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

FORM 8-K/A

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 9, 2012

PRESTIGE BRANDS HOLDINGS, INC.
(Exact name of registrant as specified in its 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, 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))

Explanatory Note

This Form 8-K/A is being filed with the Securities and Exchange Commission (the "Commission") to correct the inadvertent designation of the Form 8-K filed on February 9, 2012 (the "Prior Form 8-K") with the Commission as being filed under Item 2.01 of Form 8-K. The content of this Form 8-K/A, which is identical to the content of the Prior Form 8-K filed with the Commission, is being filed to redesignate the Prior Form 8-K as a Form 8-K filing under Item 2.02 of Form 8-K in addition to Items 7.01 and 9.01 of Form 8-K.

Item 2.02 Results of Operations and Financial Condition.

On February 9, 2012, Prestige Brands Holdings, Inc. (the "Company") announced financial results for the fiscal quarter and nine months ended December 31, 2011. A copy of the press release announcing the Company's earnings results for the fiscal quarter and nine months ended December 31, 2011 is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

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

On February 9, 2012, representatives of the Company began making presentations to investors regarding the Company's financial results for the quarter and nine months ended December 31, 2011 using slides containing the information attached to this Current Report on Form 8-K as Exhibit 99.2 (the "Investor Presentation"). The Company expects to use the Investor Presentation, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others during 2012.

By filing this Current Report on Form 8-K and furnishing the information contained herein, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

The information contained in the Investor Presentation is summary information that is intended to be considered in the context of the Company's Securities and Exchange Commission ("SEC") filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

In accordance with General Instruction B.2 of this Current Report on Form 8-K, the information presented in Items 2.02 and 7.01 of this Current Report on Form 8-K and Exhibits 99.1 and 99.2 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 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.

Dated: February 10, 2012	PRESTIGE BRANDS HOLDINGS, INC.
	By: /s/ Eric S. Klee
	Name: Eric S. Klee
	Title: Secretary and General Counsel

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release dated February 9, 2012 announcing the Company's financial results for the fiscal quarter and nine months ended December 31, 2011 (furnished only).
99.2	Investor Relations Slideshow in use beginning February 9, 2012 (furnished only).

Exhibit 99.1

Prestige Brands Holdings, Inc. Reports Fiscal 2012 Third Quarter Sales Increase of 17.3%; Operating Income Up 81.4%; Acquisition of 15 OTC Brands from GSK Completed

Irvington, NY, February 9, 2012-Prestige Brands Holdings, Inc. (NYSE-PBH) today announced results for the fiscal 2012 third quarter ended December 31, 2011, including net revenues of $106.3 million, an increase of 17.3% over the prior year's comparable quarter of $90.6 million. Net revenues for the nine month period of fiscal 2012 were $307.1 million, an increase of 27.9% over the prior year's comparable period of $240.1 million. This growth is largely driven by the fiscal 2011 acquisitions of Blacksmith Brands and Dramamine®, and the growth of the Company's legacy core Over-The-Counter (OTC) products. Net revenues for the Company's legacy core OTC brands were 3.2% and 5.7% higher than the prior year's comparable quarter and nine month periods, respectively, representing the sixth consecutive quarter of organic growth, excluding acquisitions.

Operating income for the third quarter of fiscal 2012 was $23.6 million, 81.4% higher than the prior year's comparable quarter of $13.0 million. Operating income for the first nine months of fiscal 2012 was $80.3 million, 39.5% higher than the prior year's comparable period of $57.5 million. These increases include the impact of the acquisitions completed in fiscal 2011, as well as expenses related to the acquisition of the brands from GSK.

Income from continuing operations for the third quarter of fiscal 2012 was $9.5 million, compared to $2.1 million in the prior year's comparable quarter. The current and prior year's fiscal third quarters were impacted by acquisition-related costs of $3.0 million and $8.2 million, respectively, net of tax of $1.9 million and $3.1 million, respectively. Excluding the impact of these charges, income from continuing operations for the third quarter of fiscal 2012 would have been $12.5 million, 21.5% higher than the prior year's comparable quarter of $10.3 million. Income from continuing operations for the first nine months of fiscal 2012 was $37.2 million, 63.5% higher than the prior year's comparable period of $22.8 million.

The current fiscal nine month period included the net impact of the $3.0 million of GSK acquisition-related costs, which was largely offset by a net gain associated with a legal settlement, and other net costs totaling approximately $2.9 million. The prior year's fiscal nine month period included the net impact of the $8.2 million Blacksmith acquisition-related costs. Excluding the impact of these charges, income from continuing operations for the first nine months of fiscal 2012 would have been $37.3 million, 20.7% higher than the prior year's comparable quarter of $30.9 million.

Reported net income for the third quarter of fiscal 2012 was $9.5 million, or $0.19 per diluted share, 336.6% higher than the prior year's comparable quarter of $2.2 million, or $0.04 per diluted share. Excluding the costs mentioned above in each of the respective periods, net income for the current third fiscal quarter would have been $12.5 million, or EPS of $0.25, compared to $10.3 million in the prior year's comparable quarter, or EPS of $0.21.

Reported net income for the first nine months of fiscal 2012 was $37.2 million, or 63.2% higher than the prior year's comparable period of $22.8 million. Excluding the amounts mentioned above in each of the respective periods, net income would have been $37.3 million for the first nine months of fiscal 2012, compared to $30.9 million in the prior fiscal year period. Excluding the costs referenced above, earnings per diluted share would have been $0.74 for the first nine months of fiscal 2012 compared to $0.62 in the prior year's nine month period, an increase of

19.4%.

Subsequent To The Close of the Quarter

On January 31, 2012, the Company completed the acquisition of fifteen of the seventeen OTC brands it agreed to purchase from GlaxoSmithKline(GSK), previously announced on December 20, 2011. The acquisition of the remaining two brands from GSK is expected to be completed during the first half of the year. The purchase price for the acquisition (inclusive of inventory) was $615 million, subject to a customary post-closing inventory adjustment. On January 31, 2012, to fund the acquisition, the Company completed the financing of additional bond and bank debt of $250 million and $660 million, respectively, the repayment of existing senior secured credit facilities and the payment of related transaction expenses. The acquisition of the GSK brands is the largest in the Company's history and a major step toward its commitment to its long-term OTC strategy.

Commentary and Outlook

Matthew M. Mannelly, CEO, commented, “We are pleased with our third quarter results, which reflect the successful execution of our stated strategy of core OTC growth combined with value-added acquisitions. We registered strong growth from our nine core OTC brands, resulting in solid market share gains across these categories. Both the Little Remedies® brand and the PediaCare® brand, which we acquired last year, experienced impressive revenue and share gains for both the quarter and the nine month year over year periods, despite a very soft cough/cold season. In addition, our diversified portfolio of OTC brands and platforms helped offset the headwinds of a tough cough/cold season," he said.

“Our disciplined approach to creating shareholder value continues to strategically transform the Company. The purchase of the seventeen well-known consumer brands from GSK represents the largest acquisition in our history. The brands are an excellent strategic and operational fit for Prestige, adding two new platforms and four new core brands to our business. They are well-aligned with our operating model, requiring limited incremental overhead, and are highly cash generative. We are confident we can rapidly transition these brands into our portfolio based on our track record of successful integration of previous acquisitions. Prestige's industry-leading Free Cash Flow will help us rapidly delever," he said.

"Our outlook for Q4 is one of cautious optimism given the challenging economic and retail environment, as well as the overall incident level of the cough/cold season to date. The GSK acquisition is expected to add approximately $30 million to our fourth quarter revenue and be neutral to EPS, excluding transaction-related and integration costs," he said.

Results by Segment

OTC Healthcare

Net revenues for the OTC Healthcare segment in the third quarter of fiscal 2012 were $84.9 million, or 25.9% higher than the prior year third quarter of $67.5 million. The revenue increase in the OTC Healthcare segment was led by strong sales of Little Remedies®, and The Doctor's®. In the third quarter of fiscal 2012, the five legacy core OTC brands increased 3.2% compared to the same period in the prior year and represents the sixth consecutive quarter of organic revenue increases for the Company's five legacy core OTC brands.

Net revenues for the OTC Healthcare segment in the nine month period of fiscal 2012 were $235.3 million, or 44.3% higher than the prior year's comparable period of $163.0 million. The increase in revenues is primarily due to revenues from the acquired Blacksmith brands and Dramamine®, and also to higher revenues from our five legacy core OTC brands, which benefited from increased advertising and promotional expenditures.

