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): June 13, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 7.01 Regulation FD Disclosure.

On June 13, 2018, representatives of the Company began making presentations to investors using slides containing the information attached to this Current Report on Form 8-K as Exhibit 99.1 (the “Investor Presentation”) and incorporated herein by reference. 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 the fiscal year ending March 31, 2019.

The Investor Presentation includes financial information not prepared in accordance with generally accepted accounting principles (“Non-GAAP Financial Measures”). A reconciliation of the Non-GAAP Financial Measures to financial information prepared in accordance with generally accepted accounting principles (“GAAP”) appears at the end of the Investor Presentation and/or in the Company’s May 10, 2018 earnings release in the “About Non-GAAP Financial Measures” section. The Company is providing disclosure of the reconciliation of reported Non-GAAP Financial Measures used in the Investor Presentation, among other places, to its comparable financial measures on a GAAP basis. The Company believes that the Non-GAAP Financial Measures provide investors 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, which we believe provide a more complete understanding of our business than could be obtained absent this disclosure. We believe the Non-GAAP Financial Measures also provide investors a useful tool to assess shareholder value.

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.

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: June 13, 2018	PRESTIGE BRANDS HOLDINGS, INC.
	By: /s/ Christine Sacco
	Name: Christine Sacco
	Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description
99.1	Investor Presentation Slideshow in use beginning June 13, 2018 (furnished only).


Exhibit 99.1
Fleet
enema
Hydralyte
Goody's
MIXED FRUIT BLAST
HEADACHE POWDERS
BC
FAST PAIN RELIEF
Relieves HEADACHES & BODY ACHES
MONISTAT 1
LUDEN'S
Strawberry-Banana
Dramamine
NON-DROWSY NATURALS
DenTek
Comfort Clean
Clear eyes
PURE
PRESERVATIVE FREE
PrestigeBrands
William Blair Growth Stock Conference
June 13, 2018

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 regarding the Company's expected financial performance, including revenue growth, adjusted EPS, and adjusted free cash flow; the Company's expected leverage and ability to de-lever; the market position, expected growth and consumption trends for the Company's brands; the impact of brand-building and product innovation and the related impact on the Company's revenues; the Company's planned pursuit of M&A opportunities; the ability to create long-term shareholder value; the impact of retailer destocking; and the Company's expectations regarding improved warehousing and freight costs. Words such as "trend," "continue," "will," "expect," "project," "anticipate," "likely," "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, general economic and business conditions, regulatory matters, competitive pressures, supplier issues, disruptions to distribution, unexpected costs or liabilities, 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, 2018. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this presentation. Except to the extent required by applicable law, the Company undertakes no obligation to update any forward-looking statement contained in this presentation, whether as a result of new information, future events, or otherwise.

All adjusted GAAP numbers presented are footnoted and reconciled to their closest GAAP measurement in the attached reconciliation schedules or in our May 10, 2018 earnings release in the "About Non-GAAP Financial Measures" section.

