

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): **December 22, 2016**

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)

Registrant's telephone number, including area code: **(914) 524-6800**

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 (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))

Item 1.01 Entry into a Material Definitive Agreement.

On December 22, 2016, Medtech Products Inc., a Delaware corporation and a wholly owned subsidiary of Prestige Brands Holdings, Inc. (the "Purchaser"), and AETAGE LLC, a Delaware limited liability company and a wholly owned subsidiary of the Purchaser ("Merger Sub"), entered into a definitive Agreement and Plan of Merger (the "Merger Agreement") with C.B. Fleet TopCo, LLC, a Delaware limited liability company ("Fleet"), and Gryphon Partners 3.5, L.P., a Delaware limited partnership, solely in its capacity as the Sellers' Representative (as defined in the Merger Agreement). The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, Merger Sub will merge with and into Fleet, with Fleet being the surviving entity, and Purchaser becoming the parent and sole equityholder of Fleet (the "Transaction").

Fleet is a privately-held limited liability company and the indirect parent company of C.B. Fleet Company, Incorporated, a Virginia corporation ("C.B. Fleet"). C.B. Fleet is headquartered in Lynchburg, Virginia, and manufactures, develops, markets, sells, and distributes over-the-counter health care products. The Company expects the Transaction to close in the fourth quarter of Fiscal 2017.

Summary of the Terms of the Merger Agreement

The total purchase price payable by the Purchaser in connection with the Transaction is \$825 million, subject to certain closing adjustments based on the cash, indebtedness, transaction expenses, and working capital of Fleet and its subsidiaries at the closing, with \$4.125 million to be held in an escrow account for fifteen months to cover certain indemnification claims by Purchaser.

The closing of the Transaction is subject to the satisfaction or waiver of certain customary conditions to closing including, among others, the absence of any law, regulation, order, or injunction prohibiting the Transaction and the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. Each party's obligation to consummate the Transaction is subject to certain other customary conditions, including the accuracy of the representations and warranties of the other parties (generally subject to a material adverse effect standard) and compliance by the other parties with their obligations under the Merger Agreement (generally subject to a materiality standard).

The Merger Agreement contains customary representations, warranties, and covenants, as well as indemnification provisions that are subject to specified limitations, including recourse to a representation and warranty insurance policy (in addition to the indemnification escrow discussed above).

The Merger Agreement also contains certain customary termination rights for each of Purchaser and Merger Sub and the Sellers' Representative. The Merger Agreement may be terminated by either Purchaser and Merger Sub or the Sellers' Representative if the closing of the Transaction has not occurred prior to June 20, 2017, or a later date that the parties agree. The Merger Agreement may also be terminated by either Purchaser and Merger Sub or the Sellers' Representative if the other party is in breach of the Merger Agreement such that it has not met its closing conditions, and has not or is not able to cure such breach.

The foregoing description of the terms of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement. The Company expects to file a copy of the Merger Agreement as an exhibit to its Quarterly Report on Form 10-Q for the quarter ended December 31, 2016.

The Merger Agreement contains various representations and warranties made by the parties solely for purposes of the Merger Agreement and as of specific dates set forth therein, which were the product of negotiations, and may be subject to important qualifications and limitations included in confidential disclosure schedules of the Merger Agreement. Certain representations and warranties in the Merger Agreement were used for the purpose of allocating risk between the parties, rather than establishing matters of fact. Furthermore, the representations and warranties may be subject to standards of materiality applicable to the parties that may be different from those applicable to the Company's stockholders. Additionally, information concerning the subject matter of such representations and warranties may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in the Company's public disclosures. Accordingly, such representations and warranties in the Merger Agreement may not constitute the actual state of facts about Fleet, its subsidiaries, Prestige Brands Holdings, Inc. (the "Company"), or Purchaser. Stockholders of the Company are not third-party beneficiaries under the Merger Agreement and should not rely on the representations, warranties, and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of Fleet (or any of its subsidiaries), the Company, or Purchaser or any of their respective subsidiaries or affiliates.

