

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. ____)***

PRESTIGE BRANDS HOLDINGS, INC.

(Name of Subject Company (Issuer))

GENOMMA LAB INTERNACIONAL, S.A.B. de C. V.
(Names of Filing Persons (Offerors))

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

74112D101
(CUSIP Number of Class of Securities)

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Genomma Lab Internacional, S.A.B. de C. V.
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CALCULATION OF FILING FEE

Transaction Valuation	Amount Of Filing Fee*
Not Applicable*	Not Applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.	Filing Party: Not applicable.
Form or Registration No.: Not applicable.	Date Filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

On March 12, 2012, the following presentation was offered to Genomma Lab Internacional, S.A.B. de C.V. shareholders in connection with the Prestige Brands Holdings, Inc. acquisition proposal:

Genomma Lab Internacional

Prestige Brands Holding
Acquisition Proposal

Compelling Strategic
Rationale for the Combined
Business



Disclaimer

Forward-looking Statements

This communication may contain certain forward-looking statements and information relating to Genomma that reflect the current views and/or expectations of Genomma and its management with respect to its performance, business and future events. Forward looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like "believe," "anticipate," "expect," "envisages," "will likely result," or any other words or phrases of similar meaning. Such statements are subject to a number of risks, uncertainties and assumptions. These risks and uncertainties include, but are not limited to, the possibility that Genomma will not pursue a transaction with Prestige, the timing to consummate a potential transaction between Genomma and Prestige, the ability and timing to obtain required regulatory approvals, Genomma's ability to realize the synergies contemplated by a potential transaction and Genomma's ability to promptly and effectively integrate the businesses of Prestige and Genomma. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in this communication and in oral statements made by authorized officers of Genomma. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Except as otherwise provided by law, Genomma undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Important Additional Information

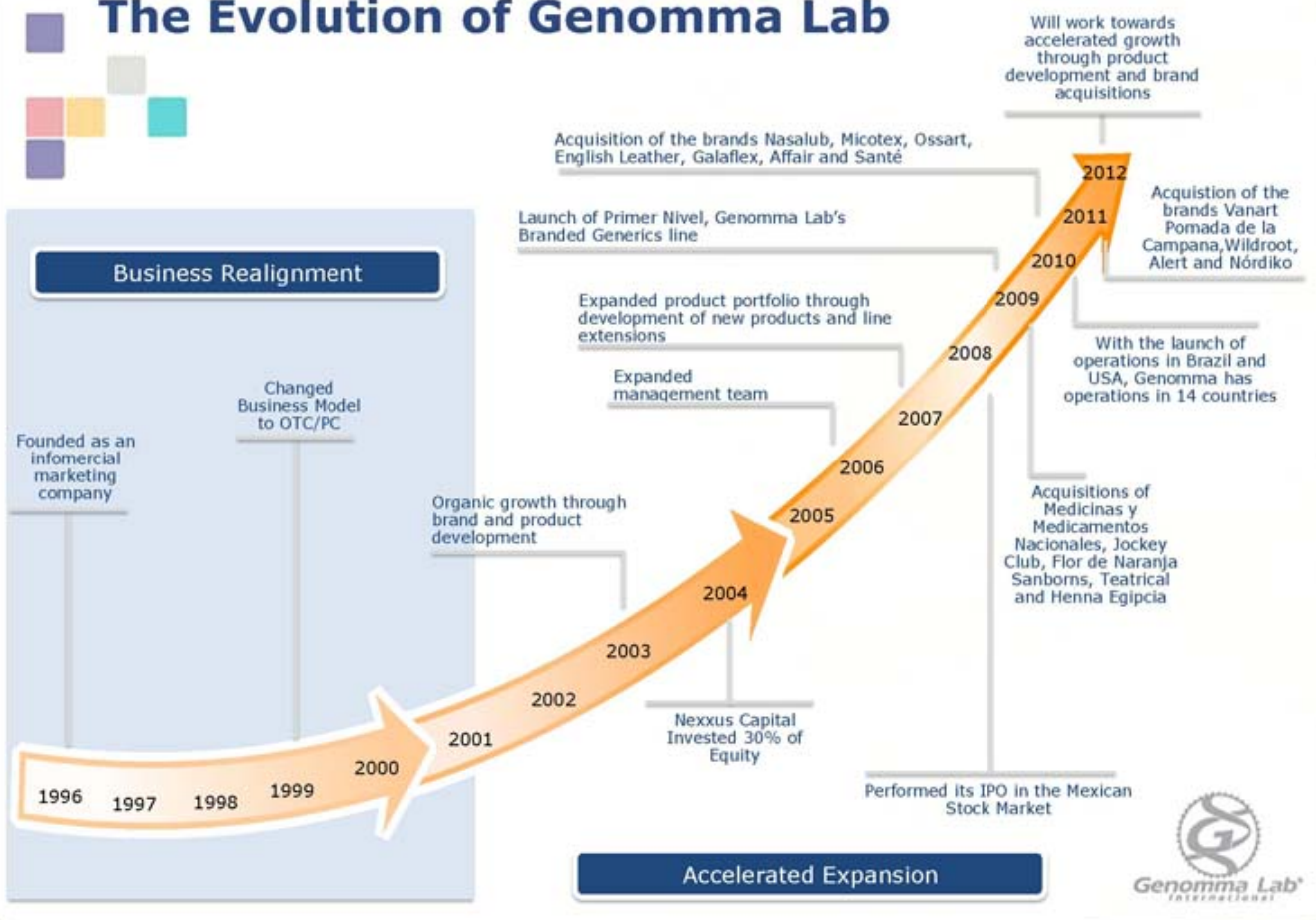
This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. No tender offer for the shares of Prestige Brands Holdings, Inc. ("Prestige") has commenced at this time. In connection with the proposed transaction, Genomma Lab Internacional, S.A.B. de C.V. ("Genomma") may file tender offer documents with the U.S. Securities and Exchange Commission ("SEC"). Any definitive tender offer documents will be mailed to stockholders of Prestige. **INVESTORS AND SECURITY HOLDERS OF PRESTIGE ARE URGED TO READ THESE AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and security holders of Prestige will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by Genomma through the web site maintained by the SEC at <http://www.sec.gov>.