Contents

I. Who is Prestige Brands?

II. Value Creation Model

III. Financial Review and Outlook

Attendees

Ron Lombardi
Chairman & Chief Executive Officer

Christine Sacco
Chief Financial Officer

Phil Terpolilli
Director, Investor Relations

I. Who is Prestige Brands?

Helping Consumers Care for Themselves

5+ Billion eye drops per year

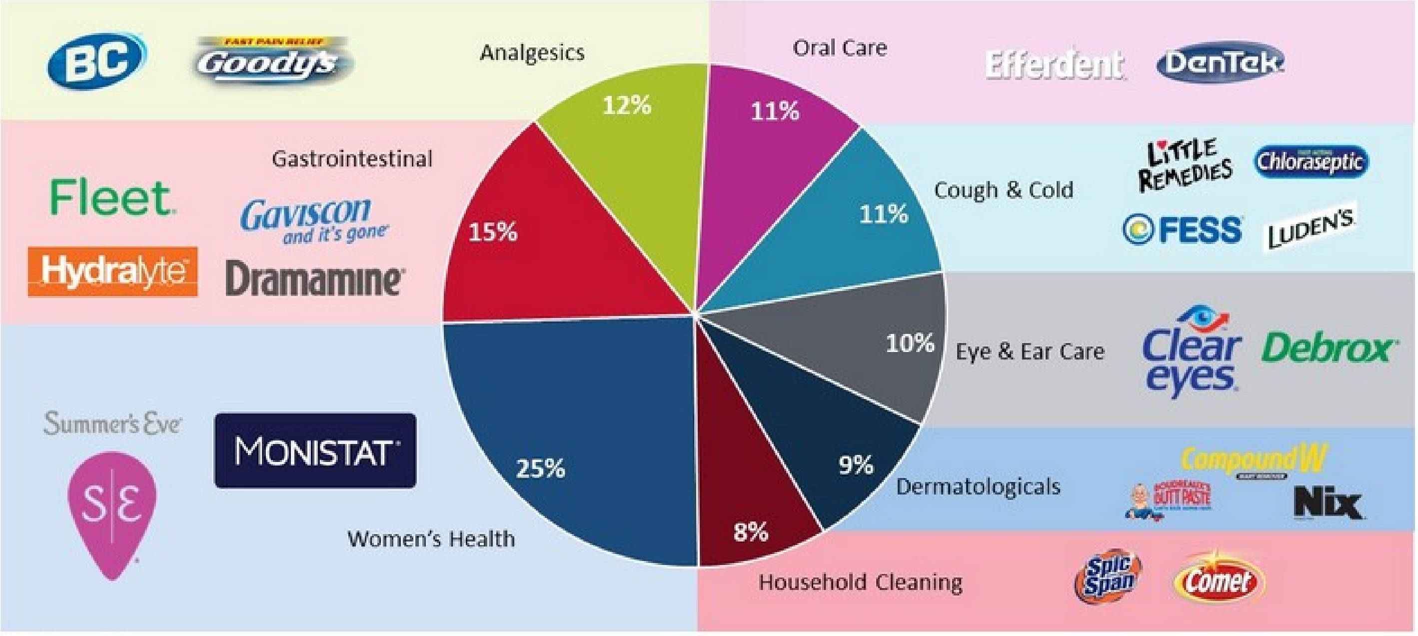
650 Million throat drops for every cold season

17 Million doses of pain relief per week

8 Million infections treated annually

Source: Company records

Diversified Portfolio of Leading, Trusted Brands



Source: LTM Revenues
Note: Excludes other OTC (less than 1%)

Our Portfolio of Invest-for-Growth OTC Brands

Power Core $100MM+ Brands

- Monistat
- Summer's Eve
- BC
- Goody's
- Clear eyes
- DenTek

Core

- Dramamine
- Fleet
- Nix
- Debrox
- Chloraseptic
- Luden's
- Little Remedies
- Compound W

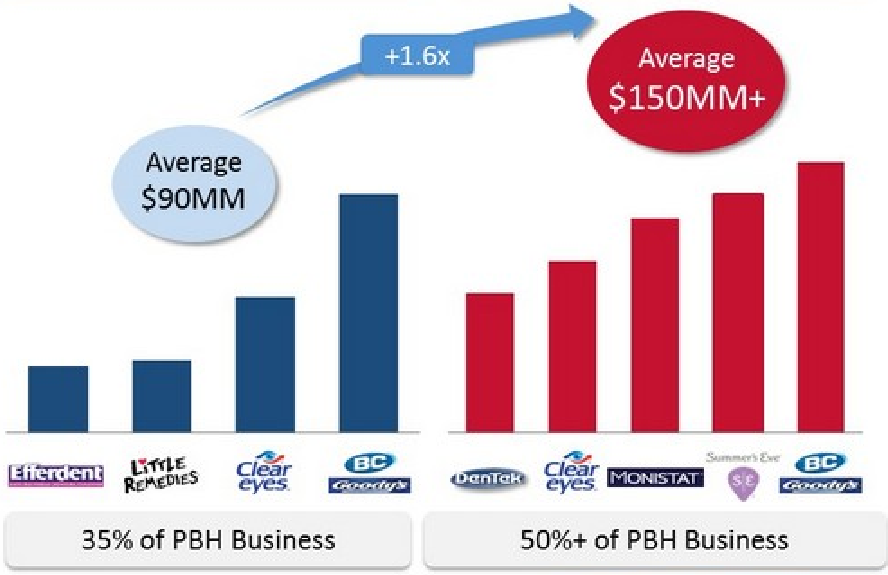
International

- Care Pharmaceuticals
- Hydralyte
- FESS
- Gaviscon and it's gone
- DenTek
- Summer's Eve

