Spic & Span CO
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Registration No. 333-182501

PROSPECTUS

Prestige Brands, Inc.

Exchange Offer for

$250,000,000

8.125% Senior Notes due 2020

We are offering to exchange:

up to $250,000,000 of our new, registered 8.125% Senior Notes due 2020

for

a like amount of our outstanding unregistered 8.125% Senior Notes due 2020

We are offering to exchange up to $250,000,000 aggregate principal amount of our new 8.125% Senior Notes due 2020, which have been registered under the Securities Act of 1933, as amended, or the Securities Act, referred to in this prospectus as the "exchange notes," for up to $250,000,000 aggregate principal amount of our outstanding unregistered 8.125% Senior Notes due 2020, referred to in this prospectus as the "existing notes," which were issued on January 31, 2012 in a transaction not requiring registration under the Securities Act. We are offering you exchange notes, with terms substantially identical to those of the existing notes, in exchange for existing notes in order to satisfy

our registration obligations from the previous issuance of the existing notes. The exchange notes and the existing notes are collectively referred to in this prospectus as the "notes." The exchange notes are senior unsecured obligations and are fully and unconditionally guaranteed on a senior unsecured basis by Prestige Brands Holdings, Inc. and certain of its subsidiaries.

Investing in the notes involves risks. See "Risk Factors" starting on page 19 of this prospectus for a discussion of risks associated with investing in the exchange notes and with the exchange of existing notes for the exchange notes offered hereby, as well as the risk factors regarding our business beginning on page 16 of our Annual Report on Form 10-K for our year ended March 31, 2012, which is incorporated herein by reference.

We will exchange the exchange notes for all existing notes that are validly tendered and not validly withdrawn before expiration of the exchange offer. You may withdraw tenders of existing notes at any time prior to the expiration of the exchange offer. The exchange offer expires at 5:00 p.m., New York time, on August 13, 2012, unless extended. We currently do not intend to extend the expiration date. The exchange procedure is more fully described in "The Exchange Offer — Procedures for Tendering." If you fail to tender your existing notes, you will continue to hold unregistered notes that you will not be able to transfer freely.

The terms of the exchange notes are substantially identical to those of the existing notes, except that the transfer restrictions, registration rights and additional interest provisions applicable to the existing notes do not apply to the exchange notes. See "Description of the Exchange Notes" for more details on the terms of the exchange notes. We will not receive any proceeds from the exchange offer.

There is no established trading market for the exchange notes or the existing notes. The exchange of existing notes for exchange notes in the exchange offer will not be a taxable transaction for U.S. federal income tax purposes. See "Material U.S. Federal Income Tax Considerations." All broker-dealers must comply with the registration and prospectus delivery requirements of the Securities Act. See "Plan of Distribution."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is July 13, 2012.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not, and the initial purchasers are not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date on the front of this prospectus.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. By so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act of 1933, as amended (the "Securities Act"). A broker-dealer who acquired existing notes as a result of market making or other trading activities may use this prospectus, as supplemented or amended from time to time, in connection with any resales of the exchange notes. We have agreed that, until the earlier of (i) 180 days after the closing of the exchange offer, or (ii) the first date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities, we will make this prospectus available for use in connection with any such resale. See "Plan of Distribution."

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This prospectus incorporates by reference certain business and financial information about us that is not included in or delivered with this document. You may obtain copies of the documents incorporated by reference in this document, without charge, by writing us at the following address or calling us at the following telephone number: Prestige Brands, Inc., 90 North Broadway, Irvington, New York 10533, Attention: Samuel C. Cowley, General Counsel, Vice President, Business Development and Secretary, Telephone: (914) 524-6810. To obtain timely delivery of documents requested, you must request the information no later than five business days prior to the expiration date for the exchange offer.

About This Prospectus

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC. We may add, update or change in a prospectus supplement any information contained in this prospectus. You should read this prospectus and any accompanying prospectus supplement, as well as any post-effective amendments to the registration statement of which this prospectus is a part, together with the additional information described under "Where You Can Find Additional Information" and "Information Incorporated by Reference" before you make any investment decision.