Genomma Lab Overview



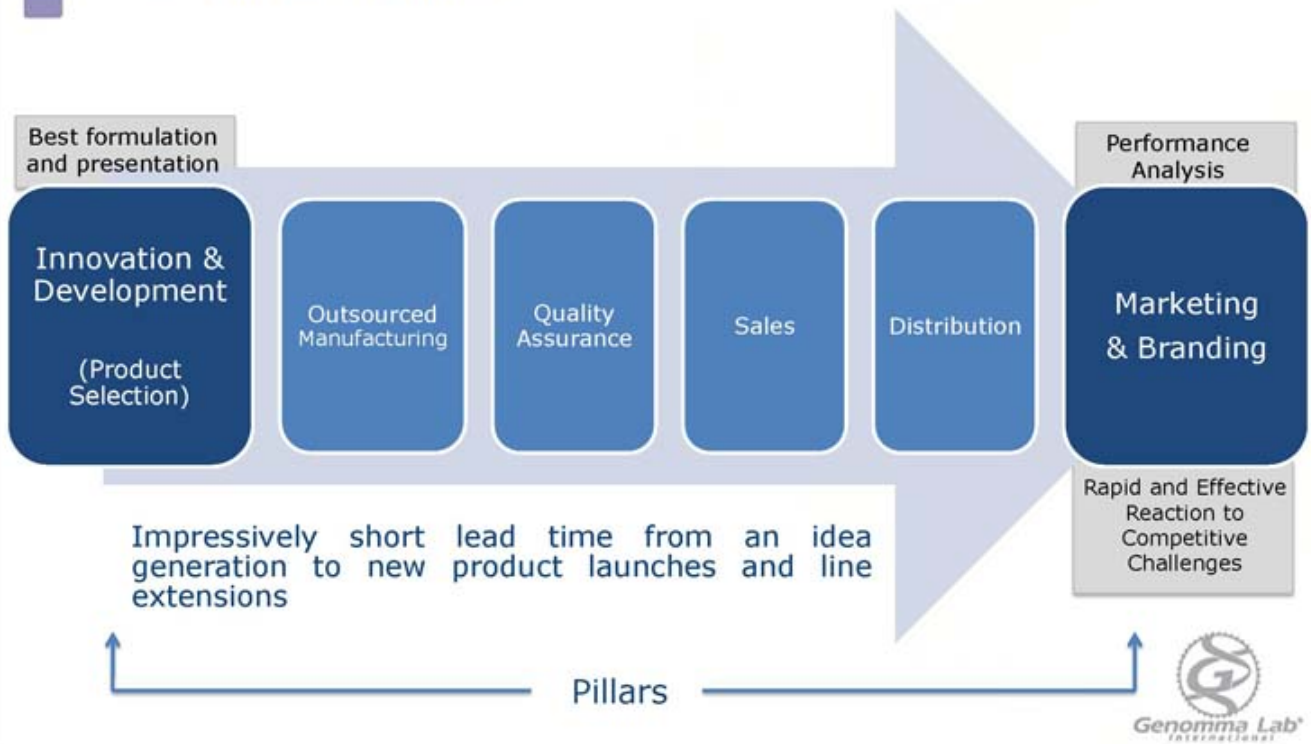
The Evolution of Genomma Lab



Successful Business Model



Our business model is focused on adapting quickly to the market dynamics.





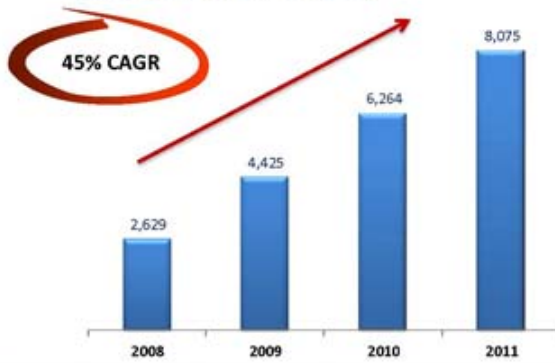
Strong Achievements

• # 1 OTC pharmaceutical in Mexico



Net Sales

(in millions of Mexican Pesos)



Market Share Growth



• Strong Growth in Sales





Strong Achievements



• Operations in 14 countries outside of Mexico:



	IPO		TODAY*
Countries (outside of Mexico)	6	→	14
International Sales (as a % of Net Sales)	4%	→	23%
Brands			
<i>Mexico</i>	33	→	86
<i>International</i>	10		25

* As of December 2011



Strong Achievements

•We recently moved to our new headquarters and distribution center

Headquarters



Distribution Center



	IPO		Now
Distribution Center Positions	35,585	→	100,000

*As of December 2011



Genomma's Success in Launching, Reinvigorating and Growing Brands and Products



- Genomma has developed most of its more than 80 brands and has taken them to the number one or number two market share:

(LTM as of December 2011)

Brand	Rank*	Market Share	Category
Next	#1	20%	Cold and cough preparations without anti-infectives
Nikzon	#1	53%	Anti-Hemorrhoids
Unesia	#1	55%	Systemic Anti-micotics