Source: IRI MULO+C-Store period ending March 25, 2018; Retail Dollar Sales

Five "Power Core" Brands Average Over $150MM at Retail

FY 13	Today	Future



- Leading brands well-positioned in evolving environment
- Execute brand-building playbook
- Continue to grow our categories and market share

Source: IRI MULO+C-Store (Retail Dollar Sales).

Platform Positioned for Long-Term Success

Leading Platform in Unique OTC Aisle

Strong Brands Across 8+ Categories

OTC Brands Generate Solid, Durable Cash Flows

History of Share Gains & Growth

II. Value Creation Model

Proven, Consistent & Repeatable Strategy

#1 — **Invest for Growth**
- Positioned for long-term 2% to 3% Organic growth
- Brand building to drive long-term success

#2 — **Cash Generation**
- Industry-leading financial profile
- Best-in-class ongoing FCF generation
- Enables capital allocation opportunities

#3 — **Capital Deployment**
- Completed 5 acquisitions since CY 2013
- Continue to seek strategic M&A
- Authorized $50 million stock buyback completed

Proven, Consistent & Repeatable Strategy

#1 Invest for Growth

- Positioned for long-term 2% to 3% Organic growth
- Brand building to drive long-term success

Near-term Considerations

- Taking share vs. category and private label
- Unique proposition to retailers in changing retail landscape
- Destocking continues based on retailer productivity focus
- E-commerce remains an opportunity, not a threat

Long-term Positioning

- Category leading, trusted brands
- Continued portfolio growth via brand-building toolkit
- Innovation drives category growth
- Differentiated positioning against competitors

… With a Resilient Position in an Evolving Retail Environment

Category Leading, Trusted Brands

- #1 share brands represent ~60% of sales
- Brands drive long-term category growth

On Trend & Innovative

- Consumer driven innovation
- Aligned with macro-Health & Wellness trend

Retail Traffic Driver

- Need-based products sought by consumers
- Retail channel agnostic

E-Commerce Brand of Choice

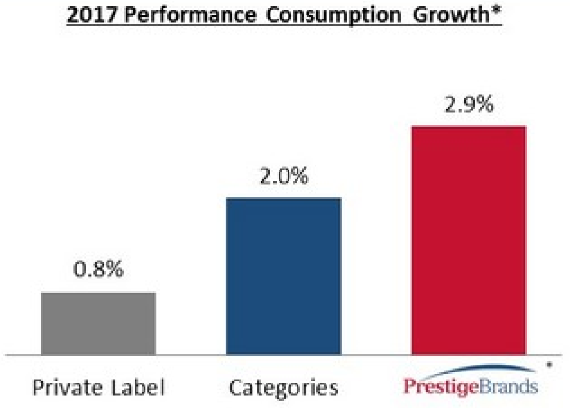
- Channel remains an opportunity, not a threat
- Ongoing channel investments

… and Brand-Building That Drives Category Growth and Share Gains

Long-Term Brand-Building Toolkit

- Leverage portfolio's **long-standing brand heritage** with **focused digital and content marketing**
- **Develop consumer insights** to refine brand-building efforts
- **Focus new product development on attractive opportunities** that are key to category growth
- Capitalize on **new channel development** opportunities

Growing the Category and Outpacing Private Label



Brand-Building Differentiates versus Private Label and Branded Competition

* IRI MULO Data as of calendar year-end 2017; Categories include those pertaining to PBH's core brands (SE, Monistat, BC / Goody's, Clear Eyes, DenTek, Dramamine, Beano, Fleet, Boudreaux's, Little Remedies, The Doctor's, Efferdent, Chloraseptic, Luden's, Debrox, Compound W, Nix)

