

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Lombardi Ronald M.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Prestige Consumer Healthcare Inc. [ PBH ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>660 WHITE PLAINS RD.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>TARRYTOWN NY 10591</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**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	08/08/2023		M		32,800	A	\$33.5	303,357	D	
Common Stock, par value \$0.01 per share	08/08/2023		S		22,249	D	\$64.97 <sup>(1)</sup> (2)	281,108	D	
Common Stock, par value \$0.01 per share	08/08/2023		S		3,608	D	\$65.99 <sup>(1)</sup> (3)	277,500	D	
Common Stock, par value \$0.01 per share	08/08/2023		S		5,052	D	\$66.99 <sup>(1)</sup> (4)	272,448	D	
Common Stock, par value \$0.01 per share	08/08/2023		S		1,891	D	\$67.95 <sup>(1)</sup> (5)	270,557	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		Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Options (right to buy)	\$33.5	08/08/2023		M		32,800	(6)	05/12/2024	Common Stock	32,800	\$0	0	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 \$64.21 to \$64.97.
- The range of prices for such transaction is \$65.04 to \$65.99.
- The range of prices for such transaction is \$66.22 to \$66.99.
- The range of prices for such transaction is \$67.03 to \$67.95.
- The options vested 10,934 on May 12, 2015 and 10,933 each on May 12, 2016 and 2017.

/s/ Ronald M. Lombardi by  
William P'Pool as attorney-in-  
fact pursuant to power of 08/09/2023  
attorney dated May 8, 2017 on  
file with the Commission

\*\* 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.