Item 7.01 Regulation FD Disclosure.

On December 22, 2016, the Company issued a press release announcing the execution of the Merger Agreement. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. In addition, the Company is providing supplemental information regarding the Transaction in the investor presentation slides attached hereto as Exhibit 99.2.

The information in this Item 7.01 and the exhibits attached hereto are being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into those filings of the Company that provide for the incorporation of all reports and documents filed by the Company under 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, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRESTIGE BRANDS HOLDINGS, INC.

Date: December 23, 2016

By: /s/ William P'Pool
Name: William P'Pool
Title: General Counsel

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated December 22, 2016 (furnished only).
99.2	Investor Presentation dated December 23, 2016 (furnished only).

Prestige Brands Announces Agreement to Acquire C.B. Fleet Company*Adds Leading Brand to Women's Health Portfolio**Acquisition Positions the Company for Pro Forma Revenue of Approximately \$1.0 billion in Fiscal 2018**Moves Prestige Towards its Targeted Mix of "Invest-for-Growth" Brands*

TARRYTOWN, N.Y.--(BUSINESS WIRE)--Dec. 22, 2016-- Prestige Brands Holdings, Inc. ("Prestige" or the "Company") (NYSE:PBH) today announced that it has entered into a definitive agreement to acquire C.B. Fleet Company ("Fleet"), a manufacturer, marketer, and distributor of feminine care and other over-the-counter ("OTC") healthcare products, for \$825 million in cash. The transaction moves the company towards its stated goal of 85% "invest-for-growth" revenue and is expected to result in pro forma revenues of approximately \$1.0 billion for the Company in Fiscal 2018.

The transaction will add leading brands to the company's Women's Health, Gastrointestinal and Pediatric Care categories with revenues of approximately \$205 million over the trailing twelve months ended September. The portfolio is anchored by Summer's Eve® in Feminine Care, which represents approximately 65% of the Fleet portfolio, and holds a #1 market share position in its respective category. Introduced in 1972, Summer's Eve has a long history of sales growth, consumer awareness, and product innovation. The Fleet® brand holds a market-leading #1 share in both Enemas and Glycerin Suppositories, while Pedia-Lax® holds a #1 share in Pediatric Laxatives.

The acquisition of Fleet is consistent with Prestige's disciplined M&A criteria and offers opportunities for long-term brand-building and synergies as the Company expands its position in the Women's Health and GI categories. In addition, Fleet operates a "mix and fill" manufacturing facility in Lynchburg, Virginia, which currently manufactures approximately two-thirds of Fleet's sales. Over time, the Company expects to leverage the facility by expanding production to include current Prestige products and other initiatives. Upon closing, the transaction is expected to be immediately accretive to earnings per share and cash flow from operations, exclusive of transaction, integration and purchase accounting items.

Commentary

Ron Lombardi, CEO of Prestige, stated, "Based on Fleet's long history of connecting with consumers, new product expansions, and leading market-share positions we believe the company is well positioned for long-term growth and fits into our well-established brand building platform. The acquisition of Fleet further enhances our women's healthcare platform, currently anchored by Monistat, with the addition of Summer's Eve. Upon closing, Summer's Eve will also be our largest brand with over \$125 million in sales. In addition, the transaction adds the leading brands of Fleet and Pedia-Lax to our gastrointestinal category, expanding the brands we offer in this category."

He added, “The acquisition is also a key step in aligning our portfolio with our long-term stated goal of 2-3% organic growth. We believe the addition of Fleet's manufacturing facility also provides strategic benefits and cost synergies as we look to expand manufacturing to include current Prestige products. Over time, we also expect to take advantage of Fleet R&D resources to enhance our new product development capabilities.”

Mr. Lombardi concluded, “This acquisition is consistent with our proven M&A strategy that focuses on acquiring brands with long term brand building opportunities, including new products and innovations and quickly integrating them into the Prestige business, resulting in meaningful synergies and cost savings. The expected integration and transition is consistent with our past acquisitions and our demonstrated core competency of acquiring, integrating and growing business through investment and brand support.”