BC & Goody's: Continuing Our Long-Term Brand Building Playbook

Brand Success Under Ownership

- Purchased two iconic brands in 2012
- **100+ year heritage** in Southeast
- Expanded brand building investments

- **Only powdered analgesic brands**
- Expanded distribution
- **Brand extensions** into cough/cold with BC Sinus Launch
- **Significant support at retail** by leveraging strategic partnerships

>25% Growth Since Acquisition

New Packaging to be Launched in FY 19

__Continued Innovation to Grow the Brand and the Category__

Proven, Consistent & Repeatable Strategy

#2 **Cash Generation**

- Industry-leading financial profile
- Best-in-class ongoing FCF generation
- Enables capital allocation opportunities

Near-term Considerations

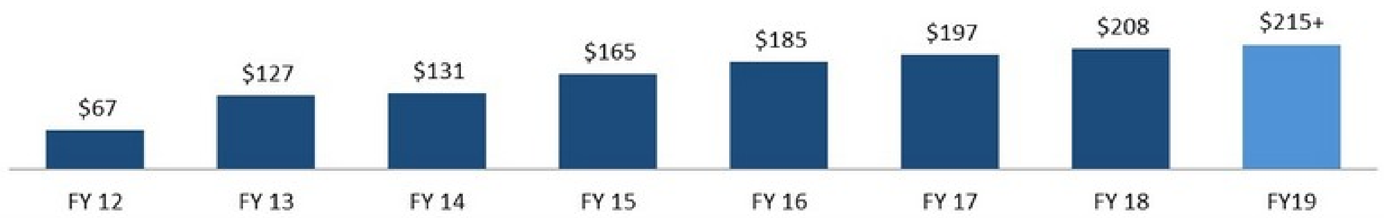
- Net Debt at March 31 of $1,980 million; leverage ratio of 5.2x(4) at end of FY 18
- Debt reduction of $209 million in FY 18
- Re-financed portion of Term Loan with Senior Notes to mitigate impact of rising interest rates in March 2018

Long-Term Positioning

- High Free Cash Flow Generation
  - Portfolio drives high EBITDA margins
  - Strong FCF conversion (minimal capex, tax attributes)
- A&P reinvestment to drive top-line growth
- Maintain approximate mid-30s EBITDA margin target

Strong and Consistent Cash Flow Leads to Rapid De-Levering

Adjusted Free Cash Flow[3][5]



Leverage Ratio[4]

Dollar values in millions.

* Peak leverage of 5.75x at close of the Insight Acquisition in September 2014

3 Key Drivers of Long-Term Shareholder Value

#3 **Capital Deployment**

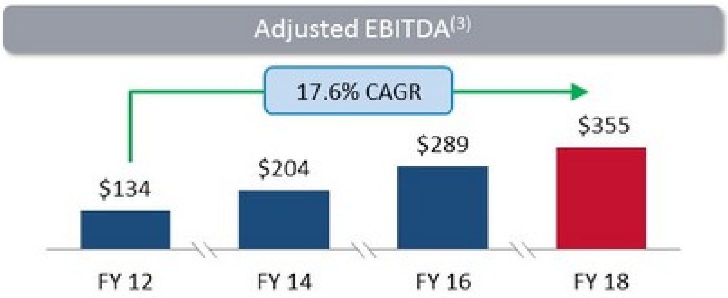
- Completed 5 acquisitions since CY 2013
- Continue to seek strategic M&A
- Authorized $50 million stock buyback completed

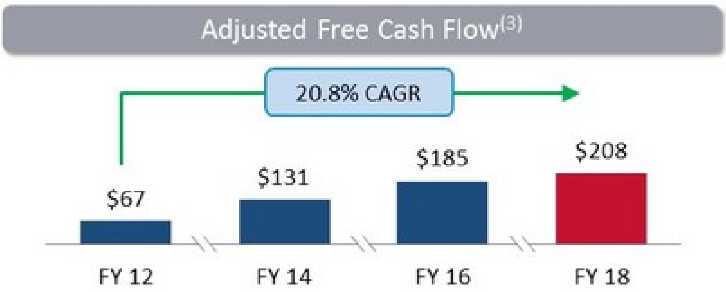
Capital Allocation

1. Investment in Current Brand Portfolio to Drive Organic Growth
2. Continued Strategy of De-Leveraging
3. Share Repurchases
4. Pursue M&A that is Accretive to Shareholders

III. Financial Review and FY 19 Outlook

Strategy Has Delivered Consistently Strong Financial Performance





Dollar values in millions, except Adjusted EPS.

