
**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): April 22, 2015

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, including Zip Code)

(914) 524-6800
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 22, 2015, Prestige Brands Holdings, Inc. (the “Company”) announced that Matthew M. Mannelly will retire from the Company as President and Chief Executive Officer and a member of the Board of Directors, effective June 1, 2015.

On April 22, 2015, the Company also announced that, effective upon Mr. Mannelly’s retirement, Ronald M. Lombardi has been elected as President and Chief Executive Officer of the Company and as a member of the Board of Directors. The Company has commenced a search for a new Chief Financial Officer, and Mr. Lombardi will also remain Chief Financial Officer until his successor is elected.

Mr. Lombardi, age 51, joined the Company in December 2010 as Chief Financial Officer. Prior to joining the Company, from October 2010 to December 2010, Mr. Lombardi was employed by Medtech Group Holdings, a components and contract medical device manufacturer, as Chief Financial Officer. From October 2009 to October 2010, Mr. Lombardi served as the Chief Financial Officer of Waterbury International Holdings, a specialty chemical and pest control business. Mr. Lombardi was employed by Cannondale Sports Group, a sporting goods and apparel manufacturing company, as Chief Operating Officer from August 2008 to October 2009 and as Senior Vice President and Chief Financial Officer from March 2004 to August 2008. From 2000 to 2004, Mr. Lombardi served in various roles at Gerber Scientific Inc., including Vice President and Chief Financial Officer of Gerber Scientific Inc.’s Gerber Coburn Optical Division and Director of Financial Planning and Analysis of Gerber Scientific Inc. Mr. Lombardi was also previously employed by Emerson Electric, Scovill Fasteners, Inc. and Go/Dan Industries.

In connection with Mr. Lombardi’s appointment as President and Chief Executive Officer, the Compensation Committee of the Board of Directors approved the terms of his compensation, including annual base salary of \$750,000, target annual cash incentive of 100% of base salary and an initial equity grant of restricted stock units (“RSUs”) in the amount of \$2,500,000 with a three year vesting period. In addition, under the terms of Mr. Lombardi’s employment agreement, he is eligible to receive severance benefits of 1.5x base salary plus target bonus in the event he is terminated by the Company “without cause” or he terminates his employment for “good reason” as defined in the agreement.

Mr. Lombardi was not selected pursuant to any arrangement or understanding between him and any other person. Mr. Lombardi has no family relationships with any of the Company’s directors or executive officers. There have been no related person transactions between the Company and Mr. Lombardi reportable under Item 404(a) of Regulation S-K.

In connection with Mr. Mannelly’s retirement, on April 22, 2015, the Company entered into a retirement agreement with Mr. Mannelly and, upon his retirement, expects to enter into a general release with Mr. Mannelly pursuant to which he will agree to a general release of claims with respect to the Company and will be subject to non-compete, non-solicitation and confidentiality restrictions until December 2016. Pursuant to the retirement agreement, Mr. Mannelly will be eligible to receive medical benefits for a period of five years and the vesting of Mr. Mannelly’s unvested stock options and RSUs will be accelerated.

The descriptions of the terms of the employment agreement, retirement agreement and release are not complete and are qualified in their entirety by reference to the respective agreements, copies of which will be filed as exhibits to our Annual Report on Form 10-K for the year ended March 31, 2015.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on April 22, 2015 announcing the executive transition and confirming the Company’s fiscal year 2015 outlook. A copy of this press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

The information presented in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 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 specifically incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index immediately following the 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.

Date: April 22, 2015

By: /s/ Ronald M. Lombardi

Ronald M. Lombardi

Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Prestige Brands Holdings, Inc. dated April 22, 2015.