Financial Outlook

The Company anticipates closing on this transaction by the end of its fiscal fourth quarter of 2017, subject to satisfaction of customary closing conditions, including clearance under the Hart-Scott Rodino Antitrust Improvements Act of 1976.

Dependent on the timing of the closing, Prestige anticipates credit agreement defined pro forma Debt-to-EBITDA leverage at closing of approximately 5.8x, with an expectation to reduce its Debt-to-EBITDA leverage to approximately 5.0x by the end of Fiscal 2018. The anticipated Fiscal 2018 pro forma Adjusted EBITDA implies a purchase price multiple of approximately 11x. Prestige has secured a financing commitment for the full amount needed to consummate the transaction and may choose to fund a portion of the transaction with excess cash on hand, bank debt, bonds and/or common equity. The Company will be providing further detail on the transaction on its Fiscal 2017 third quarter earnings call in early February 2017.

Barclays acted as exclusive financial advisor to Prestige Brands on this transaction.

Conference Call & Presentation

The Company will host a conference call tomorrow December 23rd, 2016 at 8:30m ET to review the pending acquisition of Fleet. The call may be accessed by dialing 844-233-9440 about 10 minutes before the start of the call. International callers may dial 574-990-1016. The conference password is “prestige”. A replay will be available for two weeks following the completion of the call and can be accessed by dialing 1-855-859-2056, or 1-404-537-3406 for international. The replay password is 44897517. A slide presentation will accompany the call and can be accessed from the Investors section of the Company's website, www.prestigebrands.com.

About Prestige Brands Holdings, Inc.

The Company markets and distributes brand name over-the-counter and household cleaning products throughout the U.S. and Canada, Australia, and in certain other international markets. The Company's brands include Monistat® women's health products, BC® and Goody's® pain relievers, Clear Eyes® eye care products, DenTek® specialty oral care products, Dramamine® motion sickness treatments, Chloraseptic® sore throat treatments, Compound W® wart treatments, Little Remedies® pediatric over-the-counter products, The Doctor's® NightGuard® dental protector, Efferdent® denture care products, Luden's® throat drops, Beano® gas prevention, Debrox® earwax remover, Gaviscon® antacid in Canada, and Hydralyte® rehydration products and the Fess® line of nasal and sinus care products in Australia. Visit the Company's website at www.prestigebrands.com.

Note Regarding Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of the federal securities laws that are 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 "will," "would," "expect," "plan," "continue," "anticipate" (or the negative or other derivatives of each of these terms) or similar terminology. The "forward-looking statements" include, without limitation, statements regarding the expected timing for consummating the acquisition; the acquisition's impact on revenues, organic growth, cash flow, earnings per share and leverage; the impact of the acquisition on the Company's brand-building and product development initiatives; the ability to achieve synergies from the acquisition; the Company's plans for the Fleet manufacturing facility and R&D resources; the Company's expected financing for the transaction; and the success of the Company's strategy of acquiring, integrating and building brands. These 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 in the forward-looking statements as a result of a variety of factors, including satisfaction of the closing conditions, including approval under the Hart-Scott Rodino Antitrust Improvements Act, general economic and business conditions, the Company's ability to successfully integrate the Fleet brands, manufacturing facility and R&D resources, competitive pressures, unexpected costs or liabilities, and disruptions resulting from the integration. A discussion of other factors that could cause results to vary is included in the Company's Annual Report on Form 10-K for the year ended March 31, 2016 and in Part II, Item 1A. Risk Factors in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016. Except to the extent required by applicable securities laws, the Company is not under any obligation to (and expressly disclaim any such obligation to) update any forward-looking statements, whether as a result of new information, future events, or otherwise. All statements contained in this press release are made only as of the date of this release.