Household Cleaning

Net revenues for the Household Cleaning segment were $21.3 million for the third quarter of fiscal 2012, 7.8% lower than the prior year's comparable quarter of $23.1 million. Net revenues for the Household Cleaning segment were $71.8 million for the first nine months of fiscal 2012, 6.9% lower than the prior year's comparable nine month period of $77.1 million. This segment continues to be impacted by a difficult retail environment for household cleaning products. For both the third fiscal quarter and the nine month periods, lower sales of Comet® cleanser were partially offset by increased demand for Spic and Span®.

Free Cash Flow and Debt

Free Cash Flow is a "non-GAAP financial measure" and is presented here because management believes it is a commonly used measure of liquidity, indicative of cash available for debt repayment and acquisitions. Non-GAAP Free Cash Flow is defined and reconciled to GAAP Net Cash Provided by Operating Activities in the section entitled, “About Non-GAAP Financial Measures” below. The Company's Free Cash Flow for the third fiscal quarter ended December 31, 2011 was $14.5 million, a decrease of $4.2 million over the prior year's comparable quarter Free Cash Flow of $18.7 million. The Company's Free Cash Flow for the nine month period of fiscal 2012 was $47.6 million, a decrease of $13.6 million over the prior year comparable nine month period's Free Cash Flow of $61.2 million. The decrease in Free Cash Flow is primarily due to higher working capital usage, largely offset by the increased company performance primarily resulting from the acquisitions of Blacksmith Brands and Dramamine® as well as the growth of the legacy core OTC brands.

Total indebtedness at December 31, 2011 was $434.0 million, reflecting debt repayments of $58.0 million in the nine month period of the current fiscal year. At December 31, 2011, we had $40.0 million available for borrowing under our revolving credit facility and $4.4 million of cash on hand.

Conference Call and Accompanying Slide Presentation

The Company will host a conference call to review its third quarter results on February 9, 2012 at 8:30 am EST. The toll-free dial-in numbers are 866-700-7477 within North America and 617-213-8840 outside of North America. The conference pass code is "prestige". The Company will provide a live internet webcast, a slide presentation to accompany the call, as well as an archived replay, all of which can be accessed from the Company's Investor Relations page of http://prestigebrands.com. The slide presentation can be accessed just before the call from the Investor Relations page of the website by clicking on Webcasts and Presentations. Telephonic replays will be available for two weeks following the completion of the call and can be accessed at 888-286-8010 within North America and at 617-801-6888 from outside North America. The pass code is 71452751.

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. Core brands now include 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 treatment, BC® and Goody's® analgesics, Gaviscon® antacid and Beano® gas treatment.

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 "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. Forward-looking statements in this news release include, without limitation, statements regarding the impact of the acquired GSK brands on our operating results and financial condition, our ability to integrate and develop the brands that we acquired during fiscal year 2011 and 2012, A&P spending, and our outlook and plans for the markets in which we compete, including the severity of the cough/cold season. These statements are based on management's estimates and assumptions with respect to future events and financial performance and are believed to be reasonable, although they 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 per share data)	Three Months Ended December 31, 2011	Three Months Ended December 31, 2010	Nine Months Ended December 31, 2011	Nine Months Ended December 31, 2010
Revenues				
Net sales	$ 105,799	$ 90,077	$ 304,678	$ 238,086
Other revenues	451	531	2,411	2,061
Total revenues	106,250	90,608	307,089	240,147
Cost of Sales				
Cost of sales (exclusive of depreciation shown below)	51,128	46,596	148,193	115,574
Gross profit	55,122	44,012	158,896	124,573
Operating Expenses				
Advertising and promotion	15,274	13,049	38,580	28,775
General and administrative	13,655	15,426	32,366	30,941
Depreciation and amortization	2,563	2,513	7,683	7,336
Total operating expenses	31,492	30,988	78,629	67,052
Operating income	23,630	13,024	80,267	57,521
Other (income) expense				
Interest income	(1)	—	(4)	—
Interest expense	8,117	7,674	24,977	18,508
Gain on settlement	—	—	(5,063)	—
Loss on extinguishment of debt	—	—	—	300
Total other expense	8,116	7,674	19,910	18,808
Income from continuing operations before income taxes	15,514	5,350	60,357	38,713
Provision for income taxes	6,004	3,204	23,130	15,948
Income from continuing operations	9,510	2,146	37,227	22,765
Discontinued Operations				
Income from discontinued operations, net of income tax	—	32	—	591
Loss on sale of discontinued operations, net of income tax	—	—	—	(550)
Net income	$ 9,510	$ 2,178	$ 37,227	$ 22,806
Basic earnings per share:				
Income from continuing operations	$ 0.19	$ 0.04	$ 0.74	$ 0.46
Income from discontinued operations and loss on sale of discontinued operations	—	—	—	—
Net income	$ 0.19	$ 0.04	$ 0.74	$ 0.46
Diluted earnings per share:				
Income from continuing operations	$ 0.19	$ 0.04	$ 0.73	$ 0.45
Income from discontinued operations and loss on sale of discontinued operations	—	—	—	—
Net income	$ 0.19	$ 0.04	$ 0.73	$ 0.45
Weighted average shares outstanding:				
Basic	50,307	50,085	50,256	50,059
Diluted	50,684	50,533	50,667	50,260

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

(In thousands) **Assets**	**December 31, 2011**	**March 31, 2011**
Current assets		
Cash and cash equivalents	$ 4,439	$ 13,334
Accounts receivable, net	50,163	44,393
Inventories	43,579	39,751
Deferred income tax assets	5,540	5,292
Prepaid expenses and other current assets	2,162	4,812
Total current assets	105,883	107,582
Property and equipment, net	1,238	1,444
Goodwill	153,696	154,896
Intangible assets, net	779,242	786,361
Other long-term assets	5,788	6,635
Total Assets	$ 1,045,847	$ 1,056,918
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 23,977	$ 21,615
Accrued interest payable	5,181	10,313
Other accrued liabilities	23,905	22,280
Total current liabilities	53,063	54,208
Long-term debt		
Principal amount	434,000	492,000
Less unamortized discount	(4,368)	(5,055)
Long-term debt, net of unamortized discount	429,632	486,945
Deferred income tax liabilities	161,502	153,933
Total Liabilities	644,197	695,086
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 - 50,433 shares at December 31, 2011 and 50,276 shares at March 31, 2011	504	503
Additional paid-in capital	390,863	387,932
Treasury stock, at cost - 181 shares at December 31, 2011 and 160 shares at March 31, 2011	(687)	(416)
Accumulated other comprehensive loss, net of tax	(70)	—
Retained earnings (accumulated deficit)	11,040	(26,187)
Total Stockholders' Equity	401,650	361,832
Total Liabilities and Stockholders' Equity	$ 1,045,847	$ 1,056,918

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

	Nine Months Ended December 31,	
(In thousands)	**2011**	**2010**
Operating Activities		
Net income	$ 37,227	$ 22,806
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	7,683	7,565
Loss on sale of discontinued operations	—	890
Deferred income taxes	7,321	5,591
Amortization of deferred financing costs	847	767
Stock-based compensation costs	2,360	2,751
Loss on extinguishment of debt	—	300
Amortization of debt discount	687	480
Loss on disposal of equipment	—	131
Changes in operating assets and liabilities		
Accounts receivable	(5,816)	7,330
Inventories	(3,850)	2,814
Inventories held for sale	—	1,114
Prepaid expenses and other current assets	2,650	3,166
Accounts payable	2,392	(1,054)
Accrued liabilities	(3,508)	7,008
Net cash provided by operating activities	47,993	61,659
Investing Activities		
Purchases of equipment	(358)	(405)
Proceeds from sale of discontinued operations	—	4,122
Acquisition of Blacksmith, net of cash acquired	—	(202,044)
Proceeds from escrow of Blacksmith acquisition	1,200	—
Net cash provided by (used in) investing activities	842	(198,327)
Financing Activities		
Proceeds from issuance of Senior Notes	—	100,250
Proceeds from issuance of Senior Term Loan	—	112,936
Payment of deferred financing costs	—	(648)
Repayment of long-term debt	(58,000)	(33,587)
Proceeds from exercise of stock options	572	150
Shares surrendered as payment of tax withholding	(271)	(264)
Net cash (used in) provided by financing activities	(57,699)	178,837
Effects of exchange rate changes on cash and cash equivalents	(31)	—
(Decrease) increase in cash and cash equivalents	(8,895)	42,169
Cash and cash equivalents - beginning of period	13,334	41,097
Cash and cash equivalents - end of period	$ 4,439	$ 83,266
Interest paid	$ 28,503	$ 13,354
Income taxes paid	$ 12,699	$ 4,096

