

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

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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 28, 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.)

& #160;  
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  
7.01. Regulation FD Disclosure.**

On October 29, 2009, Prestige Brands Holdings, Inc. (the "Company") issued a press release in which it announced that it completed the divestiture of the three lines of its shampoo business, Prell® Shampoo, Denorex® Dandruff Shampoo and Zincon® Dandruff Shampoo, to Ultimark Products, LLC. The purchase price, which is subject to customary indemnification provisions, was \$9,000,000, \$8,000,000 of which was paid to the Company at closing, with the remaining \$1,000,000 payment to be paid to the Company on October 28, 2010. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this 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, or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered "filed" under the Securities Exchange Act of 1934 or incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934.

**Item  
9.01 Financial Statements and Exhibits.**

(d) Exhibits.

See Exhibit Index immediately following signature page.

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**SIGNATURES**

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

Date: October 30, 2009

PRESTIGE BRANDS HOLDINGS, INC.

By: /s/ Peter J. Anderson

Name: Peter J. Anderson

Title: Chief Financial Officer

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EXHIBIT INDEX

| Exhibit | Description  |
|---------|--|
| 99.1    | Press Release dated October 29, 2009 (furnished only). |

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**PRESTIGE BRANDS HOLDINGS, INC. SELLS THREE SHAMPOO BRANDS TO ULTIMARK PRODUCTS**

Irvington, NY, October 29, 2009—Prestige Brands Holdings, Inc. (NYSE:PBH) announced today it has sold its three shampoo businesses to Ultimark Products. The transaction includes Prell® Shampoo, Denorex® Dandruff Shampoo, and Zincon® Dandruff Shampoo from the Company's Personal Care segment. These brands collectively represent approximately 2-3% of annual company sales.

Terms of the agreement include an upfront payment of \$8 million in cash, followed by a subsequent payment of \$1 million on October 28, 2010. The Company will use the proceeds of the sale to pay down debt.

“The successful sale of these businesses allows us to increase focus on our two larger segments, over-the-counter healthcare and household cleaning products, to enhance shareholder value,” said Matthew Mannelly, President and CEO.

Prestige Brands, Inc. markets well-known over-the-counter healthcare, household cleaning and personal care products throughout the U.S., Canada, and in certain international markets. Key brands include Clear Eyes® and Murine® eye and ear care products, Chloraseptic® sore throat relief products, Little Remedies® pediatric over-the-counter products, The Doctor's® NightGuard™ dental protector, New-Skin® liquid bandages, Cutex® nail polish remover, and Comet® and Spic and Span® household cleaners.

Ultimark Products, based in Philadelphia, PA, is an innovator that specializes in the acquisition, development and strategic marketing of consumer products. Ultimark has multiple product distribution channels throughout North America including electronic retailing, direct to consumer and major retailers.

Contact: Dean Siegal  
Prestige Brands Holdings, Inc.  
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