Prestige Brands

Announcement of Agreement to Acquire C.B. Fleet Company, Inc.
December 23, 2016



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 expected timing for consummating the acquisition of Fleet; the acquisition’s impact on revenues, organic growth, cash flow, earnings per share and leverage; the expected growth and market position of the acquired brands; the impact of the acquisition on the Company’s brand-building and product development initiatives; the ability to achieve synergies from the acquisition; the Company’s ability to leverage the Fleet manufacturing facility and R&D resources; the Company’s expected financing for the transaction; and the success of the Company’s strategy of acquiring, integrating and building brands. Words such as “continue,” “will,” “expect,” “project,” “anticipate,” “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, failure to satisfy the closing conditions for the acquisition including approval under the Hart-Scott Rodino Antitrust Improvements Act, general economic and business conditions, the failure to successfully integrate the Fleet brands, manufacturing facility and R&D resources, competitive pressures, unexpected costs or liabilities, and disruptions resulting from the integration, 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, 2016 and in Part II, Item 1A. Risk Factors in the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016. 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.

Agenda for Today's Discussion

- I. Transaction Summary
- II.  Overview
- III. Strategic Rationale and Financial Highlights
- IV. The Road Ahead

I. Transaction Summary



Transaction Overview

Overview

- Prestige Brands announced an agreement to acquire C.B. Fleet Company, Inc. ("Fleet") for \$825 million
 - Fleet has Revenue of approximately \$205⁽¹⁾ million
 - Purchase price represents ~11x Pro Forma Adjusted EBITDA, including expected synergies
 - Expected to be immediately accretive to EPS and Cash Flow from Operations exclusive of transaction, integration, and purchase accounting items

Strategic Rationale

- Highly complementary to Prestige's current portfolio and categories of focus
 - Adds multiple market leading, scale consumer healthcare brands in attractive feminine hygiene, gastrointestinal, and infant care categories
 - Adds another \$100 million+, #1 power brand in women's health

Expected Financing

- Transaction is expected to be financed with cash on hand, availability through Prestige's existing credit facilities, the issuance of additional debt, and/or potential equity based on prevailing market conditions
 - Bank defined leverage at closing expected to be approximately 5.8x⁽²⁾, consistent with level at time of Insight Pharmaceuticals

Timing

- Acquisition is targeted to close in the first quarter of calendar 2017, subject to regulatory approval

(1) Revenue figure as of LTM ending September, 2016

(2) Pro Forma Leverage ratio reflects net debt / covenant defined EBITDA

II. Overview





A Leading, Consumer Healthcare Company with Strong Heritage

Fleet Overview

- Founded in 1869
- Based in Lynchburg, VA
- Leading, privately-held Consumer Healthcare Company that manufactures and markets a cohesive portfolio of market-leading brands in the Feminine Care, Gastrointestinal Care and Infant Care categories
- Anchored by Summer's Eve, an iconic mega brand that generated Revenue in excess of \$125 million in 2016 and holds a strong #1 market position in the highly attractive and rapidly growing Feminine Hygiene category
- Fleet products are widely distributed across retail channels in North America
- Emerging and growing presence in selected international markets (~\$20 million of Revenue)

Selected Milestones

1869



Charles Browne Fleet founded Fleet Labs

1953



First disposable Fleet enema introduced

1972



First disposable douche introduced under Summer's Eve brand

1988



Introduced first external Summer's Eve products

Portfolio of Leading, Scale Consumer Healthcare Brands

Feminine Care

Category Rank:

#1

Summer's Eve®



Gastrointestinal Care

PHAZYME

#1

Fleet.

#1

Pedia-Lax



Infant Care



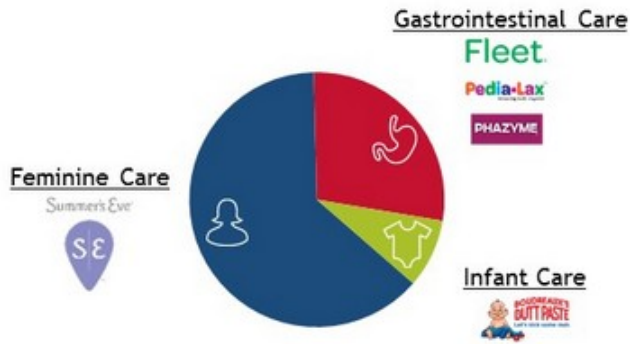
Source: IR MULO L52 week period ending 11/27/16

Announcement of Agreement to Acquire C.B. Fleet Company, Inc.