Genoprazol	#1	40%	Acid inhibitors
Asepxia	#1	68%	Anti-acne preparations
Qg5	#2	11%	Colitis treatments
Medicasp	#1	70%	Topical Antifungal for the scalp
Shot-b + Shot-b Gs	#2	25%	Vitamins
X-Ray Caps	#1	49%	Nonsteroidal Antirheumatics, combinations
Dalay	#1	38%	Sedative
Lomecan crema	#1	21%	Gynecological antifungals
Goicotabs	#1	31%	Systemic antivaricose

*Rank in its category in Mexico according to IMS Health



Genomma Lab
INTERNACIONAL



Prestige Brands Overview



Prestige Brands Holdings

Oral Care



Doctor's Nightguard - Doctor's Toothpicks - Efferdent Denture Cleanser - Effergrip Denture Adhesive

Eye Care



Clear Eyes - Murine Tears - Murine Ears

Skin Care



Compound W - Wartner - Dermoplast - Newskin Liquid Bandages

Cough/Cold/ Allergy/Sinus



Little Remedies - PediaCare - Chloraseptic- Luden's Throat Drops - NasalCrom Nasal Spray

Other Brands



BC- Goody's - Chloraseptic- Dramamine- Gaviscon

PBH – Acquisition of GSK Brands



<u>Category</u>	<u>Pre-Transaction</u>	<u>Post-Transaction</u>
Revenues	~\$400 MM	~\$600 MM
Key Category Platforms	4	6
Brands	30	45
A&P Spending	~12%	~14%
Margins	~32%	~35%
Cash Flow from Operations	~\$75 MM	~\$110 MM

Source: Prestige Brands Holdings Third Quarter F'12 Investor Presentation – February 9, 2012