Strong Financial Performance in FY 18

- Revenue of $1,041 million, up 18.0% versus FY 17
- Solid consumption growth of 2.9%(2) outpaced revenue growth of 1.7%(1) pro forma for the acquisition of Fleet
- Adjusted EPS of $2.58(3), up 8.9% versus FY 17
- Continued to manage capital structure through re-financing and debt paydown
- Adjusted Free Cash Flow of $208 million(3), up 5.7% versus FY 17

FY 19 Full Year Outlook: Staying the Strategic Course to Create Value

Top Line Trends	▪ Continue to gain market share with consumers and grow categories with retailers ▪ Prestige's portfolio of need-based brands continues to be well positioned for future long-term growth, despite macro headwinds at retail
Revenue	▪ Revenue growth of +0.5% to +1.5% ($1,046 to $1,056 million) - Expect consumption growth in excess of shipment growth - Revenue growth to be impacted by transition to new BC / Goody's packaging - Revenue growth concentrated in 2H FY 19
EPS	▪ EPS +15% to +18% ($2.96 to $3.04) - EPS growth concentrated in 2H FY 19 due to multiple timing factors ▪ Effective tax rate of approximately 26%, compared to prior rate of approximately 36%
Adjusted Free Cash Flow[3]	▪ Adjusted Free Cash Flow of $215[3] million or more

Continuing Our Long-Term Value Creation Strategy

Long-Term Topline Organic Growth of 2.0% to 3.0%

Strong and Consistent Free Cash Flow Generation

Efficient and Value-Maximizing Capital Allocation

Share Repurchases

Accretive M&A

Long-Term E.P.S. Growth

Upside Potential

Shareholder Value Enhancement

Appendix

(1) Organic Revenue Growth and Proforma Revenue Growth are Non-GAAP financial measures and are reconciled to the most closely related GAAP financial measure in the attached Reconciliation Schedules and / or our May 10, 2018 earnings release in the "About Non-GAAP Financial Measures" section.

(2) Total company consumption is based on domestic IRI multi-outlet + C-Store retail dollar sales for the period ending 3-25-18 and net revenues as a proxy for consumption for certain untracked channels, and international consumption which includes Canadian consumption for leading retailers, Australia consumption for leading brands, and other international net revenues as a proxy for consumption.

(3) Adjusted EBITDA, Adjusted EPS, Adjusted Free Cash Flow and Net Debt are Non-GAAP financial measures and are reconciled to their most closely related GAAP financial measures in the attached Reconciliation Schedules and / or in our May 10, 2018 earnings release in the "About Non-GAAP Financial Measures" section.

(4) Leverage ratio reflects net debt / covenant defined EBITDA.

(5) Adjusted Free Cash Flow for FY 19 is a projected Non-GAAP financial measure, is reconciled to projected GAAP Net Cash Provided by Operating Activities in the attached Reconciliation Schedules and / or in our May 10, 2018 earnings release in the "About Non-GAAP Financial Measures" section and is calculated based on projected Net Cash Provided by Operating Activities less projected capital expenditures plus payments associated with acquisitions less tax effect of payments associated with acquisitions.

