $215.0 million as a result of indebtedness incurred to acquire Blacksmith Brands. At September 30, 2010, cash on the balance sheet totaled $55.0 million.

Second Quarter Results by Segment

Net revenues for the over-the-counter healthcare segment were $50.8 million, $900,000 lower than the prior year comparable quarter. Increases in Clear Eyes®, Little Remedies®, and Compound W® were off set by decreases in Chloraseptic and the Allergen Block products. Net revenues for the household cleaning segment were $27.5 million, $1.5 million or 5% less than the prior year comparable quarter. Comet® and Spic and Span® experienced declines in the competitive household category.

Conference Call
The Company will host a conference call to review its second quarter and six month results on Thursday, November 4, 2010 at 8:30am EST. The toll-free dial in numbers are 1-800-383-8119 within North America and 1-617- 597-5344 outside of North America. The conference passcode is “prestige”. 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 49548893.

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, Clear Eyes® eye care, Compound W® wart treatment, The Doctor's® NightGuard®, The Little Remedies® line of pediatric over-the-counter products, Comet® cleanser and, effective November 1st, PediaCare® children's over-the-counter products, Efferdent® and Effergrip® denture care products, Luden's® cough drops, and NasalCrom® allergy 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 it acquired on November 1, 201 0 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.

Contact: Dean Siegal
914-524-6819

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

(In thousands, except share data)	Three Months Ended September 30 2010	Three Months Ended September 30 2009	Six Months Ended September 30 2010	Six Months Ended September 30 2009
Revenues				
Net sales	$ 77,488	$ 80,308	$ 148,009	$ 147,805
Other revenues	815	421	1,529	1,037
Total revenues	78,303	80,729	149,538	148,842
Cost of Sales				
Cost of sales (exclusive of depreciation shown below)	35,713	37,936	68,977	69,526
Gross profit	42,590	42,793	80,561	79,316
Operating Expenses				
Advertising and promotion	8,240	9,675	15,726	18,343
General and administrative	8,101	10,481	15,514	18,675
Depreciation and amortization	2,413	2,703	4,823	4,911
Total operating expenses	18,754	22,859	36,063	41,929
Operating income	23,836	19,934	44,498	37,387
Other expense				
Interest expense, net	5,373	5,642	10,835	11,295
Loss on extinguishment of debt	—	—	300	—
Total other expense	5,373	5,642	11,135	11,295
Income from continuing operations before income taxes	18,463	14,292	33,363	26,092
Provision for income taxes	7,053	5,417	12,745	9,889
Income from continuing operations	11,410	8,875	20,618	16,203
Discontinued Operations				
Income from discontinued operations, net of income tax	162	1,048	560	2,045
Loss on sale of discontinued operations, net of income tax benefit	(550)	—	(550)	—
Net income	$ 11,022	$ 9,923	$ 20,628	$ 18,248
Basic earnings per share:				
Income from continuing operations	$ 0.23	$ 0.18	$ 0.41	$ 0.32
Net income	$ 0.22	$ 0.20	$ 0.41	$ 0.36
Diluted earnings per share:				
Income from continuing operations	$ 0.23	$ 0.18	$ 0.41	$ 0.32
Net income	$ 0.22	$ 0.20	$ 0.41	$ 0.36
Weighted average shares outstanding:				
Basic	50,053	50,012	50,045	49,997
Diluted	50,141	50,055	50,123	50,080

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

(In thousands) **Assets**	**September 30, 2010**	**March 31, 2010**
Current assets		
Cash and cash equivalents	$ 55,032	$ 41,097
Accounts receivable	32,256	30,621
Inventories	24,997	27,676
Deferred income tax assets	6,663	6,353
Prepaid expenses and other current assets	3,203	4,917
Current assets of discontinued operations	14	1,486
Total current assets	122,165	112,150
Property and equipment	1,207	1,396
Goodwill	111,489	111,489
Intangible assets	549,855	554,359
Other long-term assets	6,456	7,148
Long-term assets of discontinued operations	—	4,870
Total Assets	$ 791,172	$ 791,412
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 13,980	$ 12,771
Accrued interest payable	6,428	1,561
Other accrued liabilities	9,912	11,733
Current portion of long-term debt	1,500	29,587
Total current liabilities	31,820	55,652
Long-term debt		
Principal amount	294,000	298,500
Less unamortized discount	(3,658)	(3,943)
Long-term debt, net of unamortized discount	290,342	294,557
Deferred income tax liabilities	117,630	112,144
Total Liabilities	439,792	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 - 50,175 shares at September 30, 2010 and 50,154 shares at March 31, 2010	502	502
Additional paid-in capital	385,771	384,027
Treasury stock, at cost - 131 shares at September 30, 2010 and 124 shares at March 31, 2010	(114)	(63)
Retained earnings (accumulated deficit)	(34,779)	(55,407)
Total Stockholders' Equity	351,380	329,059
Total Liabilities and Stockholders' Equity	$ 791,172	$ 791,412

