

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Cowley Samuel C</u>  (Last) (First) (Middle) 660 WHITE PLAINS RD.  (Street) TARRYTOWN NY 10591  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Prestige Brands Holdings, Inc. [ PBH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel and VP</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2016	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	05/27/2016		M		17,349	A	\$29.94	49,525	D	
Common Stock, par value \$0.01 per share	05/27/2016		S		17,349	D	\$54.67 <sup>(1)(2)</sup>	32,176	D	
Common Stock, par value \$0.01 per share	05/27/2016		M		10,429	A	\$33.5	42,605	D	
Common Stock, par value \$0.01 per share	05/27/2016		S		10,429	D	\$54.67 <sup>(1)(2)</sup>	32,176	D	
Common Stock, par value \$0.01 per share	05/27/2016		M		4,821	A	\$41.44	36,997	D	
Common Stock, par value \$0.01 per share	05/27/2016		S		4,821	D	\$54.67 <sup>(1)(2)</sup>	32,176	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$29.94	05/27/2016		M			17,349	(3)	05/14/2023	Common Stock	17,349	\$0	0	D	
Employee Stock Option (right to buy)	\$33.5	05/27/2016		M			10,429	(4)	05/12/2024	Common Stock	10,429	\$0	5,214	D	
Employee Stock Option (right to buy)	\$41.44	05/27/2016		M			4,821	(5)	05/11/2025	Common Stock	4,821	\$0	9,643	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 \$54.30 to \$54.98.
- The options vested in three approximately equal annual installments beginning May 14, 2014.
- The options vested in three approximately equal installments beginning May 12, 2015.
- The options vested in three approximately equal installments beginning May 11, 2016.

/s/ Samuel C. Cowley

06/01/2016

\*\* 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.