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. We are offering to exchange existing notes for exchange notes only in jurisdictions where such offers are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any actual exchange of existing notes for exchange notes.

Where You Can Find Additional Information

We have filed with the SEC a registration statement on Form S-4 under the Securities Act with respect to the exchange notes offered hereby. This prospectus, which is a part of the registration statement, does not contain all of the information set forth in the registration statement, as may be amended from time to time, or the exhibits and schedules filed therewith. For further information with respect to us and the exchange notes offered hereby, please see the registration statement, as may be amended from time to time, and the exhibits and schedules filed with, and incorporated by reference into, the registration statement. Statements contained in this prospectus regarding the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the registration statement, as applicable. A copy of the registration statement, as may be amended from time to time, and the exhibits and schedules filed with, and incorporated by reference into, the registration statement may be inspected without charge at the public reference room maintained by the SEC, located at 100 F Street, NE, Washington, D.C. 20549, and copies of all or any part of the registration statement may be obtained from such office upon the payment of the fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room.

In addition, our parent corporation, Prestige Brands Holdings, Inc., files annual, quarterly and current reports, proxy statements and other information with the SEC. Such reports, proxy statements and other information are available for inspection without charge at the SEC's public reference room. The SEC also maintains an internet website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the SEC's website is www.sec.gov. Prestige Brands Holdings, Inc.'s SEC filings are also available at the office of the New York Stock Exchange. For further information on obtaining copies of Prestige

Brands Holdings, Inc.'s public filings at the New York Stock Exchange, you should call (212) 656-5060.

Information Incorporated by Reference

The SEC's rules allow us to "incorporate by reference" information into this prospectus, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. Any information that we reference this way is considered part of this prospectus. The information in this prospectus supersedes information incorporated by reference that we have filed with the SEC prior to the date of this prospectus, while information that we file with the SEC after the date of this prospectus that is incorporated by reference will automatically update and supersede the information in this prospectus.

We incorporate by reference important business and financial information from the documents listed below and all documents filed with the SEC by Prestige Brands Holdings, Inc. under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, after the date of this prospectus until the closing date of the exchange offer (except for information furnished under Item 2.02 or Item 7.01 of any Current Reports on Form 8-K, which is not deemed to be filed and is not incorporated by reference herein) from their respective filing dates so long as the registration statement of which this prospectus is a part remains effective:

- Prestige Brands Holdings, Inc.’s Annual Report on Form 10-K for the fiscal year ended March 31, 2012, filed with the SEC on May 18, 2012;

- Prestige Brands Holdings, Inc.’s Definitive Proxy Statement on Schedule 14A, filed with the SEC on May 25, 2012; and

- Prestige Brands Holdings, Inc.’s Current Reports on Form 8-K filed with the SEC on April 2, 2012, April 16, 2012 (two reports), April 27, 2012 and July 5, 2012 (other than portions of these documents that are either (1) described in paragraphs (d)(1), (d)(2), (d)(3) or (e)(5) of Item 407 of Regulation S–K promulgated by the SEC or (2) furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8–K).

We also incorporate by reference the information contained in all other documents we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than portions of these documents that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein) after the date of this prospectus and prior to the termination of this exchange offer. The information contained in any such document will be considered part of this prospectus from the date the document is filed with the SEC.

Any statement contained herein or in a document incorporated by reference shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in any subsequently filed document that also is incorporated by reference in this prospectus modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may obtain a copy of the documents we file with the SEC as described under “Where You Can Find Additional Information.” In addition, Prestige Brands Holdings, Inc. will provide a copy of the documents it incorporates by reference (including any exhibits specifically incorporated by reference in such documents), at no cost, to any person who receives this prospectus and makes a written or oral request for such documents. To request a copy of any or all of these documents, you should write or telephone Prestige Brands Holdings, Inc. at: 90 North Broadway, Irvington, New York 10533, Attention: Secretary (telephone: 914-524-6810). Such documents are also available on Prestige Brands Holdings, Inc.’s website (http://www.prestigebrands.com). The information found on Prestige Brands Holdings, Inc.’s website is not incorporated by reference into this prospectus and is mentioned for reference purposes only.