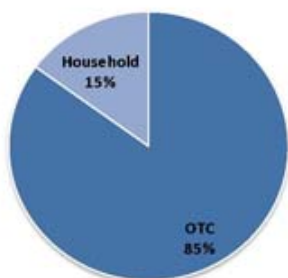
Prestige Brands Holdings Overview

Key Brand Portfolio

Core Brand	Category	Core Brand	Category
	Powdered Analgesics		Pediatric Healthcare
	Eye Allergy/Redness Relief		Cough Drops / Lozenges
	Denture Cleanser Tablets		Motion Sickness
	Wart Removal		Antacids
	Sore Throat Liquids/Lozenges		Ear Drops/Treatments
	Pediatric Healthcare		Bruxism
	Gas Prevention		

- Strong OTC presence will enhance Genomma's core OTC offering
- Expansion in U.S. will extend Genomma's geographic footprint
- Well diversified channel mix

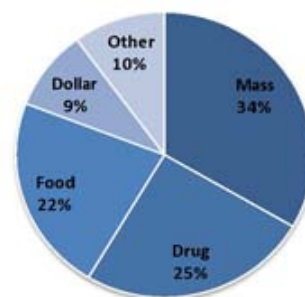
Segment Mix¹



Geographic Mix¹



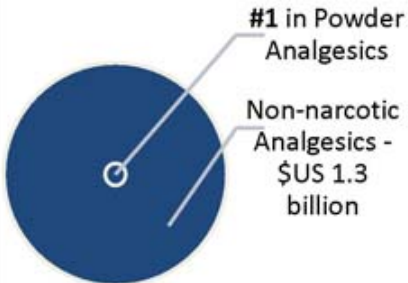
Channel Mix¹



1) As a percentage of revenues
 2) Mainly Canada

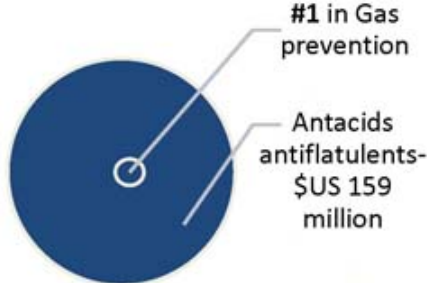
PBH – Brands Growth Potential

Goody's



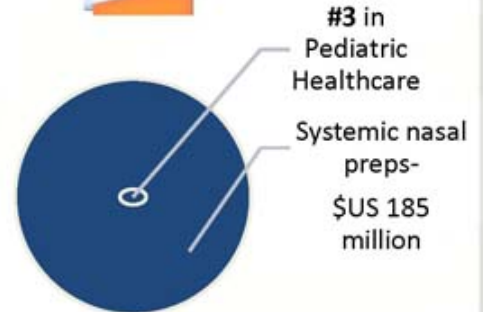
Goody's market share in the Non-narcotic Analgesics category only **0.2%**