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

	Three Months Ended December 31, 2011		
	OTC Healthcare	Household Cleaning	Consolidated
(In thousands)			
Net sales	$ 84,711	$ 21,088	$ 105,799
Other revenues	195	256	451
Total revenues	84,906	21,344	106,250
Cost of sales	35,329	15,799	51,128
Gross profit	49,577	5,545	55,122
Advertising and promotion	14,170	1,104	15,274
Contribution margin	$ 35,407	$ 4,441	39,848
Other operating expenses			16,218
Operating income			23,630
Other expense			8,116
Provision for income taxes			6,004
Income from continuing operations			9,510
Income from discontinued operations, net of income tax			—
Loss on sale of discontinued operations, net of income tax			—
Net income			$ 9,510

	Three Months Ended December 31, 2010		
	OTC Healthcare	Household Cleaning	Consolidated
(In thousands)			
Net sales	$ 67,287	$ 22,790	$ 90,077
Other revenues	173	358	531
Total revenues	67,460	23,148	90,608
Cost of sales	30,827	15,769	46,596
Gross profit	36,633	7,379	44,012
Advertising and promotion	11,842	1,207	13,049
Contribution margin	$ 24,791	$ 6,172	30,963
Other operating expenses			17,939
Operating income			13,024
Other expense			7,674
Provision for income taxes			3,204
Income from continuing operations			2,146
Income from discontinued operations, net of income tax			32
Loss on sale of discontinued operations, net of income tax			—
Net income			$ 2,178

	Nine Months Ended December 31, 2011		
	OTC Healthcare	Household Cleaning	Consolidated
(In thousands)			
Net sales	$ 234,712	$ 69,966	$ 304,678
Other revenues	552	1,859	2,411
Total revenues	235,264	71,825	307,089
Cost of sales	97,198	50,995	148,193
Gross profit	138,066	20,830	158,896
Advertising and promotion	34,746	3,834	38,580
Contribution margin	$ 103,320	$ 16,996	120,316
Other operating expenses			40,049
Operating income			80,267
Other expense			19,910
Provision for income taxes			23,130
Income from continuing operations			37,227
Income from discontinued operations, net of income tax			—
Loss on sale of discontinued operations, net of income tax			—
Net income			$ 37,227

	Nine Months Ended December 31, 2010		
	OTC Healthcare	Household Cleaning	Consolidated
(In thousands)			
Net sales	$ 162,652	$ 75,434	$ 238,086
Other revenues	368	1,693	2,061
Total revenues	163,020	77,127	240,147
Cost of sales	64,477	51,097	115,574
Gross profit	98,543	26,030	124,573
Advertising and promotion	23,918	4,857	28,775
Contribution margin	$ 74,625	$ 21,173	95,798
Other operating expenses			38,277
Operating income			57,521
Other expense			18,808
Provision for income taxes			15,948
Income from continuing operations			22,765
Income from discontinued operations, net of income tax			591
Loss on sale of discontinued operations, net of income tax			(550)
Net income			$ 22,806

About Non-GAAP Financial Measures

We define Non-GAAP EBITDA as earnings before interest expense (income), income taxes, depreciation and amortization, income or loss from discontinued operations or the sale thereof and Non-GAAP Adjusted EBITDA as earnings before interest expense (income), income taxes, depreciation and amortization, income or loss from discontinued operations and the sale thereof, gain on settlement, certain other legal and professional fees and acquisition-related costs. We define Non-GAAP Adjusted Income from Continuing Operations as Income from Continuing Operations before incremental interest expense to finance future acquisitions, gain on settlement, certain other legal and professional fees, acquisition-related costs, the applicable tax impacts associated with these items and the tax impacts of state tax rate adjustments and other non-deductible items. We define Non-GAAP Adjusted Net Income as Net Income before gain on settlement, certain other legal and professional fees, acquisition-related costs, income or loss from discontinued operations and the sale thereof, loss on extinguishment of debt, the applicable tax impacts associated with these items and the tax impacts of state tax rate adjustments and other non-deductible items. We define Non-GAAP Free Cash Flow as net cash provided by operating activities less cash paid for capital expenditures. Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Net Income and Non-GAAP Free Cash Flow may not be comparable to similarly titled measures reported by other companies.

We are presenting Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Income from Continuing Operations, Non-GAAP Adjusted Net Income and Non-GAAP Free Cash Flow because they provide a additional ways to view our operations, when considered with both our GAAP results and the reconciliation to net income and net cash provided by operating activities, respectively, which we believe provide a more complete understanding of our business than could be obtained absent this disclosure. Each of Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Income from Continuing Operations, Non-GAAP Adjusted Net Income and Non-GAAP Free Cash Flow is presented solely as a supplemental disclosure because: (i) we believe it is a useful tool for investors to assess the operating performance of the business without the effect of these items; (ii) we believe that investors will find this data useful in assessing our ability to pursue acquisitions or service or incur indebtedness; and (iii) we use Non-GAAP EBITDA/Non-GAAP Adjusted EBITDA and Non-GAAP Adjusted Net Income internally to evaluate the performance of our personnel and also as a benchmark to evaluate our operating performance or compare our performance to that of our competitors. The use of Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Income from Continuing Operations, Non-GAAP Adjusted Net Income and Non-GAAP Free Cash Flow has limitations and you should not consider these measures in isolation from or as an alternative to GAAP measures such as operating income, income from continuing operations, net income, and net cash flow provided by operating activities, or cash flow statement data prepared in accordance with GAAP, or as a measure of profitability or liquidity.

The following tables set forth the reconciliation of Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Income from Continuing Operations, Non-GAAP Adjusted Net Income and Non-GAAP Free Cash Flow, all of which are non-GAAP financial measures, to GAAP net income and GAAP net cash provided by operating activities, respectively, our most directly comparable financial measures presented in accordance with GAAP.

Reconciliation of GAAP Net Income to Non-GAAP Adjusted EBITDA:

	Three Months Ended December 31, 2011	Three Months Ended December 31, 2010
(In thousands)		
GAAP Net Income	$ 9,510	$ 2,178
Income from discontinued operations	—	(32)
Interest Expense, net	8,116	7,674
Income tax provision	6,004	3,204
Depreciation and amortization	2,563	2,513
Non-GAAP EBITDA:	26,193	15,537
Adjustments:		
Inventory step-up charges associated with acquisitions	—	3,544
Legal and professional fees associated with acquisitions	4,890	6,927
Total adjustments	4,890	10,471
Non-GAAP Adjusted EBITDA	$ 31,083	$ 26,008

	Nine Months Ended December 31, 2011	Nine Months Ended December 31, 2010
(In thousands)		
GAAP Net Income	$ 37,227	$ 22,806
Income from discontinued operations	—	(591)
Loss on sale of discontinued operations	—	550
Interest Expense, net	24,973	18,508
Income tax provision	23,130	15,948
Depreciation and amortization	7,683	7,336
Non-GAAP EBITDA:	93,013	64,557
Adjustments:		
Gain on settlement	(5,063)	—
Inventory step-up charges associated with acquisitions	—	3,544
Legal and professional fees associated with acquisitions	5,665	6,927
Loss on extinguishment of debt	—	300
Total adjustments	602	10,771
Non-GAAP Adjusted EBITDA	$ 93,615	$ 75,328

Reconciliation of GAAP Income from Continuing Operations to Non-GAAP Adjusted Income from Continuing Operations:

	Three Months Ended December 31, 2011	Three Months Ended December 31, 2010
(In thousands)		
GAAP Income from Continuing Operations	$ 9,510	$ 2,146
Adjustments:		
Incremental interest expense to finance Dramamine	—	800
Inventory step-up charges associated with acquisitions	—	3,544
Acquisition related costs	4,890	6,927
Tax impact of adjustments	(1,892)	(3,119)
Total adjustments	2,998	8,152
Non-GAAP Adjusted Income from Continuing Operations	$ 12,508	$ 10,298

	Nine Months Ended December 31,	
	2011	2010
(In thousands)		
GAAP Income from Continuing Operations	$ 37,227	$ 22,765
Adjustments:		
Incremental interest expense to finance Dramamine	—	800
Inventory step-up charges associated with acquisitions	—	3,544
Gain on settlement	(5,063)	—
Acquisition related costs	5,665	6,927
Tax impact of adjustments	(275)	(3,119)
Tax impact of state rate adjustments and other non-deductible items	(237)	—
Total adjustments	90	8,152
Non-GAAP Adjusted Income from Continuing Operations	$ 37,317	$ 30,917