The exchange offer is not being made to, nor will we accept surrenders for exchange from, holders of outstanding existing notes in any jurisdiction in which the exchange offer or the acceptance thereof would not be in compliance with the securities or blue sky laws of such jurisdiction.

Presentation Of Information

In this prospectus, unless the context requires otherwise:

- When discussing the business, financial condition and operations in this prospectus, the words “Prestige,” “Company,” “we,” “us,” and “our” refer to Prestige Brands Holdings, Inc. and its consolidated subsidiaries, including Prestige Brands, Inc.;
- when discussing the terms of the notes and the exchange offer in this prospectus, the words “the issuer,” “we,” “us,” and “our” refer to Prestige Brands, Inc., the issuer of the notes and a wholly-owned subsidiary of Prestige Brands Holdings, Inc.;
- “initial purchasers” refers to the firms who were the initial purchasers of the existing notes, Morgan Stanley & Co. LLC, Citigroup Global Markets, Inc., RBC Capital Markets, LLC and Deutsche Bank Securities Inc;
- “2012 Term Loan,” “2012 ABL Revolver” and “2018 Senior Notes” each refer to the 2012 Term Loan, the 2012 ABL Revolver and the 2018 Senior Notes, respectively, as defined under “Description of Other Indebtedness” in this prospectus;

Our fiscal year ends on March 31. Fiscal years are identified in this prospectus according to the calendar year in which such fiscal year ends. For example, the fiscal year ended March 31, 2012, is sometimes referred to herein as “fiscal 2012” and “fiscal year 2012.”

Trademarks and trade names used in this prospectus are the property of Prestige Brands Holdings, Inc. or its subsidiaries, as the case may be, unless otherwise noted. We have utilized the ® and TM symbols the first time each trademark or trade name appears in this prospectus, and have italicized our trademarks and trade names when they appear in this prospectus.

Market Share, Ranking and Industry Data

In this prospectus and the documents incorporated by reference herein, we rely on and refer to information and statistics regarding our products and their respective markets. We obtained this market data from consultants, independent industry publications or other publicly available information. Although we believe that these sources are reliable, we have not independently verified and do not guarantee the accuracy and completeness of this information.

Unless otherwise indicated, all references to (i) “market segment” are defined by us and is either a standard IRI category or a segment within a standard IRI category and is based on our product offerings and the categories in which we compete; (ii) “market share” are based on sales dollars in the United States, as calculated by the independent market research firm, SymphonyIRI Group, Inc. (“IRI”) for the 52 weeks ended March 18, 2012; and (iii) “ACV” refer to the All Commodity Volume Food Drug Mass Index, as calculated by IRI for the 52 weeks ended March 18, 2012. ACV measures the ratio of weighted sales volume in the United States of stores that sell a particular product to all the stores that sell products in that market segment generally. For example, if a product is sold by 50% of the stores that sell products in that market segment, but those stores account for 85% of the sales volume in that market segment, that product would have an ACV of 85%. We believe that a high ACV evidences a product’s attractiveness to consumers, as major national and regional retailers will carry products that are attractive to their customers. Lower ACV measures would indicate that a product is not as available to consumers because the major retailers generally would not carry products for which consumer demand may not be as high. For these reasons, we believe that ACV is an important measure for investors to gauge consumer awareness of the Company’s product offerings and of the importance of those products to major retailers.

The data included in this prospectus regarding the market share and ranking for our brands has been prepared by us, based in part on data generated by IRI. IRI reports retail sales data in the United States food, drug and mass merchandise markets. However, IRI data does not include Walmart point of sale data because Walmart ceased providing sales data to the industry in 2001. Although Walmart represents a significant portion of the mass merchandise market for us, as well as our competitors, we believe that Walmart’s exclusion from the IRI data we analyzed and present in this prospectus does not significantly change our market share or ranking relative to our competitors. Any representations and/or opinions expressed in this prospectus reflect the judgement of Prestige. IRI

did not verify such information, and disclaims liability for any claims, losses or damages of any kind arising from the use of such information.