beano



Beano's market share in the Antacids, Antiflatulents category only **10.7%**

Pedia Care



Pedia Care's market share in the Systemic nasal preps. category only **0.2%**



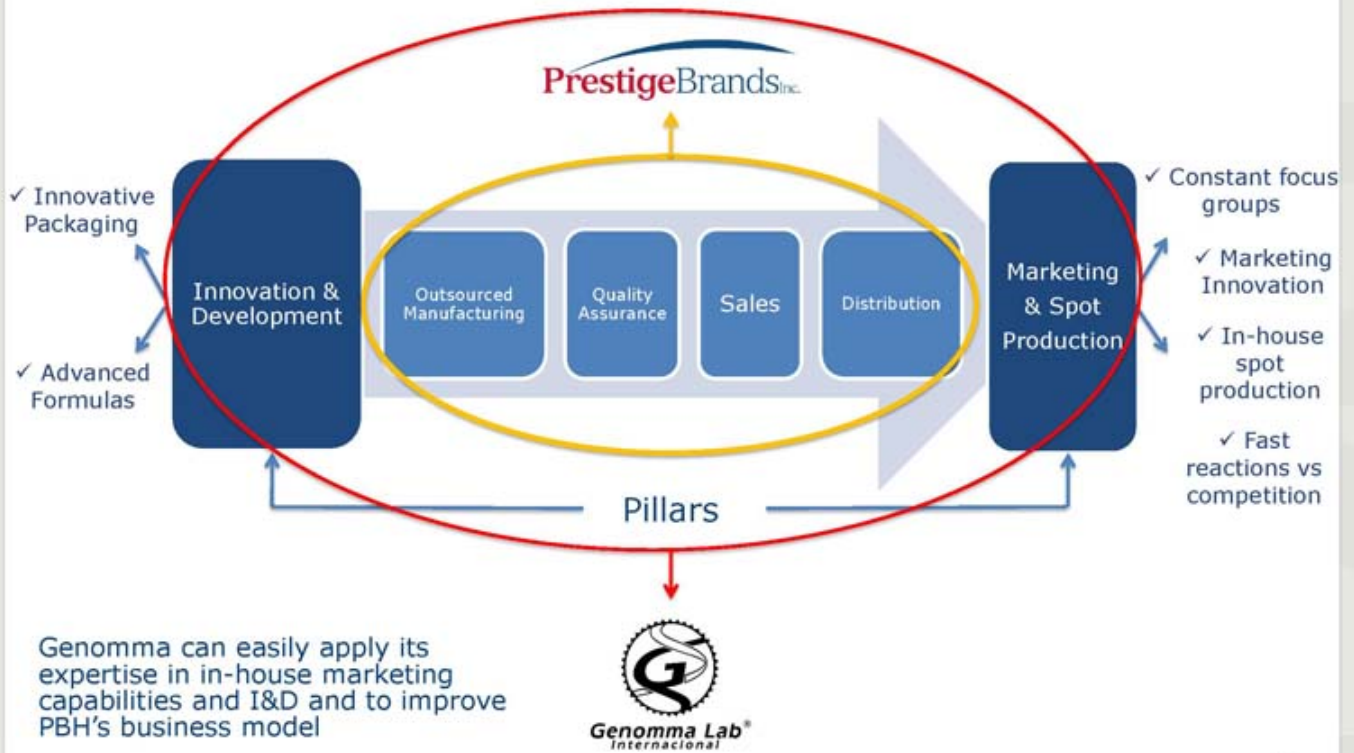


Strategic Combination



Complementary Business Models

Our model is focused on adapting quickly to the market dynamics.



Genomma Production and Marketing Capabilities



Genomma Lab Differentiators: **Independence & speed**

ADVERTISING AGENCY

DEPENDENCE

- Creative Idea • External Factors
- Production • Slow Processes
- Release • Low feedback

Results: Participation in just 1 category.

1 new spot
=
2 months

GENOMMA – IN HOUSE

SPEED

- Creative Team • 5 Creative Teams
- Production • 24 x 7 Monitoring (Competitive & Global Creativity)
- Release • Own infrastructure and most innovative technology

Results: Participation in 48 OTC categories and 12 PC categories.

1 new spot
=
5 days

1 Year
=
1,000 spots

Genomma Production and Marketing Capabilities



- Genomma is the biggest spot producer in Latin America
- Genomma will leverage its in-house marketing capabilities to produce the spots to be utilized in the US, not only to reduce costs but to have a larger inventory of spots per product, focused on US consumers
- US celebrity talent added to Genomma's technical capabilities and advertising creativity will significantly improve PBH's marketing campaigns






Complementary Brand Portfolio

With this new portfolio of brands Genomma will strongly participate in the top OTC and PC categories in the US and LATAM.

CATEGORY	BRANDS		ATTENDED CATEGORIES
	Genomma Lab	Prestige Brands	
ANALGESICS			 
GASTROINTESTINALS			
COLD & COUGH			
EYE & EAR CARE			
ORAL CARE			
SLEEP AIDS			
DERMATOLOGICALS			
HEMORRHOID TREATMENT			 

Complementary Brand Portfolio

CATEGORY	BRANDS		ATTENDED CATEGORIES
	Genomma Lab	Prestige Brands	
JOINTS & OSTEOARTHRITIS			✓
CHOLESTEROL TREATMENT			✓
PRESERVATIVES			✓
MULTI-VITAMINS			✓
PERSONAL CARE	      		✓
HOUSEHOLD		  	✓ 

Ability to Regionalize Prestige's and Genomma's Leading Brands

- Unique opportunity to expand a world-class brand portfolio of FDA-approved products throughout the region
- Genomma gains shelf space and a footprint in the U.S. and Canada for several of its key brands
- Reinvigorate PBH brands with Genomma's marketing methodology





