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): January 12, 2017

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.)

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))

Item 7.01 Regulation FD Disclosure.

In connection with its previously announced acquisition of C.B. Fleet Company, Inc. (“Fleet”), Prestige Brands Holdings, Inc. (the “Company”) intends to commence syndication of a $740 million senior secured incremental term loan. In connection with its syndication efforts, beginning January 12, 2017, representatives of the Company will make presentations to potential lenders that include the slides attached to this Current Report on Form 8-K as Exhibit 99.1 (the “Lender Presentation Slides”) and incorporated herein by reference.

The Lender Presentation Slides contain certain “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995, such as statements regarding the expected timing for consummating the acquisition of Fleet; the acquisition’s impact on revenues, organic growth and margins; the expected revenues, growth and market position of the acquired brands; the synergies from the acquisition; the Company’s expected financing for the transaction. Words such as "seek," "will," “expect,” “project,” “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, failure to satisfy the closing conditions for the acquisition including approval under the Hart-Scott Rodino Antitrust Improvements Act, changes in terms for financing the acquisition, the failure to successfully integrate the Fleet brands or achieve cost savings, competitive pressures, unexpected costs or liabilities, disruptions resulting from the integration, 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, 2016 and in Part II, Item 1A. Risk Factors in the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the Lender Presentation Slides. Except to the extent required by applicable law, the Company undertakes no obligation to update any forward-looking statement contained in the Lender Presentation Slides, whether as a result of new information, future events, or otherwise.

The Lender Presentation Slides include certain financial measures that are not in accordance with GAAP and should be considered in addition to, and should not be considered superior to, or as a substitute for, the presentation of results determined in accordance with GAAP. A reconciliation of the non-GAAP financial measures to GAAP appears at the end of the Lender Presentation Slides. The Company believes that the non-GAAP financial measures enable management and investors to understand and analyze financial performance by providing meaningful information that facilitates the comparability of underlying business results from period to period. Management uses these non-GAAP financial measures, along with GAAP information, to evaluate operating performance and to make financial and operational decisions. When viewed in conjunction with GAAP results and the reconciliations provided in the Lender Presentation Slides, the Company believes the non-GAAP financial measures provide greater transparency and a more complete understanding of factors affecting the business than GAAP measures alone.

The financial information for Fleet set forth in the Lender Presentation Slides are estimates based on the internal financial statements for Fleet that were prepared by Fleet management, which have not been audited or reviewed by the Company’s independent auditors. These internal financial statements have been prepared in accordance with the historical past practices of Fleet, which may differ from the historical practices and interpretations applied by the Company. The results ultimately reflected in the Company’s audited financial statements may vary from the information provided in the Lender Presentation Slides.

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 Lender Presentation Slides 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.

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.

Dated: January 12, 2017	PRESTIGE BRANDS HOLDINGS, INC.
	By: /s/ William P'Pool
	Name: William P'Pool
	Title: General Counsel

EXHIBIT INDEX

Exhibit	Description
99.1	Lender Presentation Slides in use beginning January 12, 2017 (furnished only).

Transaction Overview

Acquisition Overview

- On December 21, 2016, Prestige Brands Holdings, Inc. (NYSE: PBH) ("Prestige," or the "Company") agreed to acquire C.B. Fleet Company, Inc. ("Fleet") for a purchase price of $825mm
- Fleet is a best-in-class consumer health company that manufactures and markets leading over-the-counter ("OTC") brands in the Feminine Hygiene, Gastrointestinal Care ("GI Care") and Infant Care categories
  - Fleet generated approximately $205 million in net revenue for the LTM period ending 9/30/16
  - Purchase price represents 11.8x PF LTM Adj. EBITDA (1)
- Highly complementary to Prestige's current portfolio and categories of focus
  - Adds multiple market leading, scale consumer healthcare brands in attractive Feminine Hygiene, Gastrointestinal, and Infant Care categories
  - Adds another #1, $100 million power brand in women's health

Financing Overview

- Company is seeking to finance the acquisition and related fees and expenses with:
  - $740mm Senior Secured Incremental Term Loan ("Incremental Term Loan")
  - $90mm draw on the existing ABL Revolver, which will be upsized to $175mm in commitments
- Certain baskets and incurrence levels in the existing Term Loan B-3 will be reset with the Incremental Term Loan, reflecting Prestige's pro forma size and pro forma leverage
- Pro forma net secured and net leverage are expected to be 3.8x and 5.8x, respectively

Timing

- Incremental Term Loan commitments are requested by January 24, 2017
- Transaction is expected to close in the fourth quarter of Prestige's fiscal 2017, subject to customary closing conditions, including antitrust regulatory approval

(1) LTM multiple includes ~$10mm in expected cost synergies. Purchase price represents ~11x FY16 Pro Forma Adjusted EBITDA multiple. Please see Appendix for a reconciliation to GAAP figures.