Cautionary Statement Regarding Forward-Looking Statements

This prospectus and the documents incorporated by reference herein contain “forward-looking statements”. Although we believe that our expectations are based on reasonable assumptions, actual results may differ materially from those in the forward-looking statements.

Forward-looking statements speak only as of the date of this prospectus. Except as required under federal securities laws and the rules and regulations of the SEC, we do not have any intention to update any forward-looking statements to reflect events or circumstances arising after the date of this prospectus, whether as a result of new information, future events or otherwise. As a result of these risks and uncertainties, readers are cautioned not to place undue reliance on forward-looking statements included or incorporated by reference in this prospectus or that may be made elsewhere from time to time by, or on behalf of, us. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

These forward-looking statements generally can be identified by the use of words or phrases such as “believe,” “anticipate,” “expect,” “estimate,” “project,” “will be,” “will continue,” “will likely result,” or other similar words and phrases. Forward-looking statements and our plans and expectations are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, and our business in general is subject to such risks. For more information, see the “Risk Factors” section of this prospectus. In addition, our expectations or beliefs concerning future events involve risks and uncertainties, including, without limitation:

- general economic conditions affecting our products and their respective markets;
- our ability to increase organic growth via new product introductions or line extensions;
- the high level of competition in our industry and markets (including, without limitation, vendor and stock keeping unit ("SKU") rationalization and expansion of private label product offerings);
- our ability to invest in research and development;
- our dependence on a limited number of customers for a large portion of our sales;
- our expectations regarding increased advertising and promotion spending for core GSK brands;

- our expectations regarding the growth of our international sales;
- disruptions in our distribution center;
- acquisitions, dispositions or other strategic transactions diverting managerial resources, or incurrence of additional liabilities or integration problems associated with such transactions;
- changing consumer trends or pricing pressures which may cause us to lower our prices;
- increases in supplier prices and transportation and fuel charges;
- our ability to protect our intellectual property rights;
- shortages of supply of sourced goods or interruptions in the manufacturing of our products;
- our level of indebtedness, and ability to service our debt;
- any adverse judgments rendered in any pending litigation or arbitration;
- our ability to obtain additional financing; and
- the restrictions imposed by our Senior Credit Facility, the indenture governing our 2018 Notes and the indenture governing the notes on our operations.

Summary

The following summary contains important information about us and the exchange offer but may not contain all of the information that may be important to you in making a decision to tender your existing notes. For a more complete understanding of our company and the exchange offer, we urge you to read carefully this entire prospectus, including the "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" sections and the consolidated financial statements and related notes, and other information incorporated by reference herein, which are described under "Where You Can Find Additional Information" and "Information Incorporated by Reference." Unless the context requires otherwise, all descriptions relating to business operations, business risks, strategies and management refer to Prestige Holdings and its consolidated subsidiaries.

Our Business

We are a leading branded consumer products company that predominately sells well-recognized, branded over-the-counter ("OTC") healthcare products. Our brands hold leading positions in several important categories in the $25 billion OTC market. Recent OTC market growth in the United States has been, and we believe continued growth will be, supported by the aging of the U.S. population, rising public sector spending constraints, increased consumer reliance on self-medication and higher consumer awareness of health and wellness matters. Our strategy has been to grow our portfolio of OTC brands through the acquisition of well-known OTC brands that can leverage our low cost operating infrastructure, advertising, product innovation know-how, established retail distribution network and strong management expertise. We also have a branded presence in the household products category principally through our *Comet*® brand. Our products are sold through multiple channels, including mass merchandisers and drug, grocery, dollar, and club stores, which allows us to effectively launch new products across all of our distribution channels and reduces our exposure to any single distribution channel.