Transaction Rationale & Value Proposition



Overview of Genomma Proposal



- All cash offer of \$16.60 per share
 - Implied Equity Value: \$684 million
 - Prestige Net Debt: \$1,156 million
 - Implied Enterprise Value: \$1,840 million
- A **23% premium** over PBH pre-announcement closing share price on February 17, 2012 and a **47% premium** over the three-month historical average ending on February 17, 2012
- Offer price represents the highest price PBH shares have reached since June 2005
- The offer represents an EV/EBITDA 2012e multiple of 9.3x



Compelling Transaction Rationale

Strong Business Logic for Combination

- Creates business with scale and market leading positions in each of the key consumer markets across the entire Americas region
- Applies Genomma's core marketing competencies to PBH brands
- Extends key PBH brands into new geographies

Optimal Alternative for PBH Shareholders

- Deal certainty: no anticipated financing, regulatory issues
- Speed: Ability to consummate transaction very quickly if Prestige engages with us
- Compelling value: Genomma's EV / EBITDA multiple 2012e of 9.8x vs. PBH's 3-yr historic standalone multiple of 7.5x

Value Enhancing for Genomma Shareholders

- Very attractive financial metrics (excluding synergies)
 - ~\$1.4 billion in revenues; ~\$423 million in EBITDA in 2012
 - Significantly EPS accretive in 2013e greater than 20%
 - Sustainable margin enhancement greater than 400bps
- Significant synergy opportunities drives additional upside
- Rapid de-leveraging due to substantial free cash flow generation

Genomma's and Prestige's numbers are based on the Company's guidance and analysts' estimates, respectively.

Genomma Management Team Has a Strong Track Record of Delivering Shareholder Value



Note: Share price data from March 9, 2009 through March 8, 2012

- 1) OTC / Pharma Index includes Atrium Innovations, Hypermarcas, Perrigo, and Schiff Nutrition
- 2) High Margin Health & Personal Care Index includes Church & Dwight, Clorox, Colgate-Palmolive, Johnson & Johnson, Procter & Gamble, Reckitt Benckiser, and Weight Watchers

Investors' Main Issues

Issue	Status
Management	Retain actual management plus Genomma's marketing team.
Offer Price	Represents full and fair value. Can only re-evaluate if PBH engages with us.
Due Diligence	Extensive knowledge of asset and due diligence substantially complete. (Only confirmatory diligence required)
Timing / Process	Fully prepared at any time to meet with Prestige to negotiate and consummate a mutually acceptable transaction agreement.
	Diligence can be completed in a matter of weeks.
Genomma's Approval	Unanimous support of our Board of Directors.



Acquisition Financing and Proforma Capital Structure



- 100% debt financed transaction
- Acquisition of PBH equity financed with new Genomma's debt in Mexico
- PBH debt will be refinanced if required in the US without recourse to Genomma
 - Genomma would not act as guarantor
- Exploring potential to leave existing PBH debt in place
- Consolidated Net Debt to EBITDA of approximately 4.6x as of December 2012e.
- Strong PF Cash Flow allows for rapid de-leveraging
 - Consolidated debt de-levers under LABB target levels within 3 years
- No plans for rights offering of LABB shares to help finance the deal, there will be no follow-on



Prestige Brands Holdings Overview

Key Statistics

- Publicly traded on NYSE under "PBH"
- ~85% of net revenue are OTC products and 90% of brand contribution
- ~90% net revenues in the U.S.
- 2/3 of OTC net revenue generated from brands that maintain #1 or #2 market share positions
- 100 full-time employees
- Based in Irvington, NY

PF 2011 Financial Summary¹

\$US millions



1) Pro Forma for the acquisition of 17 GSK Brands

Business Overview

- Prestige Brands Holdings, Inc. ("Prestige") markets, sells and distributes branded over-the-counter ("OTC") and household products
- Proven operating model with outsourced manufacturing, distribution and R&D
- Focused on core competencies: sales & marketing and product development
- Minimal capital expenditures resulting in high free cash flow generation

Valuation (Pre-Bid)

(\$USD millions, except per share data)

Share Price (02/17/12)	\$	13.50
Shares Outstanding (mm)		50.667
Equity Value	\$	684.0
Plus: Net Debt		1,156.0
FD Enterprise Value	\$	1,840.0
Enterprise Value / Revenue ¹		3.1x
Enterprise Value / EBITDA ¹		8.6x