Prestige Brands Announces Ron Lombardi to Succeed Matt Mannelly as President and Chief Executive Officer

-Matthew Mannelly Plans to Retire in June 2015-

-Board of Directors Select Ron Lombardi as President and CEO-

-Company Expects to Achieve Upper End of Previously Announced Fourth Fiscal Quarter and Year End 2015 Revenue and adjusted EPS Outlook-

Tarrytown, NY-(Business Wire)-April 22, 2015--Prestige Brands Holdings, Inc. (NYSE-PBH) announced today that Matthew M. Mannelly, President and Chief Executive Officer and member of the Board of Directors, will retire effective June 1, 2015. Following his retirement, the Board of Directors has appointed Ron Lombardi, Chief Financial Officer, to succeed Mr. Mannelly as President and Chief Executive Officer. The company has commenced a search for a new Chief Financial Officer.

“Ron and Matt have worked together for ten years including five years at Prestige Brands. During their tenure at Prestige, they developed and successfully executed against a very specific strategy,” stated Gary E. Costley, Lead Director of the Board of Directors. “We will continue to execute against this proven strategy with Ron Lombardi as our Chief Executive Officer. On behalf of the Board of Directors, I express our gratitude to Matt for his invaluable and devoted service to Prestige.”

“It has been a privilege to partner with Ron during this important phase of the company’s history,” Mr. Mannelly said. “Ron has contributed to all aspects of the business including development and execution of our three-pronged growth strategy, and I leave Prestige with tremendous confidence in the management team’s ability under Ron’s continued leadership. I know we are well positioned with very strong momentum entering fiscal 2016 making now the appropriate time for me to retire and make this change for myself and my family.”

New President and Chief Executive Officer

Mr. Lombardi will become President and Chief Executive Officer upon Mr. Mannelly’s retirement. Mr. Lombardi joined Prestige in December 2010. His experience includes five years as CFO and Chief Operating Officer for Cannondale Sports Group/Dorel Recreation and Leisure, a consumer sporting equipment and apparel company. He has also held leadership positions in finance at Gerber Scientific and at Emerson Electric, two large publicly traded companies.

“Ron’s strong leadership skills and breadth of experience have been among the important factors in our record growth,” said Mr. Costley. “As part of our succession planning, the board of directors determined that Ron would be the ideal successor to Matt as the next President and Chief Executive Officer of Prestige Brands and we are pleased to have him leading the company through its next phase of growth.”

Preliminary Fiscal Year End 2015 Revenue and Adjusted EPS Outlook

Based on preliminary fourth fiscal quarter results, the company expects to achieve the upper end of the previously issued FY 2015 Revenue and Adjusted Earnings Per Share outlook which was \$1.82 to \$1.85 for Adjusted Earnings Per Share and revenue growth of 15-18%. In addition, the company expects to exceed its previously issued Adjusted Free Cash Flow projection of approximately \$155 million for fiscal year 2015 which is enabling the company to continue its rapid de-levering and continue to build meaningful M & A capacity.

Q4 Conference Call, Accompanying Slide Presentation & Replay

The company will issue its fiscal 2015 fourth quarter and year-end earnings release on Thursday, May 14, 2015 before the opening of the market. The company will host a conference call to discuss the results that same morning at 8:30 a.m. ET.

To access the call, listeners calling from within North America may dial 877-474-9503 about 15 minutes prior to the start of the call. Those wishing to access the call from outside North America should dial 857-244-7556. The conference passcode is "prestige". The Company will provide a live Internet webcast as well as an archived replay, which can be accessed from the Investor Relations page of <http://prestigebrands.com>.

Telephonic replays will be available for two weeks following completion of the live call and can be accessed at 888-286-8010 within North America, and at 617-801-6888 from outside North America. The passcode is 69872014.

About Prestige Brands Holdings, Inc.

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

Note Regarding Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of the federal securities laws 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 "outlook," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," 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 expected future operating results including adjusted earnings per share, revenue growth and generation of free cash flow, and our expected use of free cash flow for rapid deleveraging and building M&A capacity. 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, including the transition of our leadership team, the impact of our advertising and promotional initiatives, competition in our industry, supplier issues, and the success of our brand-building investments and integration of newly acquired products. A discussion of other factors that could cause results to vary is included in the Company's Annual Report on Form 10-K for the year ended March 31, 2014, Quarterly Report on Form 10-Q for the quarter ended December 31, 2014, and other periodic reports filed with the Securities and Exchange Commission.

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