Reconciliation of GAAP Net Income to Non-GAAP Adjusted Net Income and related Diluted Earnings Per Share:

	Three Months Ended December 31,			
	2011	2011 Diluted EPS	2010	2010 Diluted EPS
(In thousands)				
GAAP Net Income	$ 9,510	$ 0.19	$ 2,178	$ 0.04
Adjustments:				
Income from discontinued operations	—	—	(32)	—
Incremental interest expense to finance Dramamine	—	—	800	0.02
Inventory step-up charge associated with acquisitions	—	—	3,544	0.07
Legal and professional fees associated with acquisitions	4,890	0.10	6,927	0.14
Tax impact of adjustments	(1,892)	(0.04)	(3,119)	(0.06)
Total adjustments	2,998	0.06	8,120	0.17
Non-GAAP Adjusted Net Income and Adjusted EPS	$ 12,508	$ 0.25	$ 10,298	$ 0.21

	Nine Months Ended December 31,			
	2011	2011 Diluted EPS	2010	2010 Diluted EPS
(In thousands)				
GAAP Net Income	$ 37,227	$ 0.73	$ 22,806	$ 0.45
Adjustments:				
Income from discontinued operations	—	—	(591)	(0.01)
Loss on sale of discontinued operations	—	—	550	0.01
Gain on settlement	(5,063)	(0.10)	—	—
Incremental interest expense to finance Dramamine	—	—	800	0.02
Inventory step-up charge associated with acquisitions	—	—	3,544	0.07
Legal and professional fees associated with acquisitions	5,665	0.11	6,927	0.14
Tax impact of adjustments	(275)	—	(3,119)	(0.06)
Tax impact of state rate adjustments and other non-deductible items	(237)	—	—	—
Total adjustments	90	0.01	8,111	0.17
Non-GAAP Adjusted Net Income and Adjusted EPS	$ 37,317	$ 0.74	$ 30,917	$ 0.62

Reconciliation of GAAP Net Cash Provided by Operating Activities to Non-GAAP Free Cash Flow:

	Three Months Ended December 31,	
	2011	2010
(In thousands)		
GAAP Net cash provided by operating activities	$ 14,527	$ 18,842
Additions to property and equipment for cash	(51)	(151)
Non-GAAP Free Cash Flow	$ 14,476	$ 18,691

	Nine Months Ended December 31,	
	2011	2010
(In thousands)		
GAAP Net cash provided by operating activities	$ 47,993	$ 61,659
Additions to property and equipment for cash	(358)	(405)
Non-GAAP Free Cash Flow	$ 47,635	$ 61,254

Exhibit 99.2

PrestigeBrands

Review of Third Quarter F'12 Results

Matthew M. Mannelly, CEO
Ronald M. Lombardi, CFO

February 9, 2012

Safe Harbor Disclosure

This presentation contains certain "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, such as statements about the Company's acquisition strategy, ability to integrate acquisitions, the impact of acquisitions on the company's operating results and financial condition, the company's ability to repay debt, growth strategies, investments in advertising and promotion, market position, product introductions and innovations, and future financial performance. Words such as "continue," "will," "believe," "intend," "expect," "anticipate," "plan," "potential," "estimate," "may," "should," "could," "would," and similar expressions identify forward-looking statements. Such forward-looking statements represent the Company's expectations and beliefs and involve a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include, among others, the failure to successfully commercialize new and enhanced products or integrate new product acquisitions, the effectiveness of the Company's advertising and promotions investments, continuing decline in the household cleaning products market, the severity of the cold/cough season, the effectiveness of the Company's marketing and distribution infrastructure, and other risks set forth in Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended March 31, 2011. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Except to the extent required by applicable securities laws, the Company undertakes no obligation to update any forward-looking statement contained herein, whether as a result of new information, future events, or otherwise.

PrestigeBrands

Third Quarter Highlights

- Solid financial performance for Q3
  - Q3 revenue of $106.3 million, up 17.3%, or $15.7 million over the prior year comparable quarter
  - Revenue growth of over 3% for Core OTC brands in the aggregate, the sixth consecutive quarter of growth
  - EPS, excluding adjustments(1) , was $0.25 compared to the prior year's $0.21, up 19%
  - FCF of $14.5 million(2) – Debt reduced by $18.0 million
- Core OTC strategy continues to deliver
  - Core OTC brands continue to outgrow categories in consumption and gain market share
  - Strong performance despite challenging cough/cold season
- Subsequent to the close of Q3
  - The largest acquisition in PBH history – 15 brands from GSK, closed on January 31, 2012
  - Completed financing of additional bond & bank debt of $250 and $660 million ,respectively, to fund the acquisition of the GSK brands and expenses
  - Moody's and S&P ratings remain unchanged

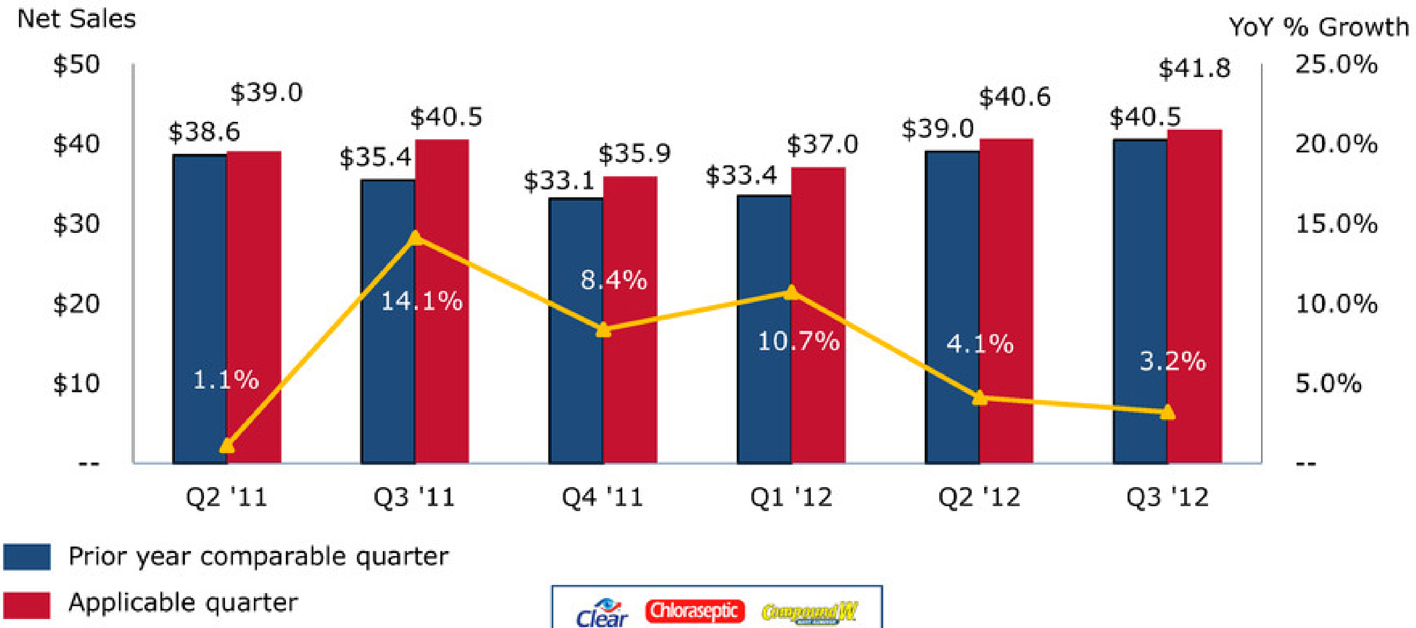
(1) These adjustments are non – GAAP and are included in the reconciliation in our earnings release in the "About Non-GAAP Financial Measures" section.

(2) Free Cash Flow is a non-GAAP financial measure and is reconciled to GAAP Net Cash provided by operating activities in our earnings release in the "About Non-GAAP Financial Measures" section.