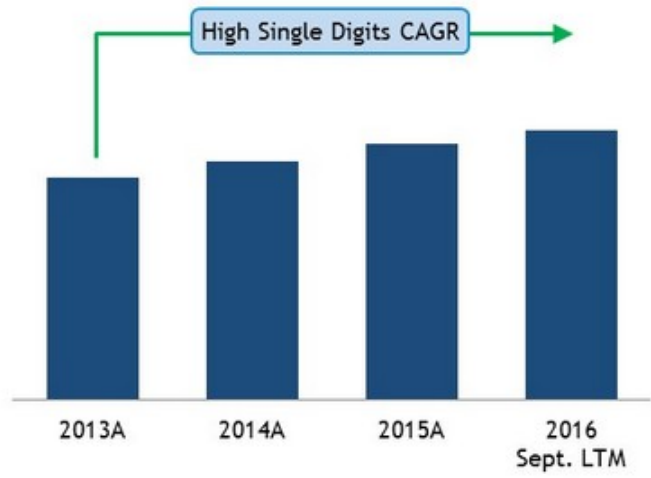
PrestigeBrands 8

A Focused, High Performing Portfolio

Focused Category Presence



Attractive Revenue Growth



Note: Pie chart refers to Fleet Revenue mix by category as of LTM ending September, 2016

Announcement of Agreement to Acquire C.B. Fleet Company, Inc.

PrestigeBrands 9

The Most Comprehensive Feminine Hygiene Offering



Announcement of Agreement to Acquire C. B. Fleet Company, Inc.

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Competes in Largest and Fastest Growing Segment of Feminine Care

Feminine Hygiene Role Within Feminine Care

- Feminine Hygiene represents the largest segment in the nearly \$850 million Feminine Care Category
- Feminine Hygiene growth is meaningfully outpacing other segments and accelerating behind shifts in consumers' attitudes
- Unlike problem/solution vaginal treatments or intimacy enhancement products, Feminine Hygiene products are part of consumers' daily usage regimen
- Feminine Hygiene segment consists of both external (wash, cloths, sprays and powders) and internal (douche and suppositories) daily cleansing and freshness products

Feminine Hygiene Largest Segment

Total Feminine Care: ~\$850 million



Feminine Hygiene Fastest Growing and Accelerating

- Feminine Hygiene
- Intimacy Enhancement
- Vaginal Treatments
- Fem. Care Category



Source: IR MULO L52 week period ending 11/27/16 (Retail Dollar Sales)

Other Brands Complement Current Categories of Focus

	Gastro-Intestinal Care		Infant Care	
Positioning	 <i>Over 140 Years of Fast, Gentle, & Effective Relief</i>	 <i>Serious Relief for Serious Gas & Heartburn</i>	 <i>Keeping Kids Regular</i>	 <i>Let's Kick Some Rash</i>
Year Launched	1953	1970 (Acquired 2012)	2008	1978 (Acquired in 2011)
Key Categories	Enemas, Glycerin Suppositories	Anti-Gas	Pediatric Laxatives	Infant Care
Market Position	#1	#3	#1	#4

Source: IR MULO L52 week period ending 11/27/16

Announcement of Agreement to Acquire C. B. Fleet Company, Inc.