2012 Acquisitions

On January 31, 2012, we acquired 17 brands, which we believe are key to our growth strategy in the OTC Healthcare category and complementary to our existing OTC Healthcare brands. On January 31, 2012, we completed the acquisition of 15 North American OTC Healthcare brands, including the related contracts, trademarks and inventory from GlaxoSmithKline plc ("GSK") and its affiliates (the "GSK Brands I") for $615.0 million in cash, subject to a post-closing inventory and apportionment adjustment. The GSK Brands I include *BC*®, *Goody's*® and *Ecotrin*® brands of pain relievers; *Beano*®, *Gaviscon*®, *Phazyme*®, *Tagamet*® and *FiberChoice*® gastrointestinal brands; and the *Sominex*® sleep aid brand. On March 30, 2012, we completed the acquisition of the *Debrox*® and *Gly-Oxide*® brands in the United States from GSK (the "GSK Brands II"), including the related contracts, trademarks and inventory, for $45.0 million in cash, subject to a post-closing inventory adjustment.

On January 31, 2012, in connection with the completed acquisition of the GSK Brands I, we (i) issued the existing notes in an aggregate principal amount of $250.0 million, and (ii) entered into a new senior secured credit facility, which consists of a $660.0 million term loan facility with a seven-year maturity (the “2012 Term Loan”) and a $50.0 million asset-based revolving credit facility with a five-year maturity (the “2012 ABL Revolver” and, together with the 2012 Term Loan, the “Senior Secured Credit Facilities”).

2011 Acquisitions

In 2011, we acquired six brands, which we believe are also key to our growth strategy in the OTC Healthcare category and complementary to our existing OTC Healthcare brands. On November 1, 2010, we acquired 100% of the capital stock of Blacksmith Brands Holdings, Inc. (“Blacksmith”), which owned five brands; *Efferdent*®, *Effergrip*®, *PediaCare*®, *Luden's*® and *NasalCrom*®. On January 6, 2011, we completed the acquisition of certain assets comprising the *Dramamine*® brand in the United States.

Major Brands

Our major brands, set forth in the table below, have strong levels of consumer awareness and retail distribution across all major channels. These brands accounted for approximately 92.0%, 93.0%, and 97.0% of our net revenues for 2012, 2011 and 2010, respectively.

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Major Brands	Market Position[1]	Market Segment[2]	Market Share[3] (%)	ACV[4] (%)
Over-the-Counter Healthcare:				
Chloraseptic®	#1	Sore Throat Liquids/Lozenges	42.8	87.9
Clear Eyes®	#2	Eye Allergy/Redness Relief	17.2	88.1
Compound W®	#2	Wart Removal	35.9	91.8
Dramamine®	#1	Motion Sickness	37.4	94.4
Efferdent®	#2	Denture Cleanser Tablets	30.3	93.9
Little Remedies®	#4	Pediatric Healthcare	5.2	85.0
Luden's®	#3	Cough Drops	6.7	96.8
PediaCare®	#3	Pediatric Healthcare	5.5	87.5
The Doctor’s® NightGuard®	#2	Bruxism (Teeth Grinding)	29.6	31.2
The Doctor’s® Brushpicks®	#2	Disposable Dental Picks	15.9	44.4
BC®/Goody's®	#1	Analgesic Powders	98.3	61.5
Beano®	#1	Gas Prevention	86.7	90.6
Debrox®	#1	Ear Drops/Treatments	28.3	89.4
Gaviscon® (5)	#2	Upset Stomach Remedies	15.8	95.0
Dermoplast®	#3	Pain Relief Sprays	15.0	61.0
Murine®	#2	Personal Ear Care/Ear Drops & Treatments	10.1	67.4
New-Skin®	#1	Liquid Bandages	56.3	84.8
Wartner®	#3	Wart Removal	3.9	29.2
Household Cleaning:				
Chore Boy®	#2	Soap Free Metal Scrubbers	22.2	30.9
Comet®	#2	Abrasive Tub and Tile Cleaner	32.8	98.8
Spic and Span®	#6	Dilutable All Purpose Cleaner	3.0	51.5

(1) We have prepared the information included in this prospectus with regard to the market share and ranking for our brands based in part on data generated by SymphonyIRI Group, Inc., an independent market research firm (“IRI”). IRI reports retail sales data in the food, drug and mass merchandise markets. However, IRI data does not include Walmart point of sale data, as Walmart ceased providing sales data to the industry in 2001. Although Walmart represents a significant portion of the mass merchandise market for us, as well as our competitors, we believe that Walmart's exclusion from the data analyzed by the Company above does not significantly change our market share or ranking relative to our competitors.