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

(In thousands)	Six Months Ended September 30 2010	2009
Operating Activities		
Net income	$ 20,628	$ 18,248
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,052	6,084
Loss on sale of discontinued operations	890	—
Deferred income taxes	5,176	3,687
Amortization of deferred financing costs	504	956
Stock-based compensation costs	1,744	848
Loss on extinguishment of debt	300	—
Amortization of debt discount	285	—
Loss on disposition of equipment	125	—
Changes in operating assets and liabilities		
Accounts receivable	(1,635)	(3,127)
Inventories	2,679	405
Inventories held for sale	1,100	82
Prepaid expenses and other current assets	1,714	(1,102)
Accounts payable	1,209	5,546
Accrued liabilities	3,046	8,253
Net cash provided by operating activities	42,817	39,880
Investing Activities		
Purchases of equipment	(254)	(232)
Proceeds from sale of discontinued operations	4,122	—
Net cash used for investing activities	3,868	(232)
Financing Activities		
Payment of deferred financing costs	(112)	—
Repayment of long-term debt	(32,587)	(40,000)
Purchase of treasury stock	(51)	—
Net cash used for financing activities	(32,750)	(40,000)
Increase (decrease) in cash	13,935	(352)
Cash - beginning of period	41,097	35,181
Cash - end of period	$ 55,032	$ 34,829
Interest paid	$ 5,179	$ 10,350
Income taxes paid	$ 5,103	$ 6,307

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

(In thousands)	For the Three Months Ended September 30, 2010		
	Over-the-Counter Healthcare	Household Cleaning	Consolidated
Net sales	$ 50,658	$ 26,830	$ 77,488
Other revenues	181	634	815
Total revenues	50,839	27,464	78,303
Cost of sales	17,798	17,915	35,713
Gross profit	33,041	9,549	42,590
Advertising and promotion	6,912	1,328	8,240
Contribution margin	$ 26,129	$ 8,221	34,350
Other operating expenses			10,514
Operating income			23,836
Other expense			5,373
Provision for income taxes			7,053
Income from continuing operations			11,410
Income from discontinued operations, net of income tax			162
Loss on sale of discontinued operations, net of income tax benefit			(550)
Net income			$ 11,022

(In thousands)	For the Six Months Ended September 30, 2010		
	Over-the-Counter Healthcare	Household Cleaning	Consolidated
Net sales	$ 95,364	$ 52,645	$ 148,009
Other revenues	195	1,334	1,529
Total revenues	95,559	53,979	149,538
Cost of sales	33,649	35,328	68,977
Gross profit	61,910	18,651	80,561
Advertising and promotion	12,075	3,651	15,726
Contribution margin	$ 49,835	$ 15,000	64,835
Other operating expenses			20,337
Operating income			44,498
Other expense			11,135
Provision for income taxes			12,745
Income from continuing operations			20,618
Income from discontinued operations, net of income tax			560
Loss on sale of discontinued operations, net of income tax benefit			(550)
Net income			$ 20,628

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

	For the Three Months Ended September 30, 2009		
(In thousands)	**Over-the-Counter Healthcare**	**Household Cleaning**	**Consolidated**
Net sales	$ 51,706	$ 28,602	$ 80,308
Other revenues	10	411	421
Total revenues	51,716	29,013	80,729
Cost of sales	19,453	18,483	37,936
Gross profit	32,263	10,530	42,793
Advertising and promotion	7,390	2,285	9,675
Contribution margin	$ 24,873	$ 8,245	33,118
Other operating expenses			13,184
Operating income			19,934
Other expense			5,642
Provision for income taxes			5,417
Income from continuing operations			8,875
Income from discontinued operations, net of income tax			1,048
Net income			$ 9,923

	For the Six Months Ended September 30, 2009		
(In thousands)	**Over-the-Counter Healthcare**	**Household Cleaning**	**Consolidated**
Net sales	$ 92,362	$ 55,443	$ 147,805
Other revenues	20	1,017	1,037
Total revenues	92,382	56,460	148,842
Cost of sales	33,242	36,284	69,526
Gross profit	59,140	20,176	79,316
Advertising and promotion	14,139	4,204	18,343
Contribution margin	$ 45,001	$ 15,972	60,973
Other operating expenses			23,586
Operating income			37,387
Other expense			11,295
Provision for income taxes			9,889
Income from continuing operations			16,203
Income from discontinued operations, net of income tax			2,045
Net income			$ 18,248

Prestige Brands Holdings, Inc. Completes Purchase of Blacksmith Brands

Irvington, NY, November 1, 2010—Prestige Brands Holdings, Inc. (NYSE-PBH) today announced that it has completed its previously announced purchase of Blacksmith Brands Holdings, Inc. The transaction was finalized under the original terms announced on September 20th, which called for Prestige to pay $190 million in cash at closing plus a customary working capital adjustment that amounted to $13.4 million. Prestige recently completed a financing of additional bond and bank debt to fund the acquisition and one-time related expenses.

The purchase includes five over-the-counter healthcare products; Efferdent® and Effergrip® denture care products, PediaCare® children's OTC medicines, Luden's® cough drops, and NasalCrom® allergy treatment.

Prestige Brands markets and sells well-recognized, brand name consumer products in the over-the-counter healthcare and household cleaning segments. Among the company's brand names are Chloraseptic® sore throat treatments, Clear Eyes® eye care products, Compound W® wart removers; The Doctor's® NightGuard® dental protector, the Little Remedies® line of pediatric OTC products, and Comet® and Spic and Span® household cleaners.

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