
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): September 21, 2006

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

Delaware
(State or other jurisdiction
of incorporation)

001-32433
(Commission File Number)

20-1297589
(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 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))
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Item 1.01 Entry into a Material Definitive Agreement.**Agreement to Acquire Wartner USA B.V.**

On September 21, 2006, Medtech Products Inc. (“Medtech”), a wholly-owned subsidiary of Prestige Brands Holdings, Inc. (the “Registrant”), executed a Stock Sale and Purchase Agreement, dated as of September 21, 2006 (the “Agreement”), by Lil’ Drug Store Products, Inc. (“LDS”), Wartner USA (“Wartner”), certain of LDS’ shareholders and Medtech, pursuant to which Medtech acquired all of the issued and outstanding capital stock of Wartner. The aggregate purchase price for the shares of Wartner was \$31,500,000, subject to certain adjustments as set forth in the Agreement, plus certain earnout payments through December 31, 2011. On September 21, 2006, at the closing, Medtech paid \$31,050,684 to LDS pursuant to the terms of the Agreement. The Registrant estimates the present value of the earnout payments to be approximately \$5,000,000. The Agreement contains customary representations and warranties as well as indemnification provisions which terminate at varying times.

Item 7.01. Regulation FD Disclosure.

The information set forth in Item 1.01 above is incorporated by reference as if fully set forth herein. A copy of the press release announcing the completion of the acquisition of all of the issued and outstanding capital stock of Wartner is furnished with this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated September 25, 2006 announcing the acquisition of Wartner USA B.V. (furnished only).

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:
2006
HOLDINGS, INC.

September

27,
PRESTIGE BRANDS

/s/ Charles N. Jolly _____

Charles N. Jolly

By:

Name:

Title: Secretary and General Counsel

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release dated September 25, 2006 announcing the acquisition of Wartner USA B.V. (furnished only).

Prestige Brands Holdings, Inc. Expands Presence in Wart Treatment Products Category with Acquisition of Wartner® Brand

Irvington, NY, September 25, 2006—Prestige Brands Holdings, Inc. (PBH-NYSE) today announced the acquisition of the Wartner® brand of over-the-counter wart treatment products from Lil' Drug Store of Cedar Rapids, Iowa for approximately \$31 million in cash. In addition to the purchase price, the Company will be responsible for contingent earn out payments approximating \$5 million to a former owner.

Wartner is the #3 brand in the U.S. over-the-counter wart treatment category with approximately \$12 million in trailing 12 month sales. The line consists of two products which compete within the cryosurgical segment of the wart treatment products category. These include Wartner® Original for common and plantar warts and Wartner® Plantar for stubborn plantar warts. In this transaction, Prestige is acquiring the rights to Wartner® for all of North America, including Canada and Mexico. Wartner is a patented product in the U.S. and has a patent application pending in Canada where it also has a leading position in the category.

Prestige currently markets the Compound W® wart treatment line which includes Compound W® Freeze Off and six other non-cryosurgical products for wart removal. Compound W accounted for approximately 9% of Prestige Brands' fiscal 2006 net sales.

“The strategic acquisition of a second brand in the over-the-counter wart treatment category will make Prestige the leading marketer in this category with a share approaching 50%,” said Peter C. Mann, Chairman of the Board and Chief Executive Officer. “The addition of a second patented technology to complement the patented technology currently utilized in our Compound W Freeze Off® will provide operating flexibility and opportunity to expand the options for consumer home treatment of warts,” he added.

The transaction is structured as an asset purchase for tax purposes resulting in a cash benefit from tax amortization with a net present value of approximately \$6 million. The acquisition will be financed with cash from the balance sheet. The Company expects the Wartner line to be fully integrated into the Prestige infrastructure by the end of the calendar year, and expects it to be modestly accretive to fiscal 2007 sales and earnings.

Conference Call

The Company will host a conference call to discuss the transaction on Monday, September 25, 2006 at 4:30pm Eastern time. The toll free number is 800-798-2796. International callers may dial 617-614-6204. The conference password is "prestige". The Company will provide a live internet webcast of the call, as well as an archived replay, which can be accessed from the Investor Relations page of www.prestigebrandsinc.com. The dial-in number for the replay only is 888-286-8010. The international replay number is 617-801-6888. The passcode is 34550204.

About Prestige Brands Holdings, Inc.

Located in Irvington, New York, Prestige Brands Holdings, Inc. is a marketer and distributor of brand name over-the-counter drug, personal care and household cleaning products sold throughout the U.S. and Canada. Key brands include Compound W® wart remover, Chloraseptic® sore throat treatment, New-Skin® liquid bandage, Clear eyes® and Murine® eye care products, Little Remedies® pediatric over-the-counter products, Cutex® nail polish remover, Comet® and Spic and Span® household cleaners and other well-known brands.

Forward Looking Statements

Note: This news release contains "forward-looking statements" within the meaning of the federal securities laws and is 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. The "forward-looking statements" include, without limitation, statements regarding the outlook for Prestige Brands Holdings' market and the demand for its products, earnings per share, future cash flows from operations, future revenues and margin requirement and expansion, the success of new product introductions, growth in costs and expenses, and the impact of acquisitions, divestitures, restructurings and other unusual items, including Prestige Brands Holdings' ability to integrate and obtain the anticipated results and synergies from its acquisitions. These projections and statements are based on management's estimates and assumptions with respect to future events and financial performance and are believed to be reasonable, though are inherently uncertain and difficult to predict. Actual results could differ materially from those projected as a result of certain 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 and other reports filed with the Securities and Exchange Commission.

Contact:

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