PrestigeBrands

Delivering Consistent Organic Core OTC Growth In a Challenging Environment

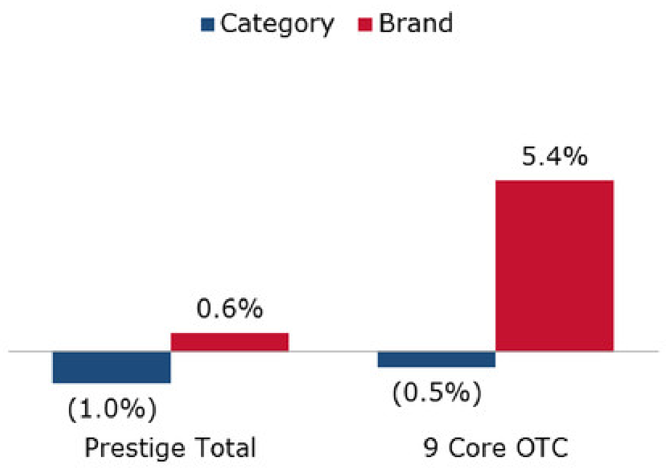
Six Straight Quarters of Organic Core OTC Growth Excluding Acquisitions



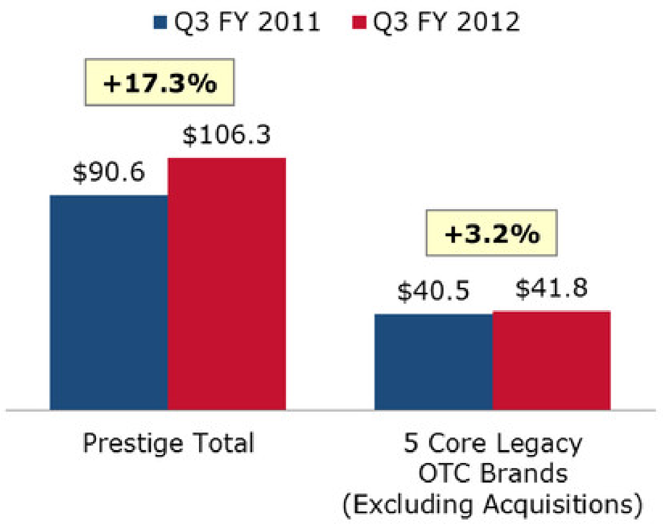
Dollar values in millions

Driving Consumption That Has Consistently Exceeded The Categories, Leading to Solid Company Sales Growth

Consumption Growth

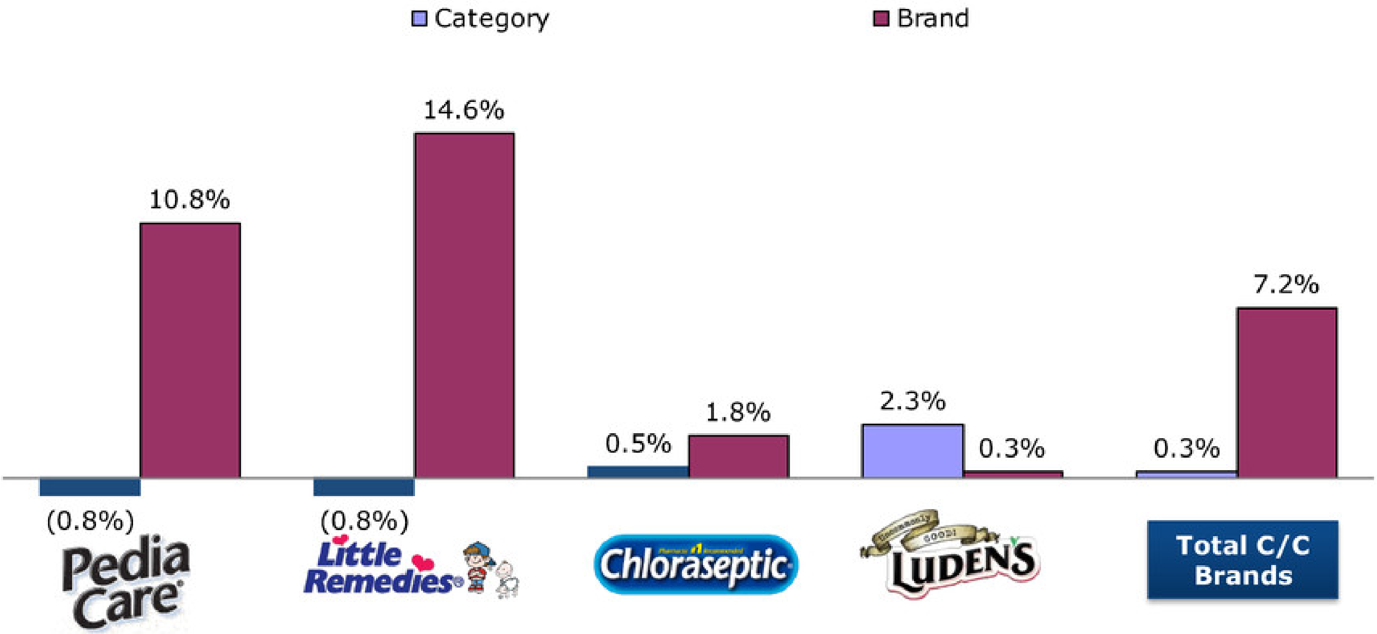


Net Sales / % Growth



Dollar values in millions
Notes: Consumption is based on IRI (FDM) for 12 week period ending December 25, 2011.

PBH Cough/Cold Brands: Strong Performance +7.2%[1] Despite Soft Start To Cough/Cold Season (-6.5%)[2]



(1) Based on IRI Consumption Data (FDM) for the 12 week period ending December 25, 2011.
(2) Source: FAN National 2011-2012 Weekly % Change vs. Same Week Last Year: Total, Adult & Pediatric.

PrestigeBrands

Little Remedies: Portrait of a Brand On The Move

Tag Line: "Everything Kids Need And Nothing They Don't"

Little Remedies®
Everything they need. Nothing they don't™

Target Audience: Parents and caregivers who prefer products with no artificial ingredients

Consumption: Up almost 15% for Q3 and 39% fiscal YTD(1)

Media & Marketing Tools Used:

Consumer Print Advertising

american baby
parenting

Professional Advertising

WebMD
Better information. Better health.

Digital Marketing

facebook
iVillage

Point Of Purchase Displays

(1) Based on IRI Consumption Data (FDM) for the 12 week period ending December 25, 2011.

PrestigeBrands

Luden's: Over 100 Years Old And Still Young

Tag Line: "Surprisingly soothing. Simply delicious."

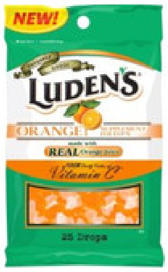
Target Audience: Sufferers of minor throat irritation, all ages

Consumption: Up slightly for the period and almost 7% YTD(1)

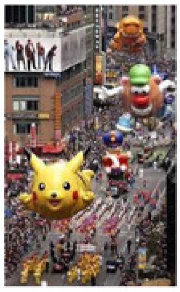
Media & Marketing Tools Used:

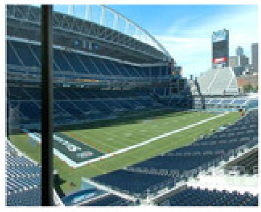
Print Ads

Mobile App. Game



Sampling





(1) Based on IRI Consumption Data (FDM) for the 12 week period ending December 25, 2011.

Household Stabilizing Effort Includes New Product Introductions in Q4

Introducing New Comet Stainless Steel Cleaners!

- Today's homes and consumers need specialty cleaners
- Available in Cream, Powder and Spray for multi-surface cleaning
- Increases Comet shelf position and importance to retailers

PrestigeBrands

The Transformed Prestige Began February 1, 2012

- OTC Portfolio Sales have grown from $200M to $500M and increased from 57% to 85% of total Sales in the last two years: by mid 2012, we will have 13 Core OTC Brands and two new scale OTC platforms.
- The Transformed Prestige:
  - We are stronger, more diverse in our OTC businesses
  - More innovative in new product development
  - More creative in our marketing and advertising investments
  - And more in touch with our consumers and retail customers than ever before
- Our Balance Sheet is strong; our Free Cash Flow(1) is robust.
- Our disciplined strategy to create long-term shareholder value is working: drive core OTC organic growth, focus on OTC M&A activity, and strategically manage our portfolio.
- Timely and seamless integration of GSK brands is bolstered by our past experience in transitioning acquisitions into our organization
- We are pleased with Q3 results, and remain cautiously optimistic for Q4 given the current economic climate and the soft cough / cold season to date.
- The GSK acquisition is expected to add ~$30M in Revenues and be EPS neutral in Q4, excluding adjustments(2)
  - Q4 and Q1 transition period for Sales and A&P execution move to PBH.

