

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 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): **July 14, 2005**

**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)

**N/A**  
(Former name or former address, if changed since last report)

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:

- 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 8.01 Other Events.**

On July 14, 2005, Prestige Brands Holdings, Inc. mailed a notice to its stockholders relating to a location change for its 2005 Annual Meeting of Stockholders. The complete notice is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

99.1 Notice of Annual Meeting Location Change.

2

**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.

**PRESTIGE BRANDS HOLDINGS, INC.**

/s/ Peter J. Anderson

Date: July 14, 2005

Name:  
Title:

Peter J. Anderson  
Chief Financial Officer

3

---

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Notice of Annual Meeting Location Change.

4

---



July 13, 2005

NOTICE OF ANNUAL MEETING LOCATION CHANGE

Dear Stockholder:

The 2005 Annual Meeting of Stockholders of Prestige Brands Holdings, Inc. will take place as previously scheduled on Friday, July 29th, 2005 at 10:00 AM at a location which is different from the one mentioned in the proxy materials you recently received due to flood damage at the original location. The new location for the meeting is:

Tarrytown House Estate and Conference Center  
Cronise Room  
49 E. Sunnyside Lane  
Tarrytown, NY 10591

For directions to Tarrytown House, please visit their website at [www.tarrytownhousehotel.com](http://www.tarrytownhousehotel.com) and click on "Directions" at the bottom of the page. You may also call 914-591-8200.

If you are planning to attend, please RSVP to [dsiegal@prestigebrandsinc.com](mailto:dsiegal@prestigebrandsinc.com) or call 914-524-6819 to assure your place.

I look forward to welcoming you.

Sincerely,

Peter C. Mann  
Chairman of the Board, President and Chief Operating Officer

---