Pro Forma Financial Profile Without Synergies



(US\$ millions)	Year Ending December 31	
	2011 PF	2012 E
Revenue		
Genomma	621	773
Prestige	603	607
Combined Revenue (ex. synergies)	1,224	1,380
EBITDA		
Genomma	165	205
Prestige	214	218
Combined EBITDA (ex. synergies)	379	423
EBITDA Margin		
Genomma	26.6%	26.5%
Prestige	35.5%	36.0%
Combined EBITDA Margin (ex. synergies)	31.0%	30.7%
Operating Cashflow		
Genomma	102	174
Prestige	214	217
Combined Operating Cash Flow (ex. synergies)	316	391

Key Forward-looking Metrics

- Significant EPS accretion of at least 20% by 2013e
- Sustainable revenue growth at least 15%
- Rapid de-leveraging from strong cash flow generation

Source: Wall Street research and Management estimates

1) Operating cash flow defined as EBITDA less Capex

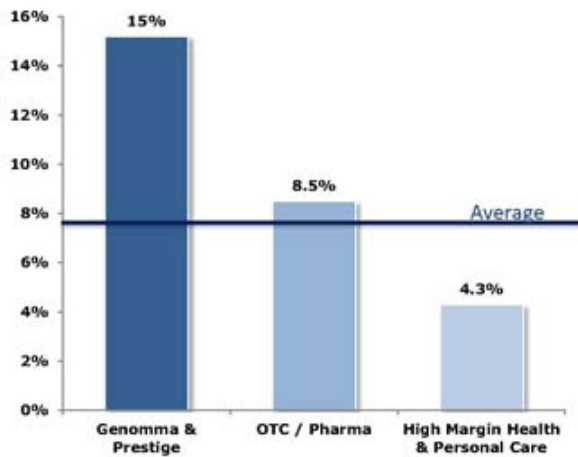
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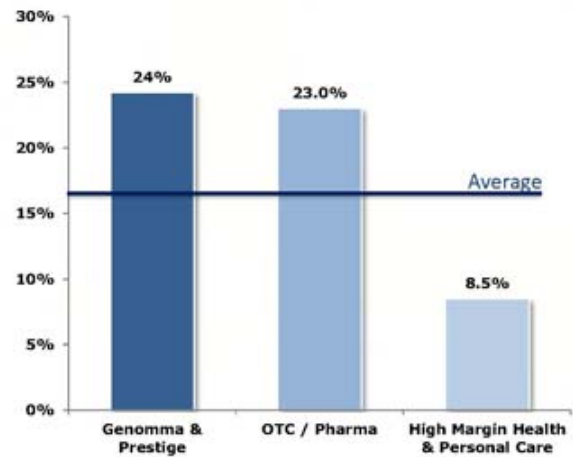
Peer Group Benchmarking Without Synergies



Revenue Growth 2011-2014e⁽¹⁾



EPS Growth 2011-2014e⁽¹⁾



Source: Consensus estimates

- 1) 2011-2014 CAGR
- 2) OTC / Pharma peer group includes Hypermarcas, Perrigo, Atrium Innovations and Schiff Nutrition
- 3) High Margin Health & Personal Care peer group includes Procter & Gamble, Weight Watchers, Church & Dwight, The Clorox Company, Colgate-Palmolive, Johnson & Johnson and Reckitt Benckiser

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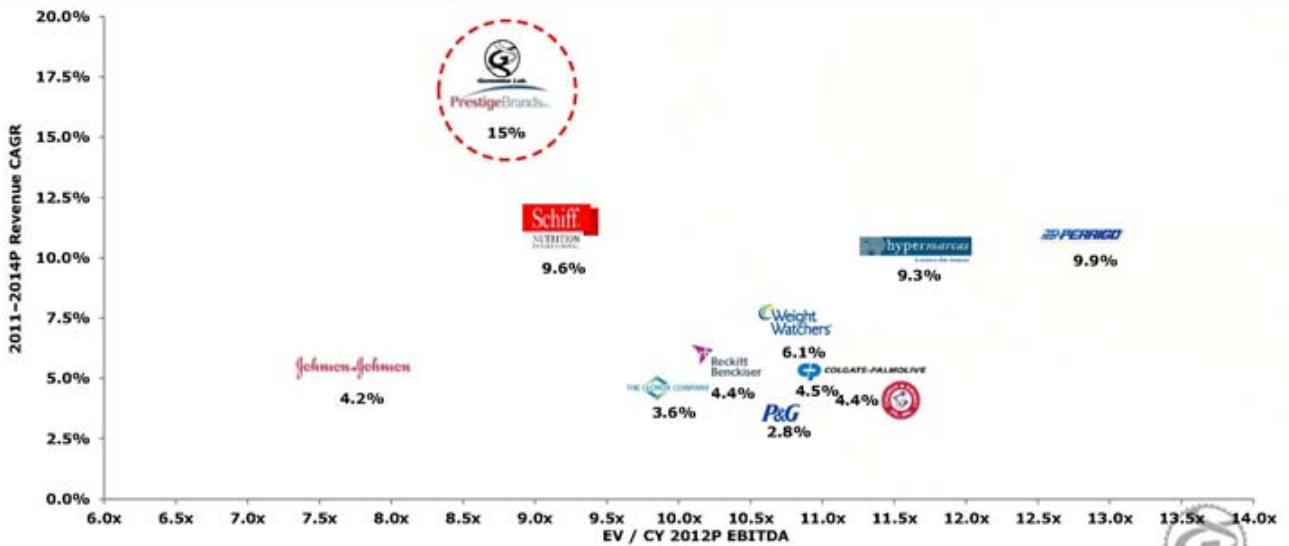