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Opportunity to Leverage World Class Manufacturing Platform

- Wholly-owned 310,000 square foot facility in Lynchburg, VA on 14.9 acres
- Efficient and scalable manufacturing capabilities include blow molding, processing, filling and packaging
- ~65% of sales are manufactured in-house
- Strong network of trusted co-manufacturing partners largely located in the U.S.
- On-site R&D lab supports new product development



III. Strategic Rationale and Financial Highlights

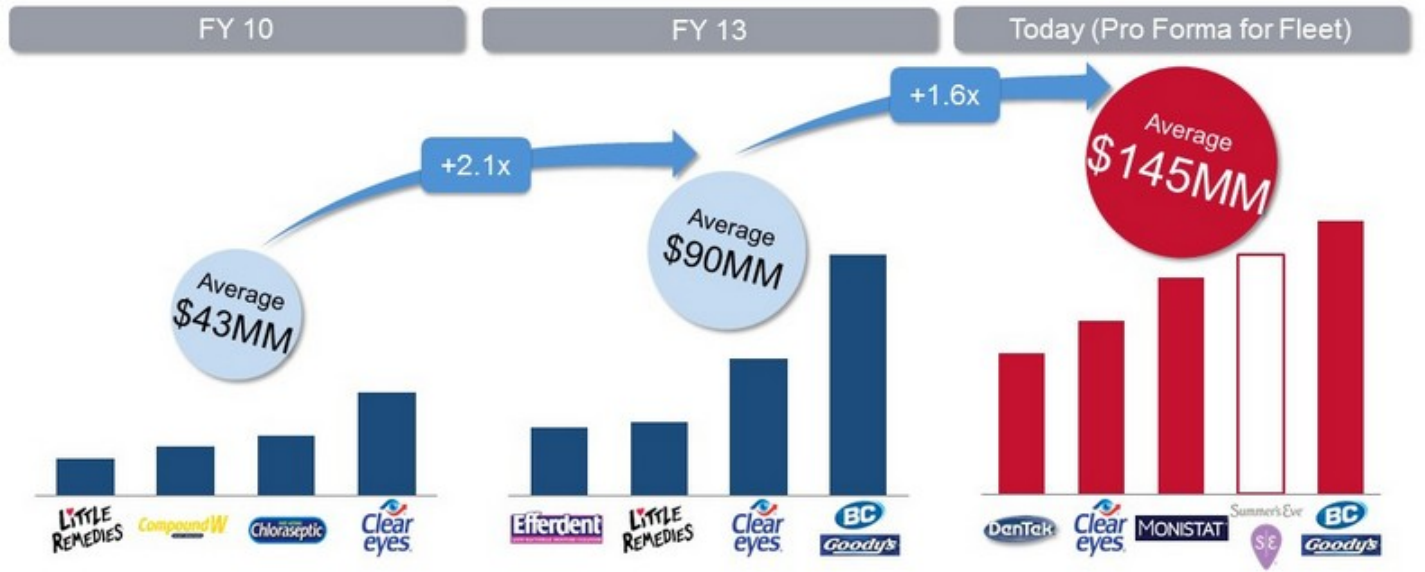


Fleet Fits Prestige's Disciplined Acquisition Strategy

- **Attractive brand and category**
 - Leading positions in highly attractive product categories
 - Superior growth profile with meaningful runway
- **Well aligned with Prestige's core competencies**
 - Comparable go-to-market model
 - Ability to leverage supply chain and manufacturing competencies
- **Clear path for long-term value creation**
 - Leverage Prestige's sales and brand building capabilities to support growth
 - Fits with Prestige's international distribution model

Transaction Meets Prestige's Disciplined Strategic, Execution and Financial Acquisition Criteria

Adds Another Large Scale Brand Averaging Over \$100MM at Retail



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

Announcement of Agreement to Acquire C. B. Fleet Company, Inc.