(2) “Market segment” is defined by us and is either a standard IRI category or a segment within a standard IRI category and is based on our product offerings and the categories in which we compete.

(3) “Market share” is based on sales dollars in the United States, as calculated by IRI for the 52 weeks ended March 18, 2012.

(4) “ACV” refers to the All Commodity Volume Food Drug Mass Index, as calculated by IRI for the 52 weeks ended March 18, 2012. ACV measures the ratio of the weighted sales volume of stores that sell a particular product to all

the stores that sell products in that market segment generally. For example, if a product is sold by 50% of the stores that sell products in that market segment, but those stores account for 85% of the sales volume in that market segment, that product would have an ACV of 85%. We believe that a high ACV evidences a product's attractiveness to consumers, as major national and regional retailers will carry products that are attractive to their customers. Lower ACV measures would indicate that a product is not as available to consumers because the major retailers generally would not carry products for which consumer demand may not be as high. For these reasons, we believe that ACV is an important measure for investors to gauge consumer awareness of the Company's product offerings and of the importance of those products to major retailers.

(5) *Gaviscon* is distributed by us in Canada only and the market information was obtained from an independent third party market research firm.

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Competitive Strengths

Diversified Portfolio of Well-Recognized and Established Consumer Brands. We own and market well-recognized consumer brands, many of which were established over 60 years ago. Our diverse portfolio of products provides us with multiple sources of growth and minimizes our reliance on any one product or category. Our five legacy core OTC Healthcare brands are *Chloraseptic*, *Clear Eyes*, *Compound W*, *Little Remedies* and *The Doctor's*. As a result of our fiscal 2011 acquisitions, we added four brands to our core OTC Healthcare brands (*Efferdent*, *Pediacare*, *Luden's*, and *Dramamine*). In fiscal 2012 we added five brands to our core OTC Healthcare brands (*BC*, *Goody's*, *Beano*, *Gaviscon* and *Debrox*). We provide significant marketing support to our core brands that is designed to enhance our sales growth and our long-term profitability. The markets in which we sell our products, however, are highly competitive and include numerous national and global manufacturers, distributors, marketers and retailers. Many of these competitors have greater research and development and financial resources than us and may be able to spend more aggressively on sales, advertising and marketing programs and research and development, which may have an adverse effect on our competitive position.

Strong Competitor in Attractive Categories. We compete in product categories that address recurring consumer needs. We believe we are well positioned in these categories due to the long history and consumer awareness of our brands, our strong market positions and our low-cost operating model. However, a significant increase in the number of product introductions or increased advertising, marketing and trade support by our competitors in these markets could have a material adverse effect on our business, financial condition and results from operations.

Proven Ability to Develop and Introduce New Products. We focus our marketing and product development efforts on the identification of under-served consumer needs, the design of products that directly address those needs and the ability to extend our highly recognizable brand names to other products. In an example of this philosophy, in 2012, we launched four new *PediaCare* Infant Formula products, *PediaCare* 24 Hour Allergy Relief, *Dramamine* for Kids, *Efferdent* Crystals, *Efferdent PM* overnight denture cleanser, and *Comet* Stainless Steel. In 2011, we launched *Little Fevers*® Fever Reducer and *Little Colds*® Honey Elixir under our *Little Remedies* line in addition to *Clear Eyes* Cooling Comfort Redness Relief and Itchy Eye Relief. In 2010, we restaged our entire *Chloraseptic* lozenge product line with a new soothing liquid center formula. Although line extensions and new product introductions are important to the overall growth of a brand, our efforts may reduce sales of existing products within that brand. In addition, certain of our product introductions may not be successful and may be discontinued in the future.