Peer Group Benchmarking Without Synergies

The current valuation is an attractive investment opportunity



Revenue CAGR Correlation to EBITDA Multiple



Source: Consensus estimates

Genomma's and Prestige's numbers are based on the Companies' guidance and analysts' estimates, respectively.



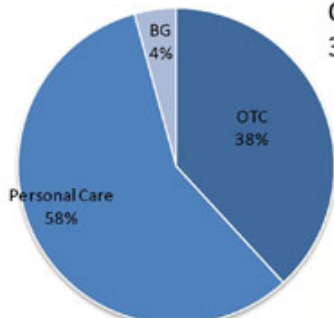


Creates Highly Diversified Business with Significant Scale and Market Leading Franchises

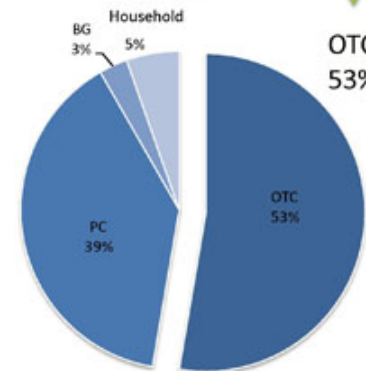
Genomma
 CY 2012 Revenue: USD\$773 million
 CY 2012 EBITDA: USD\$205 million

Genomma & Prestige
 PF 2012 Revenue: USD \$1,380 million
 PF 2012 EBITDA: USD \$423 million

OTC

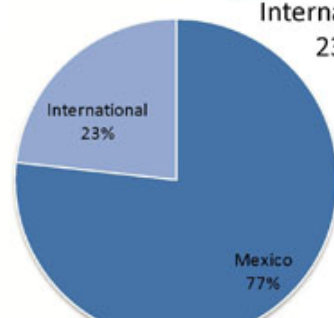


OTC: 38%

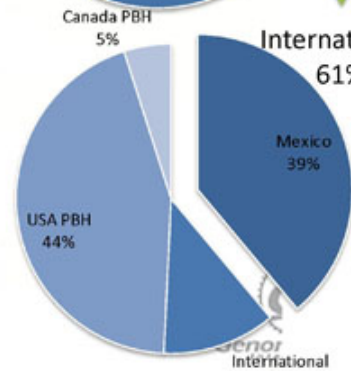


OTC: 53%

International



International: 23%



International: 61%

Source: Wall Street research and Management estimates

Growth Potential in the US



- + PC niche brands in the US
 - GOICOECHEA
 - Cicatricure
- + Mexican Brands
 - SILKA MEDIC
 - LINEKA
 - NEXT
- +PBH in LATAM
 - BC
 - Goody's
 - Clear eyes
 - Effergrip
- + Hispanic market
 - TIO NACHO
 - M.A. EVANS
 - COLONIA Sanborn
 - His America Mexico
- + Better marketing and spots
 - [Image of product display]
 - [Image of product display]
- + Organic growth
 - [Image of product display]



PBH under Genomma



Investment Thesis and Value Proposal



- ✓ Creates value for shareholders
- ✓ Unique business model that complements PBH
- ✓ More solid and diversified brand portfolio
- ✓ Broader international presence in line with the LAB's goals
- ✓ Strengthens the manufacturing network
- ✓ Applies Genomma's marketing capabilities to grow PBH brands



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