Reconciliation Schedules

Organic Revenue Growth

	Three Months Ended Mar. 31,		Year Ended Mar. 31,	
	2018	2017	2018	2017
(In Thousands)				
GAAP Total Revenues	$ 255,965	$ 240,670	$ 1,041,179	$ 882,060
Revenue Growth	6.4%		18.0%	
Adjustments:				
Revenue associated with acquisitions	(14,699)	-	(175,391)	-
Revenues associated with divested brands	-	(116)	-	(23,021)
Non-GAAP Organic Revenues	$ 241,266	$ 240,554	$ 865,788	$ 859,039
Non-GAAP Organic Revenue Growth	0.3%		0.8%	
Non-GAAP Organic Revenues	$ 241,266	$ 240,554	$ 865,788	$ 859,039
Revenues associated with acquisitions	14,699	9,464	175,391	164,966
Non-GAAP Proforma Revenues	$ 255,965	$ 250,018	$ 1,041,179	$ 1,024,005
Non-GAAP Proforma Revenue Growth	2.4%		1.7%	

Projected Free Cash Flow

	2019 Projected Free Cash Flow
(In millions)	
Projected FY'19 GAAP Net cash provided by operating activities	$ 228
Additions to property and equipment for cash	(13)
Projected Non-GAAP Free Cash Flow	$ 215

Reconciliation Schedules Cont'd

Adjusted Free Cash Flow

	Three Months Ended Mar. 31,		Year Ended Mar. 31,	
	2018	2017	2018	2017
(In Thousands)				
GAAP Net Income (Loss)	$ (39,687)	$ 11,090	$ 339,570	$ 69,395
Adjustments:				
Adjustments to reconcile net income (loss) to net cash provided by operating activities as shown in the Statement of Cash Flows	103,215	21,447	(113,698)	92,613
Changes in operating assets and liabilities, net of effects from acquisitions as shown in the Statement of Cash Flows	(9,090)	(25,013)	(15,762)	(13,336)
Total Adjustments	94,125	(3,566)	(129,460)	79,277
GAAP Net cash provided by operating activities	54,438	7,524	210,110	148,672
Purchase of property and equipment	(2,876)	(1,042)	(12,532)	(2,977)
Non-GAAP Free Cash Flow	51,562	6,482	197,578	145,695
Integration, transition and other payments associated with acquisitions and divestitures	221	8,304	10,358	10,448
Additional expense as a result of Term Loan debt refinancing	182	9,184	182	9,184
Pension contribution	-	6,000	-	6,000
Additional income tax payments associated with divestitures	-	16,956	-	25,545
Non-GAAP Adjusted Free Cash Flow	$ 51,965	$ 46,926	$ 208,118	$ 196,872

Reconciliation Schedules Cont'd

Adjusted Net Income and Adjusted EPS

	Three Months Ended Mar. 31,				Year Ended Mar. 31,			
	2018		2017		2018		2017	
	Net Income	EPS	Net Income	EPS	Net Income	EPS	Net Income	EPS
(In Thousands, except per share data)								
GAAP Net Income (Loss)	$ (39,687)	$ (0.74)	$ 11,090	$ 0.21	$ 339,570	$ 6.34	$ 69,395	$ 1.30
Adjustments:								
Inventory step-up charges and other costs associated with acquisitions	-	-	1,664	0.03	-	-	1,664	0.03
Integration, transition and other costs associated with acquisitions and divestitures in Cost of Goods Sold	-	-	1,367	0.03	3,719	0.07	1,367	0.03
Integration, transition and other costs associated with acquisitions and divestitures in Advertising and Promotion Expense	-	-	2,242	0.04	(192)	-	2,242	0.04
Integration, transition and other costs associated with acquisitions and divestitures in General and Administrative Expense	124	-	9,187	0.17	2,001	0.04	16,015	0.30
Tax adjustment associated with acquisition in General and Administrative Expense	-	-	-	-	704	0.01	-	-
Accelerated amortization of debt origination costs	392	0.01	575	0.01	392	0.01	1,706	0.03
Additional expense as a result of Term Loan debt refinancing	270	-	9,184	0.17	270	-	9,184	0.17
Tradename impairment	99,924	1.87	-	-	99,924	1.87	-	-
Loss on extinguishment of debt	2,901	0.05	1,420	0.03	2,901	0.05	1,420	0.03
Loss on divestitures	-	-	268	0.01	-	-	51,820	0.97
Tax impact of adjustments	(36,574)	(0.68)	(9,438)	(0.18)	(38,804)	(0.72)	(28,024)	(0.53)
Normalized tax rate adjustment	5,679	0.11	1,278	0.02	(272,201)	(5.09)	(199)	-
Total Adjustments	72,716	1.36	17,747	0.33	(201,286)	(3.76)	57,195	1.07
Non-GAAP Adjusted Net Income and Adjusted EPS	$ 33,029	$ 0.62	$ 28,837	$ 0.54	$ 138,284	$ 2.58	$ 126,590	$ 2.37