Efficient Operating Model. To gain operating efficiencies, we oversee the production planning and quality control aspects of the manufacturing, warehousing and distribution of our products, while we outsource the operating elements of these functions to well-established third-party providers. This approach allows us to benefit from their core competencies and maintain a highly variable cost structure, with low overhead, limited working capital requirements and minimal investment in capital expenditures as evidenced by the following:

	Gross Margin%	G&A % To Total Revenues	CapEx % To Total Revenues
2012	51.6	12.9	0.1
2011	50.8	12.5	0.2
2010	52.4	11.7	0.2

In 2012, our gross margin percentage increased 80 basis points due primarily to the brands we acquired in the GSK Brands I acquisition as such brands have higher gross margins. In 2011, our gross margin percentage decreased 160 basis points due primarily to the brands we acquired in the Blacksmith acquisition as such brands have higher costs to produce. General and administrative costs, as a percentage of total revenues, increased 40 basis points in 2012 versus 2011, primarily as a result of costs associated with the acquisition of GSK Brands I. General and administrative costs, as a percentage of total revenues, increased 80 basis points in 2011 versus 2010, primarily as a result of costs associated with the Blacksmith and *Dramamine* acquisitions.

Management Team with Proven Ability to Acquire, Integrate and Grow Brands. Our business has grown through acquisition, integration and expansion of the many brands we have purchased. Our management team has significant experience in consumer product marketing, sales, legal and regulatory compliance, product development and customer service. Unlike many larger consumer products companies, which we believe often entrust their smaller brands to successive junior employees, we dedicate experienced managers to specific brands. We seek more experienced personnel to bear the substantial responsibility of brand management and to effectuate our growth strategy. These managers nurture the brands to allow the brands to grow and evolve.

Superior Marketing and Innovation Capabilities. We target consumer categories that we believe respond well to consumer-driven marketing support versus price promotions. Our success has largely been driven by our ability to create excitement in our categories through innovations, line extensions and brand extensions, which we then communicate effectively through our consumer-oriented marketing efforts. Our innovation efforts are focused on identifying underserved consumer needs, designing products that directly address those needs and extending our highly recognizable brand names to natural brand extensions. For example, in fiscal 2010, we restaged our entire Chloraseptic® lozenge product line with a new soothing liquid center formula. In fiscal 2011, we launched a number of extensions of our core brands, including *Little Fevers*® Fever Reducer and *Little Colds*® Honey Elixir under our *Little Remedies*® line, in addition to *Clear Eyes*® Cooling Comfort Redness Relief and Itchy Eye Relief. As part of our recent acquisition of the Blacksmith brands, we introduced *PediaCare* 24 Hour Allergy Relief and *Efferdent PM*® overnight denture cleanser. In fiscal 2012, we launched a number of extensions, including *Chloraseptic* Warming Lozenges and Lollies for Kids, *Little Remedies* Honey Pops and *Luden's* Drops with Vitamin C, with additional product launches planned for late fiscal 2012.

Growth Strategy

In order to continue to enhance our brands and drive growth, we focus our growth strategy on our core competencies:

- Effective Marketing and Advertising;
- Sales Excellence;
- Strong Customer Service; and
- Innovation and Product Development.

We execute this strategy through the following efforts:

Investments in Advertising and Promotion. We invest in advertising and promotion to drive the growth of our core brands. Our marketing strategy is focused primarily on consumer-oriented programs that include media advertising, targeted coupon programs and in-store advertising. While the absolute level of marketing expenditures differs by brand and category, we have often increased the amount of investment in our brands after acquiring them. For example, in 2011, after acquiring *Efferdent, Effergrip, PediaCare, Luden's, NasalCrom* and *Dramamine*, we spent approximately 28.4% of the revenues associated with these combined brands in order to drive future growth. In 2012,

the advertising and promotion spend related to these brands was 16.0% of revenue. Additionally, advertising and promotion spend for our five legacy core OTC Healthcare products was approximately 15.0% and 15.8% of revenue in 2012 and 2011, respectively. Similarly on the core brands acquired from GSK, we expect to spend in 2013 at levels above our spending on our legacy core OTC Healthcare products. Given the competition in our industry and the contraction of the U.S. economy, there is a risk that our marketing efforts may not result in increased sales and profitability. Additionally, no assurance can be given that we can maintain any increased sales and profitability levels once attained.

