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**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): February 16, 2016

**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.)

660 White Plains Road, Tarrytown, New York 10591  
(Address of principal executive offices) (Zip Code)

(914) 524-6800  
(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 (see General Instruction A.2 below):

- 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 February 16, 2016, Prestige Brands Holdings, Inc. (the “Company”) issued a press release announcing that its wholly owned subsidiary, Prestige Brands, Inc. (“Prestige Brands”), intends to offer, subject to market and other customary conditions, up to \$350.0 million in aggregate principal amount of senior notes due 2024 (the “notes”) in a private offering. The notes will be senior unsecured obligations of Prestige Brands and will be guaranteed by the Company and certain of its subsidiaries.

The Company intends to use the net proceeds from the proposed offering to redeem all of Prestige Brands’ outstanding 8.125% Senior Notes due 2020 (the “2020 notes”), to repay the bridge credit facility entered into on February 4, 2016 in connection with the Company’s closing of the acquisition of DenTek Holdings, Inc., to pay related fees and expenses and for general corporate purposes.

Prestige Brands has given notice of its intention to redeem all of the 2020 notes pursuant to the indenture governing the 2020 notes, at a redemption price equal to 104.063% of the principal amount thereof (or \$1,040.63 per \$1,000 in principal amount), plus accrued and unpaid interest to the date of redemption. The redemption of the 2020 notes is conditioned on the completion of an offering of new unsecured senior notes in an aggregate principal amount of at least \$350.0 million (the “Financing Condition”). Prestige Brands may waive the Financing Condition in its sole discretion.

The notes and the related guarantees are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The notes and related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This report shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the notes and related guarantees in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The press release relating to the notes offering is attached as exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 and the exhibit attached hereto are being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into those filings of the Company that provide for the incorporation of all reports and documents filed by the Company under the Exchange Act.

## **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

See the Exhibit Index set forth below for a list of exhibits included with this Current Report on Form 8-K.

**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.**

Date: February 16, 2016

By: /s/ David S. Marberger

Name: David S. Marberger

Title: Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated February 16, 2016.

**Prestige Brands Holdings, Inc. Announces Offering of \$350 Million Senior Notes**

Tarrytown, NY, February 16, 2016 — Prestige Brands Holdings, Inc. (NYSE: PBH) (the “Company”) announced today that its wholly-owned subsidiary, Prestige Brands, Inc. (“Prestige Brands”), intends to offer, subject to market and other conditions, up to \$350.0 million in aggregate principal amount of new senior notes due 2024 (the “notes”) in a private offering. The notes will be senior unsecured obligations of Prestige Brands and will be guaranteed by the Company and certain of its domestic subsidiaries.

The Company intends to use the net proceeds from the proposed offering to redeem all of Prestige Brands’ outstanding 8.125% Senior Notes due 2020 (the “2020 notes”), to repay the bridge credit facility entered into on February 4, 2016 in connection with the Company’s closing of the acquisition of DenTek Holdings, Inc., to pay related fees and expenses and for general corporate purposes.

Prestige Brands has given notice of its intention to redeem all of the 2020 notes pursuant to the indenture governing the 2020 notes, at a redemption price equal to 104.063% of the principal amount thereof (or \$1,040.63 per \$1,000 in principal amount), plus accrued and unpaid interest to the date of redemption. The redemption of the 2020 notes is conditioned on the completion of an offering of new unsecured senior notes in an aggregate principal amount of at least \$350.0 million (the “Financing Condition”). Prestige Brands may waive the Financing Condition in its sole discretion.

The notes and related guarantees are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. This press release does not constitute an offer to sell or the solicitation of an offer to buy the notes and related guarantees. Any offers of the notes and related guarantees will be made only by means of a private offering memorandum. The notes and related guarantees have not been registered under the Securities Act, or the securities laws of any other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

***About Prestige Brands Holdings, Inc.***

The Company markets and distributes brand name over-the-counter healthcare and household cleaning products throughout the U.S., Canada, and Australia and in certain other international markets. Core brands include Monistat® women’s health products, Nix® lice treatment, Chloraseptic® sore throat treatments, Clear Eyes® eye care products, Compound W® wart treatments, The Doctor’s® NightGuard® dental protector, Little Remedies® pediatric products, Efferdent® denture care products, Luden’s® throat drops, Dramamine® motion sickness treatment, BC® and Goody’s® pain relievers, Debrox® earwax remover, and Gaviscon® antacid in Canada.

***Note Regarding Forward-Looking Statements***

This news release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (the “PSLRA”). The cautionary statements are being made pursuant to the provisions of the PSLRA and with the intention of obtaining the benefits of the “safe harbor” provisions of the PSLRA. Although we believe that our expectations are based on reasonable assumptions, actual results may differ materially from those in the forward-looking statements. Forward-looking statements speak only as of the date of this news release. Except as required under federal securities laws and the rules and regulations of the SEC, we do not intend to update any forward-looking statements to reflect events or circumstances arising after the date of this news release, whether as a result of new information, future events or otherwise. As a result of these risks and uncertainties, readers are cautioned not to place undue reliance on forward-looking statements included in this news release or that may be made elsewhere from time to time by, or on behalf of, us. All forward-looking statements attributable to us are expressly qualified by these cautionary statements. These forward-looking statements generally can be identified by the use of words or phrases such as “believe,” “anticipate,” “expect,” “estimate,” “project,” “intend,” “strategy,” “goal,” “future,” “seek,” “may,” “should,” “would,” “will,” “will be,” or other similar words and phrases. Forward-looking statements are based on current expectations and assumptions that are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated. 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.

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