Note: Reported GAAP is calculated using diluted shares outstanding. Diluted shares outstanding for the three months ended March 31, 2018 are 53,512

Reconciliation Schedules Cont'd

Adjusted Free Cash Flow

	2012	2013	2014	2015	2016	2017	2018
GAAP Net Income	$ 37,212	$ 65,505	$ 72,615	$ 78,260	$ 99,907	$ 69,395	$339,570
Adjustments							
Adjustments to reconcile net income to net cash provided by operating activities as shown in the statement of cash flows	35,674	59,497	52,562	65,998	98,181	92,613	(113,698)
Changes in operating assets and liabilities, net of effects from acquisitions as shown in the statement of cash flows	(5,434)	12,603	(11,945)	13,327	(21,778)	(13,336)	(15,762)
Total adjustments	30,240	72,100	40,617	79,325	76,403	79,277	(129,460)
GAAP Net cash provided by operating activities	**67,452**	**137,605**	**113,232**	**157,585**	**176,310**	**148,672**	**210,110**
Purchases of property and equipment	(606)	(10,268)	(2,764)	(6,101)	(3,568)	(2,977)	(12,532)
Non-GAAP Free Cash Flow	**66,846**	**127,337**	**110,468**	**151,484**	**172,742**	**145,695**	**197,578**
Premium payment on 2010 Senior Notes	-	-	15,527	-	-	-	-
Premium payment on extinguishment of 2012 Senior Notes	-	-	-	-	10,158	-	-
Accelerated payments due to debt refinancing	-	-	4,675	-	-	9,184	182
Integration, transition and other payments associated with acquisitions	-	-	512	13,563	2,461	10,448	10,358
Pension contribution	-	-	-	-	-	6,000	-
Additional income tax payments associated with divestitures	-	-	-	-	-	25,545	-
Total adjustments	-	-	20,714	13,563	12,619	51,177	10,540
Non-GAAP Adjusted Free Cash Flow	**$ 66,846**	**$ 127,337**	**$ 131,182**	**$165,047**	**$ 185,361**	**$ 196,872**	**$ 208,118**

Dollar values in thousands.