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Clear Path for Value Creation



Sales & Distribution

- Leverage Prestige's scale to expand distribution
- Strengthen and accelerate international growth

Brand Building

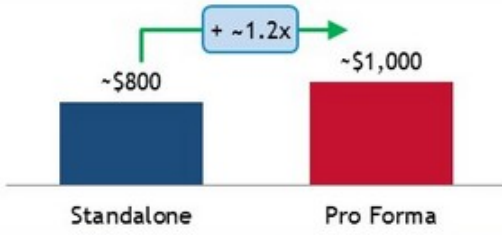
- Invest meaningfully in Fleet's brands and accelerate new product pipeline
- Broaden established leadership in women's health

Supply Chain

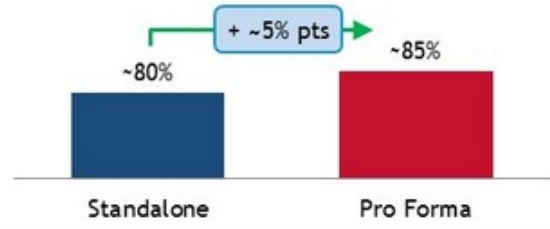
- Optimize operations to derive significant synergies
- Identify opportunities to manufacture existing brands in-house and leverage R&D capabilities

Strengthens Scale and Portfolio Composition

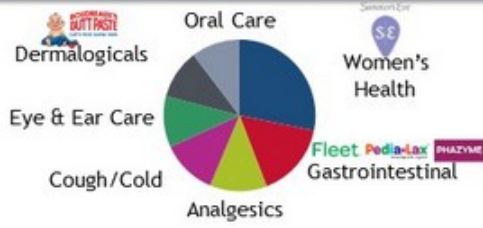
Meaningfully Enhanced Scale



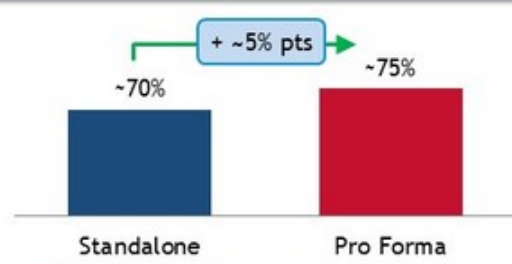
Achieve "Invest for Growth" Target



Improved Key Category Exposure (Pro Forma)



Greater Proportion of #1 / #2 Brands



Dollar values in millions
 Note: All charts refer to Revenue or Revenue mix as % of total

Industry Leading Free Cash Flow Provides Rapid Deleveraging

Transactions Financing

Cash Generation

- Transaction is expected to be financed with cash on hand, availability through Prestige's existing credit facilities, the issuance of additional debt, and/or potential equity based on prevailing market conditions
- Bank defined Pro-Forma net debt / Pro Forma Adjusted EBITDA of approximately 5.8x⁽¹⁾ at closing
- Interest coverage of approximately 3.5x
- Expected to be immediately accretive to EPS and Cash Flow from Operations exclusive of transaction, integration, and purchase accounting items
- Expect rapid deleveraging and strong cash flow generation consistent with prior acquisitions



(1) Pro Forma Leverage ratio reflects net debt / covenant defined EBITDA.

IV. The Road Ahead



3 Key Drivers of Long-Term Shareholder Value

Grow Our Invest for Growth Portfolio

- Portfolio of recognizable brands in attractive consumer healthcare industry
- Established expertise in brand-building and product innovation
- Demonstrated ability to gain market share long-term

Deliver Industry-Leading and Consistent Free Cash Flow

- Strong and consistent cash flow driven by industry leading EBITDA margins, capital-lite business model & significant benefit of deferred taxes
- Rapid deleveraging allows for expanded acquisition capacity and continued investment in brand building
- Non-core brands' contribution to cash flow
- Debt repayment reduces cash interest expense and adds to EPS

Strategic and Disciplined M&A Strategy

- Demonstrated track record of 8 acquisitions during the past 6 years
- Effective consolidation platform positioned for consistent pipeline of opportunities
- Proven ability to source from varied sellers
- Fragmented industry and acquisition activity creates a consistent pipeline of opportunity

Repeatable and Consistently Disciplined Approach to M&A



Eight Acquisitions in Past Six Years

Announcement of Agreement to Acquire C. B. Fleet Company, Inc.

Prestige's Value Proposition



Q&A