Fleet Portfolio Well Aligned with Focus OTC Categories for Prestige

	Gastro-Intestinal Care			Infant Care
Positioning	Fleet *Over 140 Years of Fast, Gentle, & Effective Relief*	PHAZYME *Serious Relief for Serious Gas & Heartburn*	Pedia•Lax keeping kids regular *Keeping Kids Regular*	Boudreaux's Butt Paste Let's kick some rash. *Let's Kick Some Rash*
Year Launched	1953	1970 (Acquired 2012)	2008	1978 (Acquired in 2011)
Key Categories	Enemas / Glycerin Suppositories	Anti-Gas	Pediatric Laxatives	Infant Care
% of Fleet Portfolio	~20%	~4%	~4%	~9%
LTM Category Growth Rates	2.0%(1) / 1.8%(1)	1.0%(2)	4.4%(3)	1.6%(2)
LTM Fleet Growth Rates	8.0%(1) / 2.9%(1)	10.8%(2)	4.1%(3)	4.8%(2)
Market Position and Share	#1 63%(1) / 82%(1)	#3 7%(1)	#1 45%(1)	#4 13%(2)

Strong market positions of all brands in growing categories equates to less of a tail

(1) IRI MULO L52 week period ending 8/7/16.
(2) IRI MULO L52 week period ending 7/10/16.
(3) IRI MULO L52 week period ending 12/25/16.

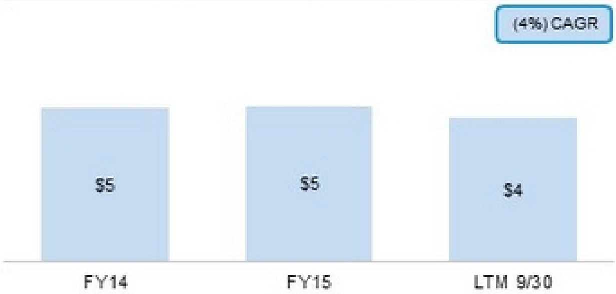
Historical Fleet Financials

($ in millions)

Adjusted Net Sales[(1)]

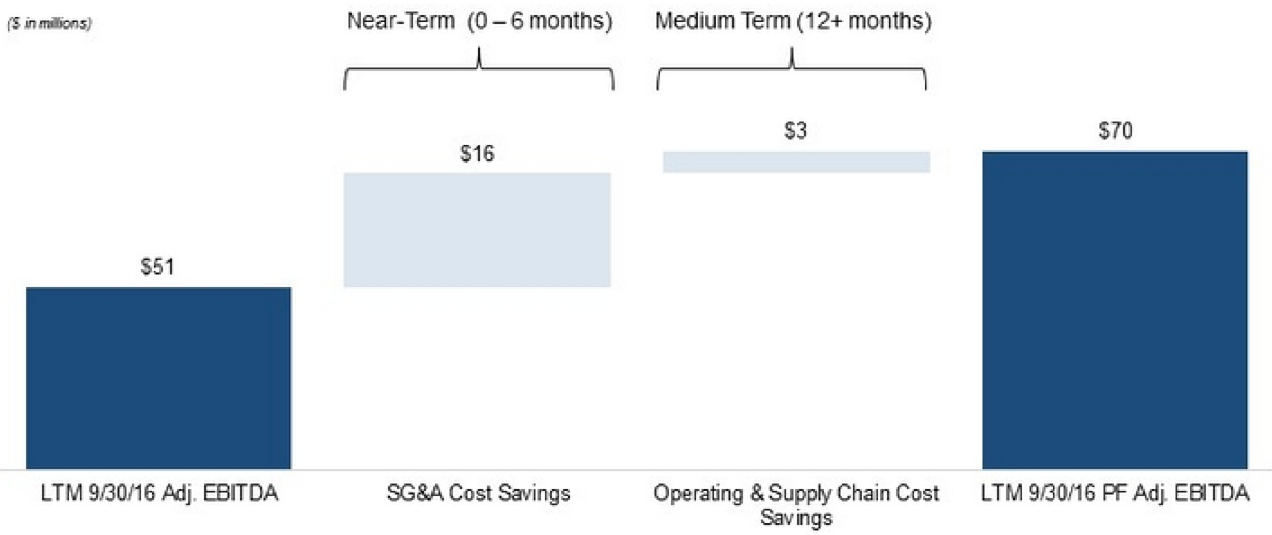
Adjusted EBITDA and Margin [(1)]

Capital Expenditures



Source: Management Information and third party diligence. Note: Fiscal year-end December 31st.
(1) Please see Appendix for a reconciliation to Fleet audited and internally reported figures.