PrestigeBrands

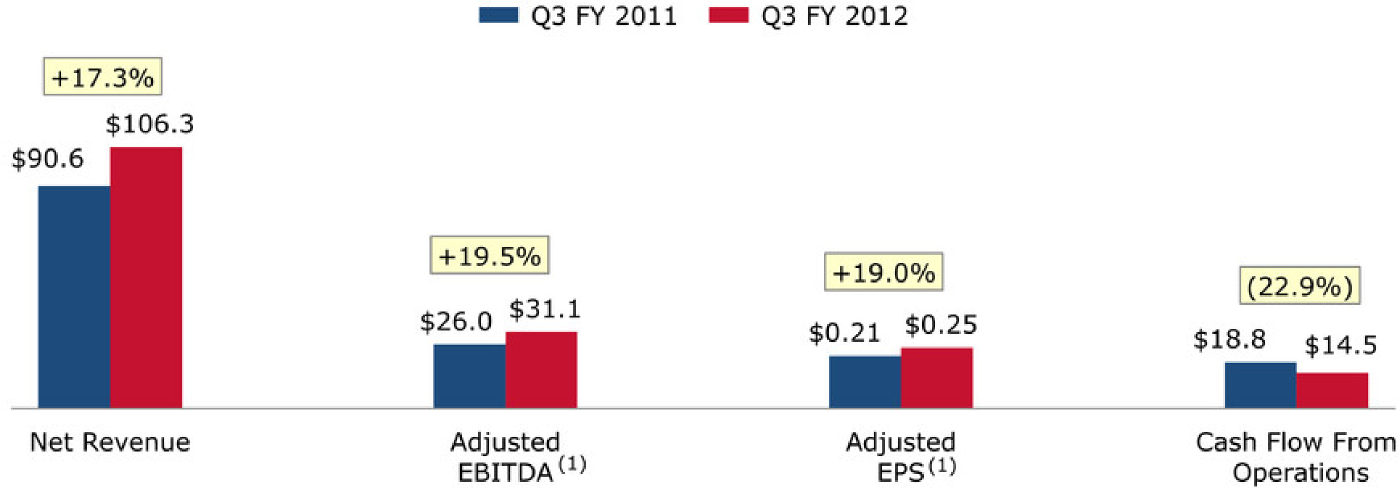
(1) Refer to note 2 on page 3 related to non-GAAP Free Cash Flow.
(2) Refer to note 1 on page 3 related to non-GAAP adjustments.

Financial Overview

Ronald M. Lombardi, CFO

Consistent Financial Performance

- A&P investment behind core OTC brands driving share and revenue gains. Beginning to "comp" Blacksmith acquisition.
- Revenue gains driving Net Income and EPS growth.
- Consistent cash flow from operations, with prior year favorably impacted by the Blacksmith acquisition.



Dollar values in millions, except per share data

(1) These non-GAAP financial measures are reconciled to their most closely related GAAP financial measures in our earnings release in the "About Non-GAAP Financial Measures" section. Adjusted EPS is also reconciled to reported EPS on Slide 15.

PrestigeBrands

Consolidated Financial Summary

	3 Months Ended Q3 '12	3 Months Ended Q3 '11	% Change
Net Revenue	**$106.3**	**$90.6**	**17.3%**
Gross Profit	55.1	47.6	15.9%
% Margin	*51.9%*	*52.5%*	
A&P	15.3	13.0	17.1%
% of Net Revenue	*14.4%*	*14.4%*	
G&A	8.8	8.5	3.1%
% of Net Revenue	*8.2%*	*9.4%*	
(1) **Adjusted EBITDA**	**31.1**	**26.0**	**19.5%**
% Margin	***29.3%***	***28.7%***	
(1) **Adjusted Net Income**	**$12.5**	**$10.3**	**21.5%**
(1) **Adjusted EPS**	**$0.25**	**$0.21**	**19.0%**
EPS - As Reported	$0.19	$0.04	375.0%

- Net Revenue grew by $15.6 million, or 17.3%, over year ago.
  - 3.2% growth in legacy core OTC.
  - Acquisitions added $16.6 million.
  - Excluding acquisitions, revenues ($1.0 million) as overall OTC gains were offset by a soft start to cough / cold season and lower HH revenue.
- Gross margin was consistent with the previous four quarters and, as expected, below prior year due to the Blacksmith acquisition and HH.
- A&P investment continues to drive growth. G&A is consistent with prior year.
- Adjusted Net Income(1) and Adjusted EPS(1) tracking revenue gains.

Dollar values in millions, except per share data

(1) These non-GAAP financial measures are reconciled to their most closely related GAAP financial measures in our earnings release in the "About Non-GAAP Financial Measures" section. Adjusted Net Income and Adjusted EPS are also reconciled to their reported GAAP amounts on Slide 15.

PrestigeBrands

Consolidated Financial Summary

	9 Months Ended		%
	Q3 '12	Q3 '11	Change
Net Revenue	**$307.1**	**$240.1**	**27.9%**
Gross Profit	158.9	128.1	24.0%
% Margin	*51.7%*	*53.3%*	
A&P	38.6	28.8	34.1%
% of Net Revenue	*12.6%*	*12.0%*	
G&A	26.7	24.0	11.2%
% of Net Revenue	*8.7%*	*10.0%*	
(1) **Adjusted EBITDA**	**93.6**	**75.3**	**24.3%**
% Margin	***30.5%***	***31.4%***	
(1) **Adjusted Net Income**	**$37.3**	**$30.9**	**20.4%**
(1) **Adjusted EPS**	**$0.74**	**$0.62**	**19.4%**
EPS - As Reported	$0.73	$0.45	62.2%

- Net Revenue grew by $67 million, or 27.9%, over year ago.
  - 5.7% growth in legacy core OTC.
  - Acquisitions added $68.7 million.
- As expected, gross margin was 1.6 ppt lower than last year largely due to the impact of the acquired Blacksmith Brands and HH.
- A&P investment continues to drive growth.
- G&A increased $2.7 million due to the impact of acquisitions and headcount additions to support growth.
- Adjusted Net Income(1). increased by 20.4% after certain adjustments(2).

Dollar values in millions, except per share data

(1) These non-GAAP financial measures are reconciled to their most closely related GAAP financial measures in our earnings release in the "About Non-GAAP Financial Measures" section. Adjusted Net Income and Adjusted EPS are also reconciled to their reported GAAP amounts on Slide 15.

(2) Refer to note 1 on page 3 related to non-GAAP adjustments.

PrestigeBrands

Net Income and EPS Reconciliation

	3 Months Ended Q3 FY 2012		9 Months Ended Q3 FY 2012	
	Net Income	EPS	Net Income	EPS
(1) **Q3 FY 2012 Adjusted**	**$12.5**	**$0.25**	**$37.3**	**$0.74**
(2) Adjustments:				
Lawsuit Settlement net of Professional Fees	--	--	4.3	0.08
Acquisition Related Costs	(4.9)	(0.10)	(4.9)	(0.10)
Tax Impact of Adjustments	1.9	0.04	0.3	0.01
Tax Rate Adjustment	--	--	0.2	0.00
Total Adjustments	(3.0)	(0.06)	(0.1)	(0.01)
Q3 FY 2012 As Reported	**$9.5**	**$0.19**	**$37.2**	**$0.73**

Dollar values in millions, except per share data

(1) These non-GAAP financial measures are being reconciled to their most closely related GAAP financial measures. For further information about non-GAAP financial measures, refer to our earnings release in the "About Non-GAAP Financial Measures" section.

(2) Refer to note 1 on page 3 related to non-GAAP adjustments.

PrestigeBrands

Prestige Strength: Cash Flow from Operations

	3 Months Ended		9 Months Ended	
	Q3 '12	Q3 '11	Q3 '12	Q3 '11
Net Income	$9.5	$2.2	$37.2	$22.8
Depreciation & Amortization	2.6	2.5	7.7	7.6
Other Non-Cash Operating Items	2.5	1.8	11.2	10.9
Working Capital	(0.1)	12.3	(8.1)	20.4
Cash Flow from Operations	**$14.5**	**$18.8**	**$48.0**	**$61.7**

- Quarterly and Year-to-Date Cash Flow From Operations are impacted by this year's higher sales volumes and the impact of the Blacksmith acquisition on the prior year's results.

Debt Profile & Covenant Compliance:

- Total Indebtedness at 12/31/11, $434 million, reflects a Q3 pay down of $18.0 million and $58.0 million for the year to date.
- The company is compliant with all covenant requirements.