Reconciliation Schedules Cont'd

Adjusted Net Income and Adjusted EPS

	2012		2013		2014		2015		2016		2017		2018	
	Net Income	EPS	Net Income	EPS	Net Income	EPS	Net Income	EPS	Net Income	EPS	Net Income	EPS	Net Income	EPS
GAAP Net Income	$ 37,212	$0.73	$65,505	$ 1.27	$ 72,615	$ 1.39	$ 78,260	$ 1.49	$ 99,907	$ 1.88	$ 69,395	$ 1.30	$339,570	$6.34
Adjustments														
Additional expense as a result of Term Loan debt refinancing	-	-	-	-	-	-	-	-	-	-	9,184	0.17	270	-
Sales costs related to acquisitions	-	-	411	0.01	-	-	-	-	-	-	-	-	-	-
Inventory step up	1,795	0.04	23	-	577	0.01	2,225	0.04	1,387	0.03	1,664	0.03	-	-
Inventory related acquisition costs	-	-	220	-	407	0.01	-	-	-	-	-	-	-	-
Add'l supplier costs	-	-	5,426	0.11	-	-	-	-	-	-	-	-	-	-
Costs associated with CEO transition	-	-	-	-	-	-	-	-	1,406	0.02	-	-	-	-
Integration, Transition, and other Acquisition/ Divestiture costs	17,395	0.34	5,909	0.11	1,111	0.02	21,507	0.41	2,401	0.05	19,624	0.37	5,528	0.11
Stamp Duty	-	-	-	-	-	-	2,940	0.05	-	-	-	-	-	-
Unsolicited proposal costs	1,737	0.03	534	0.01	-	-	-	-	-	-	-	-	-	-
Loss on extinguishment of debt	5,409	0.11	1,443	0.03	18,286	0.35	-	-	17,970	0.34	1,420	0.03	2,901	0.05
Gain on settlement	(5,063)	(0.10)	-	-	-	-	-	-	-	-	-	-	-	-
(Gain) loss on divestitures	-	-	-	-	-	-	(1,133)	(0.02)	-	-	51,820	0.97	-	-
Accelerated amortization of debt discounts and debt issue cost:	-	-	7,746	0.15	5,477	0.10	218	-	-	-	1,706	0.03	392	0.01
Tradename impairment	-	-	-	-	-	-	-	-	-	-	-	-	99,924	1.87
Tax adj. associated with acquisition in G&A expense	-	-	-	-	-	-	-	-	-	-	-	-	704	0.01
Tax impact on adjustments	(8,091)	(0.16)	(8,329)	(0.16)	(9,100)	(0.17)	(5,968)	(0.11)	(7,608)	(0.15)	(28,024)	(0.52)	(38,804)	(0.72)
Normalized tax rate adjustment	(237)	-	(1,741)	(0.03)	(9,465)	(0.18)	-	-	-	-	(199)	-	(272,201)	(5.09)
Total adjustments	12,945	0.26	11,642	0.23	7,293	0.14	19,789	0.37	15,556	0.29	57,195	1.07	(201,286)	(3.76)
Non-GAAP Adjusted Net Income and Non-GAAP Adjusted EPS	$ 50,157	$0.99	$ 77,147	$ 1.50	$ 79,908	$ 1.53	$ 98,049	$ 1.86	$ 115,463	$ 2.17	$ 126,590	$ 2.37	$ 138,284	$ 2.58

Dollar values in thousands, except per share data
Note: Reported GAAP is calculated using diluted shares outstanding. Diluted shares outstanding for the three months ended March 31, 2018 are 53,512

Reconciliation Schedules Cont'd

Adjusted EBITDA

	2012	2013	2014	2015	2016	2017	2018
GAAP Net Income (Loss)	$ 37,212	$ 65,505	$ 72,615	$ 78,260	$ 99,907	$ 69,395	$ 339,570
Interest Expense, net	41,320	84,407	68,582	81,234	85,160	93,343	105,879
Provision (benefit) for income taxes	23,945	40,529	29,133	49,198	57,278	41,455	(232,484)
Depreciation and amortization	10,734	13,235	13,486	17,740	23,676	25,792	33,426
Non-GAAP EBITDA	**113,211**	**203,676**	**183,816**	**226,432**	**266,021**	**229,985**	**246,391**
Sales costs related to acquisitions	-	411	-	-	-	-	-
Inventory step up	1,795	23	577	2,225	1,387	1,664	-
Inventory related acquisition costs	-	220	407	-	-	-	-
Add'l supplier costs	-	5,426	-	-	-	-	-
Costs associated with CEO transition	-	-	-	-	1,406		
Integration, transition, and other Acquisition/ Divestiture costs	17,395	5,909	1,111	21,507	2,401	19,624	5,528
Stamp Duty	-	-	-	2,940	-	-	-
Unsolicited porposal costs	1,737	534	-	-	-	-	-
Loss on extinguishment of debt	5,409	1,443	18,286	-	17,970	1,420	2,901
Tradename impairment	-	-	-	-	-	-	99,924
Gain on settlement	(5,063)	-	-	-	-	-	-
(Gain) Loss on divestitures	-	-	-	(1,133)	-	51,820	-
Tax adjustment associated with acquisitions	-	-	-	-	-	-	704
Adjustments to EBITDA	**21,273**	**13,966**	**20,381**	**25,539**	**23,164**	**74,528**	**109,057**
Non-GAAP Adjusted EBITDA	**$ 134,484**	**$ 217,642**	**$ 204,197**	**$ 251,971**	**$ 289,185**	**$ 304,513**	**$ 355,448**

Dollar values in thousands.