
**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 23, 2006

PRESTIGE BRANDS HOLDINGS, INC.

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32433
(Commission File Number)

20-1297589
(I.R.S. 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.

In connection with the resumption of duties as President and Chief Executive Officer of Prestige Brands Holdings, Inc. (the "Company") on an interim basis, the Company and Peter C. Mann entered into a compensatory arrangement whereby Mr. Mann will be paid an annualized salary of \$442,000, which salary is equal to the annual salary Mr. Mann was receiving when he relinquished his position as Chief Executive Officer of the Company.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On June 23, 2006, the Company's Board of Directors determined that Frank Palantoni would conclude his duties as the Company's Chief Executive Officer and President and as a director of the Company, effective immediately.

(c) On June 23, 2006, Mr. Mann was appointed as interim President and Chief Executive Officer. Mr. Mann, age 64, will continue to serve as the Chairman of the Board of the Company, a position he has held since the Company's incorporation in June 2004. From June 2004 through August 2005, Mr. Mann was the Chief Executive Officer and President of the Company. From August 2005 through March 31, 2006, Mr. Mann served as Chief Executive Officer of the Company. Mr. Mann previously served as President and Chief Executive Officer of Medtech Holdings, Inc. (the Company's predecessor) from June 2001 until June 2004.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) Effective June 23, 2006, the Board amended Article II, Section 4 of the Company's Amended and Restated Bylaws (the "Bylaws") to provide that stockholders be given notice of meetings not less than 10 nor more than 60 days prior to the meeting. This section previously provided that stockholders receive notice of meetings not less than 30 nor more than 60 days prior to the meeting.

Also effective June 23, 2006, the Board amended Article VII of the Bylaws to provide that alteration or repeal of the Bylaws by the stockholders requires the affirmative vote of 66-2/3% of the outstanding shares of the Company. This article previously required the affirmative vote of a majority of the outstanding shares of the Company.

The amendments to the Bylaws are filed as Exhibit 3.1 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

A copy of the press release issued by the Company on June 26, 2006 is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
3.1	June 23, 2006 Amendments to the Amended and Restated Bylaws of the Company
99.1	Press Release issued by Prestige Brands Holdings, Inc. dated June 26, 2006

SIGNATURE

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 29, 2006
BRANDS HOLDINGS, INC.

PRESTIGE

/ s / P e t e r J . A n d e r s o n

P e t e r J . A n d e r s o n

0 ;

Title: Chief Financial Officer

B y :

N a m e :

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EXHIBIT INDEX

Exhibit	Description
3.1	June 23, 2006 Amendments to the Amended and Restated Bylaws of the Company
99.1	Press Release issued by Prestige Brands Holdings, Inc. dated June 26, 2006

Effective June 23, 2006, the Amended and Restated Bylaws of Prestige Brands Holdings, Inc. are amended as follows:

1. Article II, Section 4 is replaced in its entirety with the following:

SECTION 4. Notice of Meetings. Whenever stockholders are required or permitted to take action at a meeting, written notice of each annual and special meeting of stockholders stating the date, time and place of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each stockholder of record entitled to vote thereat not less than 10 nor more than 60 days before the date of the meeting. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice. Notice shall be given personally or by mail and, if by mail, shall be sent in a postage prepaid envelope, addressed to the stockholder at his, her or its address as the same appears on the records of the Corporation. Notice by mail shall be deemed given at the time when the same shall be deposited in the United States mail, postage prepaid. Notice of any meeting shall not be required to be given to any person who attends such meeting, except when such person attends the meeting in person or by proxy for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, or who, either before or after the meeting, shall submit a signed written waiver of notice, in person or by proxy. Neither the business to be transacted at, nor the purpose of, an annual or special meeting of stockholders need be specified in any written waiver of notice.

2. Article VII is replaced in its entirety with the following:

Article VII

AMENDMENTS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend, change, add to or repeal these Bylaws by the affirmative vote of a majority of the total number of directors then in office. Any alteration or repeal of these Bylaws by the stockholders of the Corporation shall be done solely in accordance with the terms of the Corporation's Certificate of Incorporation.

[Prestige Brands Logo]
News Release

Prestige Brands Holdings, Inc. Announces Resignation of President and CEO; Search to Begin for Successor

IRVINGTON, N.Y.--(BUSINESS WIRE)--June 26, 2006--Prestige Brands Holdings, Inc. (NYSE: PBH), a marketer and distributor of well-recognized, branded consumer products in the personal care, over-the-counter drug, and household cleaning segments announced today that Frank P. Palantoni and the Company's Board of Directors have mutually agreed that Mr. Palantoni will step down as President, Chief Executive Officer and a Director of the Company effective immediately.

To ensure clear leadership and continuity during this period of transition, the Board has appointed Peter C. Mann, the current Chairman of the Board who served as CEO until April 1 of this year, as interim President and CEO, while its Nominating and Corporate Governance Committee conducts a search for a new CEO. The Company indicated that it expected this process to be concluded over the next six months.

During this period, the Board's Nominating and Corporate Governance Committee, chaired by Ronald B. Gordon, will work closely with Mr. Mann to ensure that this transition will not disrupt the Company's focus on customers, current Company initiatives and the creation of shareholder value. Mr. Gordon said, "The Board is confident that our experienced senior executives and Prestige's outstanding employees will provide strong and steady leadership during this transition period."

"Frank Palantoni's contributions to the Company are appreciated. The Board wishes him well," Mr. Gordon added.

About Prestige Brands Holdings, Inc.

Prestige Brands Holdings, Inc., through its wholly-owned subsidiaries, is a marketer and distributor of brand name over-the-counter drug, household cleaning, and personal care products sold throughout the United States and Canada. Key brands include Compound W(R) wart treatment, Chloraseptic(R) sore throat treatment, New-Skin(R) liquid bandage, Clear eyes(R) and Murine(R) eye care products, Little Remedies(R) pediatric over-the-counter products, Cutex(R) nail polish remover, Comet (R) and Spic and Span(R) household cleaning products, and other well-known brands.