Dollar values in millions

PrestigeBrands

PBH Purchases OTC Brands from GSK

PrestigeBrands

GSK Transaction Strengthens Prestige's Strategic and Financial Profile

Strategic	▪ Strengthens Core OTC by adding new brands and category depth ▪ Reduces sensitivity to seasonality of Cough/Cold brands ▪ OTC now represents 85% of sales and 90% of contribution
Financial	▪ Accretive to gross margins and EBITDA margins ▪ Increases A&P support with focus on Core brands ▪ Highly cash generative and accretive to free cash flow

PrestigeBrands

GSK Transaction Adds Four Core Brands That Strengthen Prestige's Existing Platforms

		% of PF Revenue:
Analgesics	BC Goody's ★, Ecotrin, Stanback Headache Powders, Percogesic	**17%**
Cough & Cold	Little Remedies, Chloraseptic, Pedia Care, Luden's, Chap-et Lip Balm	**17%**
GI	beano ★, Dramamine, Fiber Choice, Gaviscon ★, Tagamet, PhaZyme	**14%**
Eye & Ear Care	Clear eyes, Debrox ★, Murine	**14%**
Dermatologicals	Compound W Wart Remover, new-skin Liquid Bandage, Dermoplast	**9%**
Oral Care	The Doctor's, Efferdent Anti-Bacterial Denture Cleanser, Effergrip Denture Adhesive Cream, Gly-Oxide	**8%**
Sleep Aids	Sominex, Sleep-eze D	**1%**

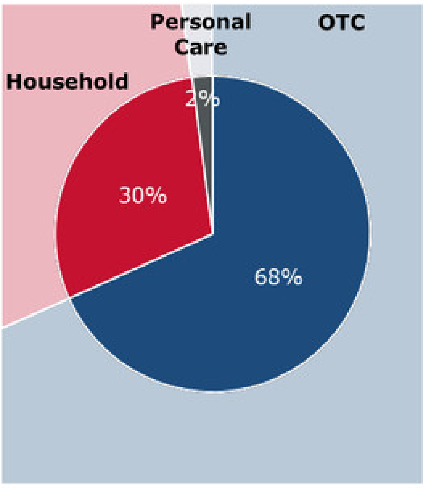
★ = New Core Brand

Note: The remaining 20% of sales is comprised of Household (including Comet) and other brands.

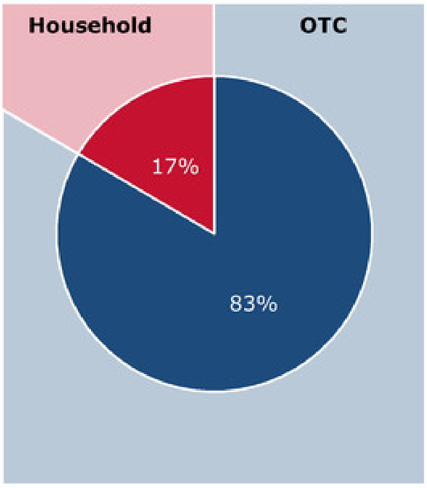
PrestigeBrands

Acquisitions Transform PBH; 90% of Contribution Margin Now From OTC

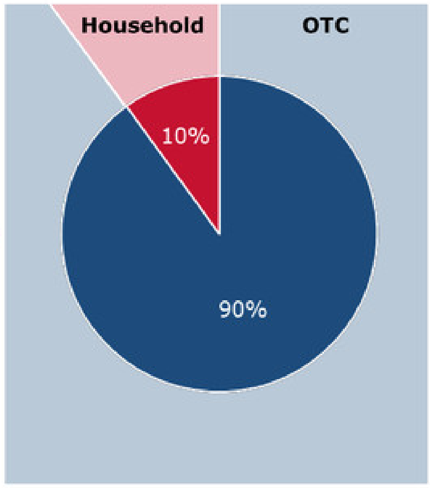
PrestigeBrands



PrestigeBrands + Blacksmith Brands + Dramamine



PrestigeBrands + GSK Brands



PrestigeBrands

GSK Transaction Creates a Larger, More Diversified and Competitive Business

	Pre-Transaction		Post-Transaction
Revenues	~$400	→	**~$600**
Key Category Platforms	4	→	**6**
Core Brands	9	→	**13**
A&P Spending	~12%	→	**~14%**
Margins	~32%	→	**~35%**
Cash Flow from Operations	~$75 MM	→	**~$ 110 MM**

Dollar values in millions

PrestigeBrands

Four New Core Brands

- BC/Goody's - Headache Powders & Pain Relievers
  - Unique 80 year southern heritage with ~ 16% share in Southern market
  - #1 share of powdered aspirin segment
  - Rivalry ad campaign driven by heavy radio support in southern markets; Richard Petty and Trace Adkins; NASCAR sponsor
  - Strong C store presence – The Number 1 OTC products sold in Southern C stores
  - Opportunities: distribution, new products, promotion

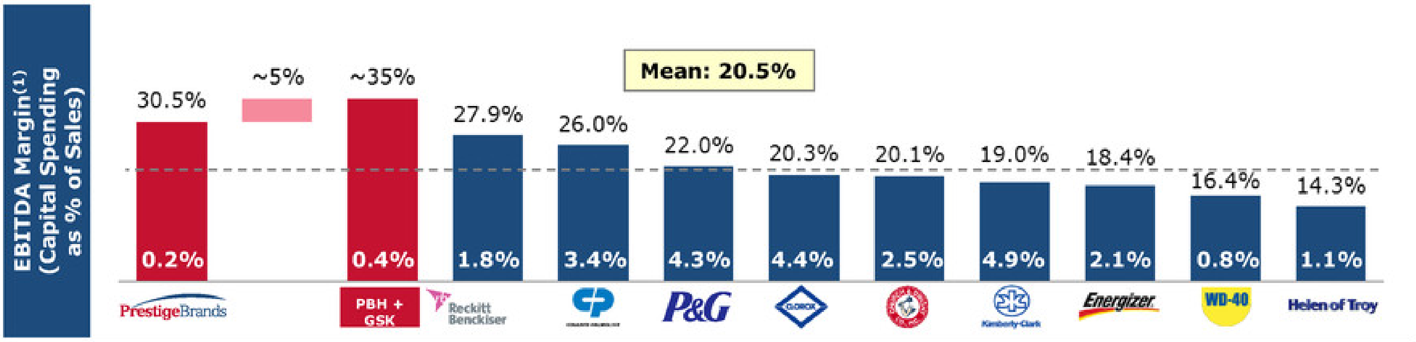
- Beano - Gas Prevention
  - 85% share of growing gas prevention segment
  - Unique oral meltaway tablet
  - Opportunities: focus on prevention, innovation, distribution, A&P

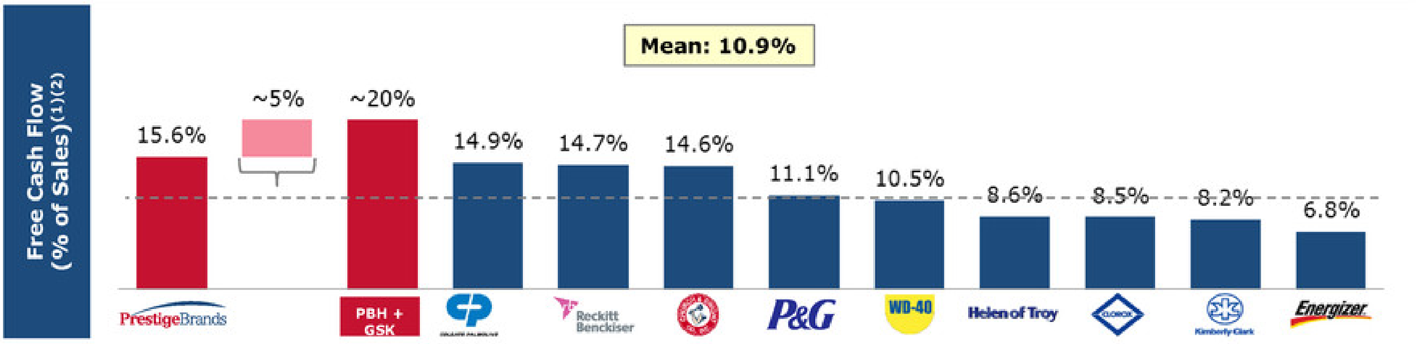
- Debrox – Ear Wax Remover
  - Category leader and #1 most recommended by doctors and pharmacist
  - Shopper marketing initiatives to drive revenue
  - Opportunities: continue strong A&P support and drive innovation of new products

- Gaviscon – Antacid (Canada)
  - #1 Doctor recommended OTC for acid reflux and fastest growing antacid in category
  - TV campaign is driving sales performance
  - Excellent retail presence and distribution in Canada
  - Opportunities: Pursue new users and "switchers" from other brands; focus on competitive claims

