

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Fritz Mary Beth</u> (Last) (First) (Middle) 660 WHITE PLAINS ROAD (Street) TARRYTOWN NY 10591 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/31/2018	3. Issuer Name and Ticker or Trading Symbol <u>Prestige Brands Holdings, Inc. [PBH]</u>	
		4. 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>Senior VP Quality & Regulatory</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	4,920 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy)	(2)	05/09/2022	Common Stock 4,277	13.24	D	
Employee Stock Option (right to buy)	(3)	05/14/2023	Common Stock 2,285	29.94	D	
Employee Stock Option (right to buy)	(4)	05/12/2024	Common Stock 6,505	33.5	D	
Employee Stock Option (right to buy)	(5)	05/11/2025	Common Stock 6,300	41.44	D	
Employee Stock Option (right to buy)	(6)	05/09/2026	Common Stock 5,453	57.18	D	
Employee Stock Option (right to buy)	(7)	05/08/2027	Common Stock 5,336	56.11	D	
Employee Stock Option (right to buy)	(8)	05/07/2028	Common Stock 8,154	29.46	D	

Explanation of Responses:

- 1,065 restricted stock units vest on May 9, 2019, 1,026 restricted stock units vest on May 8, 2020 and 2,829 restricted stock units vest in three equal installments of 943 each on May 7, 2019, 2020 and 2021.
- The options vested in three annual installments as followed: 1,426 on May 9, 2013 and 2014 and 1425 on May 9, 2015.
- The options vested in three annual installments as followed: 762 on May 14, 2014 and 2015 and 761 on May 14, 2016.
- The options vested in three equal installments of 2,168 on each of on May 12, 2015 and 2016 and 2,169 on May 12, 2017.
- The options vested in three annual installments as followed: 2,100 on each of May 11, 2016, 2017 and 2018.
- The options vest in three annual installments as followed: 1,817 vested on May 9, 2017, 1,818 vested on May 9, 2018 and 1,818 vest on May 9, 2019.
- The options vest in three annual installments as followed: 1,778 vested on May 8, 2018 and 1,779 each on May 8, 2019 and 2020.
- [The options vest in three annual installments as follows: 2,718 on each of May 8, 2019, 2020 and 2021.]

Remarks:

Exhibit 24

/s/ Mary Beth Fritz

08/10/2018

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Ronald M. Lombardi, Christine Sacco and William P'Pool, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or officer and/or owner of greater than 10% of the outstanding Common Stock of Prestige Brands Holdings, Inc., a Delaware corporation (the "Company"), Form 144 and Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder as well as a Schedule 13D or Schedule 13G and any amendments thereto;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 144, Form 3, 4 or 5 or Schedule 13D or Schedule 13G, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and
3. take any and all other actions of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney revokes any prior power of attorney relating to the subject matter hereof and shall remain in full force and effect until the undersigned is no longer required to file Form 144, Forms 3, 4 and 5 and Schedule 13D or Schedule 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on August 7, 2018.

/s/ Mary Beth Fritz

Mary Beth Fritz