Estimated Synergy Detail



Source: Management Information.
Note: Please see Appendix for a reconciliation to GAAP figures.

Fleet Historical Balance Sheet

(USD in thousands)	Fiscal Year 2014	Fiscal Year 2015	9/30/2016
Assets			
Cash and cash equivalents	$52,756	$4,445	$12,375
Restricted Cash	4,000	8,500	-
A/R-Trade	17,819	22,987	27,218
Inventories	32,846	32,570	34,755
Income Tax Receivable	-	-	229
Other Current Assets	2,586	3,075	1,576
Total Current Assets	$110,007	$71,577	$76,153
Land	$630	$630	$630
Buildings	14,440	15,150	15,344
Machinery and equipment	19,725	23,446	26,705
Construction in progress	290	695	107
Accumulated depreciation	(390)	(5,135)	(8,607)
Property, plant and equipment	34,695	34,786	34,180
N/R - intercompany	-	-	38
Invest in subs	-	-	(1)
Goodwill	118,798	118,726	118,726
Intangibles, net	249,539	244,037	239,677
Other Assets	1,998	1,833	1,840
Total Assets	**$515,037**	**$470,959**	**$470,613**
Liabilities			
Accounts Payable	$11,436	$11,396	$13,592
Accrued Expenses	3,093	7,993	5,795
Income taxes payable	1,180	7,228	282
Other Current Obligations	5,796	1,107	-
Current maturities of long-term debt	68	456	753
Total Current Liabilites	$21,573	$28,180	$20,423
Long-term debt	$214,931	$280,867	$229,079
Other long-term obligations	25,183	21,039	20,838
Deferred income taxes	99,765	71,219	71,494
Intercompany	-	-	1
Total Liabilities	**$361,452**	**$401,305**	**$341,834**
Stockholders' Equity			
Common Stocks	$150,150	$150,911	$150,140
Additional Capital	23	142	232
Retained Earnings	(7,679)	(81,415)	(21,595)
Accumulated other comprehensive income	11,091	16	4
Total Equity	**$153,585**	**$69,654**	**$128,780**
Total Liab's and Equity	**$515,037**	**$470,959**	**$470,615**

Note: Reported financials for FY14 and FY15 reflect audited financial statements of C.B. Fleet Topco, LLC. LTM 9/30/16 financials reflect unaudited Fleet management internal financials and trial balances.

Fleet Historical Income Statement

	Fiscal Year Ended		LTM	Calendar YTD	
	12/31/2014	12/31/2015	9/30/2016	9/30/2016	9/30/2015
Gross Sales	**$199**	**$216**	**$221**	**$171**	**$166**
Gross-to-Net	13	15	16	12	12
Net Sales [1]	**$186**	**$200**	**$205**	**$158**	**$154**
Total COGS	99	99	81	61	63
Gross Profit [1]	**$87**	**$102**	**$124**	**$97**	**$90**
% Margin	*46.7%*	*50.7%*	*60.7%*	*61.1%*	*58.9%*
Total A&P	32	36	38	31	28
Contribution	**$55**	**$66**	**$86**	**$66**	**$63**
% Margin	*29.7%*	*32.8%*	*42.2%*	*41.5%*	*40.7%*
Total Selling	11	11	23	17	18
Total G&A	18	21	28	24	21
Total SG&A	$29	$32	$50	$41	$40
EBIT	**$26**	**$33**	**$36**	**$25**	**$23**
% Margin	*14.2%*	*16.7%*	*17.7%*	*15.6%*	*14.9%*
Total D&A [1]	5	11	11	9	8
Management Reported EBITDA [1]	**$31**	**$44**	**$48**	**$33**	**$31**
% Margin	*16.8%*	*22.1%*	*23.2%*	*21.1%*	*20.2%*
Diligence and Pro Forma Adjustments [1]	-	-	3	-	-
Pro Forma Adjusted EBITDA [1]	**$31**	**$44**	**$51**	**$33**	**$31**
% Margin	*16.8%*	*22.1%*	*24.8%*	*21.1%*	*20.2%*

Source: Company filings and third party diligence.
Note: Reported financials for FY14 and FY15 reflect audited financial statements of C.B. Fleet Topco, LLC. LTM 9/30/16 financials reflect unaudited Fleet management internal financials and trial balances.
(1) Please see Appendix for a reconciliation to Fleet audited and internally reported figures.