PrestigeBrands

Prestige *Strengthens* Industry Leading Margins and Free Cash Flow Conversion

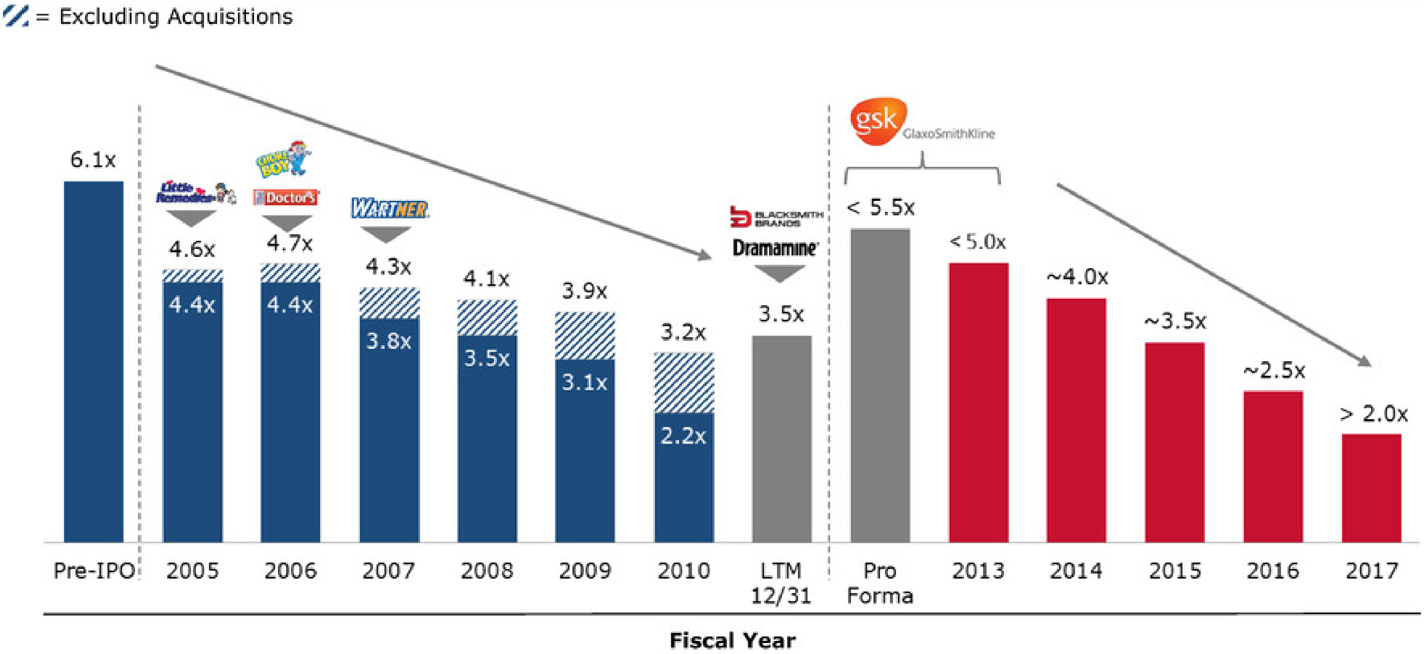




Source: Capital IQ
(1) Represents nine months ending December 2011 for Prestige; Represents LTM period for all others.
(2) Free Cash Flow is a non GAAP financial measure and is defined as Operating Cash Flow less Capital Expenditures.

High Cash Flow Conversion Expected to Lead to Continued Rapid Deleveraging

Leverage Ratio



Fiscal year ending March 31
Leverage ratio reflects Net Debt / EBITDA
Source: CapitalIQ

Financing Well Received By Market

Factors

- Significantly Over-Subscribed
- Compelling Road Show
- Held Ratings B1/B+
- OTC Focused Strategy
- Public Company
- Strong Market Fundamentals

Pricing Drives Shareholder Value

PrestigeBrands

Financing Overview

Senior Unsecured Notes	▪ $250 million Senior Unsecured Notes ▪ Coupon: 8.125% Tenor: 8 Years ▪ Guarantors: Jointly and severally guaranteed on a senior basis ▪ Redemption: NC-4, then callable with a premium of 1/2 coupon in year 5, 1/4 coupon in year 6 and par thereafter ▪ CIC: Put to issuer at 101% Equity Clawback: Up to 35%, within the first three years
Senior Secured Credit Facility	▪ $660 million Senior Secured Term Loan B Facility ("TLB") ▪ Margin: L (Floor 1.25%) + 400 bps Tenor: 7 Years ▪ Covenants: 1. Maximum Consolidated Total Net Leverage Ratio, may net up to $75M cash 2. Minimum Consolidated Net Cash Interest Coverage Ratio ▪ Amortization: 1% per annum paid quarterly, with remainder due at maturity
Asset Based Revolving Facility	▪ $50 million Senior Secured Asset Based Revolving Facility ("ABL") ▪ Margin: L (no floor) + 175 to 225 bps Tenor: 5 Years ▪ Security: First priority lien on ABL Collateral, second priority lien on TLB Collateral

PrestigeBrands

Proven Track Record of Successful Integrations

	November 2010	January 2011	January 2012
Consistent with Prestige's business model	✓	✓	✓
Seamless transition with customers	✓	✓	✓
Timely integration	✓	✓	✓
Investing in brands	✓	✓	✓
Achieving transaction objectives / synergies	✓	✓	✓

Robust Integration Planning & Processes Leverage Deep Experience and Extensive Diligence Effort

Due Diligence

- ~5 month pre-acquisition evaluation period
- Extensive reviews
  - Financial
  - Commercial
  - Operational
  - Regulatory
- Unprecedented external diligence
- Developed Preliminary "100-day plan"
  - Key objectives
  - Potential risks
  - Key integration milestones

Planning & Preparation

- Pre-negotiated closing agreements:
  - Complete TSA
  - Engage outsourced sales
  - Enlist outside commercial and operational support
- Finalized "100-day plan" by function
  - Goals
  - Risks
  - Deliverables

Integration

- Implement comprehensive "100-day plan"
  - Control and monitor processes – including outside resources
  - Conduct strategic reviews, accelerate growth opportunities
  - Refine long-term strategies / objectives for Core Brands
- Complete transition and end TSA period

PrestigeBrands

Detailed Transition Plan in Process at Close

Our track record of seamless integration of acquired brands allows for a smooth and rapid transition of the GSK brands

Science & Technology	Supply Chain	Marketing & Sales
▪ Transfer of licenses, product documentation, and product claim support ▪ QA: Day to day oversight by PBH of inventory providers; establish new quality agreements with third party manufacturers ▪ Regulatory: update licenses, filings and artwork on all brands	▪ 3+ year supply from GSK site eliminates up-front transfers ▪ 5 month TSA consolidation plan currently underway	▪ Integrate and realign sales structure across classes of trade and core customers ▪ Canada: opportunity as a result of doubling the business ▪ Expand and secure distribution base: C-store & club opportunities ▪ Increase marketing support for new core brands – BC/Goody's, Beano, Gaviscon and Debrox; Agencies already onboard

Finance & IT

- Business runs on GSK systems initially during transition period
- Current system can accommodate GSK acquisition with minor upgrades
- Data transfer currently underway
- Integrate financial data day one
  - Inventory planning and management system
  - Sales reporting and analysis

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Acquisition and Integration Costs

(1) Adjustments	Actual Q3 FY 2012	Estimate Q4 FY 2012
Acquisition Related Deal Costs	$ 4.9	$ 11.0
Integration Costs		2.0
TSA Costs		4.5
Purchase Accounting - Inventory		2.5
Other Costs - Write off of 2010 Finance Costs		5.0
Tax Impact of Adjustments	(1.9)	(9.7)
Total Adjustments	$ 3.0	$15.3
EPS Impact	$ (0.06)	$ (0.30)

Dollar values in millions, except per share data

(1) Refer to note 1 on page 3 related to non-GAAP adjustments.

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Well Positioned to Create Long Term Shareholder Value

- Meaningful step towards commitment to **long-term OTC strategy**
- **Strong consumer franchises** in respective categories
- Adds two attractive **new scale OTC platforms** in Powdered Analgesics and Gastrointestinal
- Improves overall gross margin and EBITDA **margin profile**
- Clear path for **value creation** through brand support and new products
- Well **aligned with our operating model**
- **Limited incremental overhead** providing leverage on existing cost structure
- **Highly cash generative** and accretive to free cash flow

BC
Goody's
Debrox
beano
Gaviscon

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Clear Roadmap for Value Creation

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Exhibit 99.2

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February 9, 2012