Fleet Adjusted Net Sales & Gross Profit Reconciliation

(USD in millions)	FYE 12/31, 2014	FYE 12/31, 2015	LTM 9/30/16
C.B. Fleet Topco, LLC Reported Net Sales	**$185**	**$199**	**$216**
Fleet Management Adjustments:			
Sales Incentives & Coupon Reclassification	$11	$13	-
Total Adjustments	$11	$13	-
Fleet Management Internal Net Sales	**$196**	**$212**	**$216**
Prestige Management Adjustments:			
Trade Spend Reclassification (1)	($10)	($11)	($12)
Total Adjustments	($10)	($11)	($12)
Adjusted Net Sales	**$186**	**$200**	**$205**
C.B. Fleet Topco, LLC Reported Gross Profit	**$103**	**$117**	**$136**
Fleet Management Adjustments:			
Sales Incentives & Coupon Reclassification	$11	$13	-
Total Adjustments	$11	$13	-
Fleet Management Internal Gross Profit	**$114**	**$129**	**$136**
Prestige Management Adjustments:			
Trade Spend Reclassification (1)	($10)	($11)	($12)
Freight Spend Reclassification (2)	(10)	(9)	(9)
Warehousing Costs Reclassification (2)	(3)	(3)	(3)
IT Expense Reclassification (2)	(2)	(2)	(2)
Quality Control Wages Reclassification (3)	(3)	(3)	(3)
Total Adjustments	($27)	($28)	($28)
Adjusted Gross Profit	**$87**	**$102**	**$108**

Note: Reported financials for FY14 and FY15 reflect audited financial statements of C.B. Fleet Topco, LLC. LTM 9/30/16 financials reflect unaudited Fleet management internal financials and trial balances.

(1) For consistency with Prestige's accounting practices, management has reclassified trade spend from advertising & promotion to an offset to gross sales. LTM trade spend is estimated based on Fleet management's run-rate FY16E figures.

(2) For consistency with Prestige's accounting practices, management has reclassified freight spend, warehousing costs, and IT expenses from SG&A to COGS.

(3) For consistency with Prestige's accounting practices, management has reclassified a portion of compensation expenses from SG&A to COGS. LTM Quality Control Wages reclassification estimated based on Fleet's FY15 percent of sales.

Fleet LTM 9/30/16 Adjusted EBITDA Reconciliation

(USD in millions)	LTM 9/30/16
C.B. Fleet Topco, LLC Reported Operating Profit	**$29**
Depreciation & Amortization	11
Management Adjustments:	
General & Administrative (1)	$3
Non-Recurring Restructuring Expenses (2)	1
Pension Plan Expenses (3)	(1)
One-Time Refinancing Costs	4
Total Adjustments	$7
Adjusted EBITDA	**$48**
Other Adjustments:	
Diligence Adjustments (4)	($2)
Distribution Pro Forma Adjustment (5)	1
New / Discontinued Products Pro Forma Adjustment (6)	1
Other Pro Forma Adjustments (7)	2
Total Adjustments	$3
Pro Forma Adjusted EBITDA	**$51**
Synergy Adjustments:	
SG&A Cost Savings	$16
Operating & Supply Chain Cost Savings	3
Total Adjustments	$19
Synergized Pro Forma Adjusted EBITDA	**$70**

Note: Reported financials for FY14 and FY15 reflect audited financial statements of C.B. Fleet Topco, LLC. LTM 9/30/16 financials reflect unaudited Fleet management internal financials and trial balances.

(1) Represents sponsor management fees, consulting expenses, and other non-recurring expenses.
(2) Represents non-recurring expenses related to management reorganization and employee relocation, among other restructuring costs.
(3) Represents reversal of non-cash gains associated with Fleet's U.S. pension plan, net of non-recurring expenses incurred for legacy U.K. pension plan.
(4) Reflects adjustments made from diligence, including reversal of LIFO accounting adjustment to conform to Prestige's accounting practices.
(5) Pro forma adjustment to reflect the annualized impact of increased distribution, which Fleet management expects to reflect run-rate levels.
(6) Pro forma adjustment to reflect the annualized impact of certain new product launches, net of product discontinuations.
(7) Other pro forma adjustments to reflect the annualized impact of cost savings implemented in the LTM period.