Growing our Categories and Market Share with Innovative New Products. One of our strategies is to broaden the categories in which we participate and increase our share within those categories through ongoing product innovation. In 2012, we launched four new *PediaCare* Infant Formula products, *PediaCare* 24 Hour Allergy Relief, *Dramamine* for Kids, *Efferdent* Power Clean Crystals, *Efferdent PM,* and *Luden's* with Vitamin C, *Clear Eyes* All Season Outdoor Eye Drop, *New Skin* Anti-Chafing Spray and *Comet* Stainless Steel Cleanser line. In addition, we introduced a new AccuSafe® dosing system across our *Little Remedies* and *PediaCare* infant analgesics products. In 2011, we launched *Little Fevers* Fever Reducer and *Little Colds* Honey Elixir under our *Little Remedies* line in addition to *Clear Eyes* Cooling Comfort Redness Relief and Itchy Eye Relief. In 2010, we restaged the *Chloraseptic* solid lozenge product line and introduced a soothing liquid center lozenge. While there is always a risk that sales of existing products may be reduced by new product introductions, our goal is to grow the overall sales of our brands.

Increasing Distribution Across Multiple Channels. Our broad distribution base attempts to ensure that our products are well positioned across all available channels and that we are able to participate in changing consumer retail trends. In an effort to ensure continued sales growth, we have altered our focus by expanding our reliance on direct sales while reducing our reliance on brokers. We believe this philosophy allows us to better:

- Know our customer;
- Service our customer; and
- Support our customer

While we make great efforts to both maintain our customer base and grow in new markets, there is a risk that we may not be able to maintain or enhance our relationships across distribution channels, which could adversely impact our sales, business, financial condition and results from operations.

Growing Our International Business. International sales beyond the borders of North America represented 3.5%, 4.2% and 4.3% of revenues in 2012, 2011, and 2010, respectively. We have designed and developed both products and packaging for specific international markets and expect that our international revenues will grow as a percentage of total revenues. In addition to *Clear Eyes*, *Murine* and *Chloraseptic,* which are currently sold internationally, we license a large multinational company to market the *Comet* brand in Eastern Europe. Since a number of our other brands have previously been sold internationally, we seek to expand the number of brands sold through our existing international distribution network and continue to identify additional distribution partners for further expansion into other international markets.

Pursuing Strategic Acquisitions. Acquisitions are an important part of our overall strategy for growing revenue. We have a history of growth through acquisition (see “2012 Acquisitions” and “2011 Acquisitions” above). In 2012, we acquired 17 OTC healthcare brands from GSK. In 2011, we acquired five brands from Blacksmith and acquired *Dramamine.* Prior to these three acquisitions, our last acquisition was the *Wartner* brand of OTC wart treatment products in 2007. While we believe that there will continue to be a pipeline of acquisition candidates for us to investigate, strategic fit and relative cost are of the utmost importance in our decision to pursue such opportunities. We believe our business model allows us to integrate acquisitions in an efficient manner, while also providing opportunities to realize significant cost savings. However, there is a risk that our operating results could be adversely affected in the event we (i) do not realize all of the anticipated operating synergies and cost savings from acquisitions, (ii) do not successfully integrate acquisitions or (iii) pay too much for these acquisitions. In the past, we utilized various debt offerings to help us acquire certain brands or businesses. For example, in 2012, we completed an offering of senior notes, entered into new senior secured term loan and revolving credit facilities and ratably secured our existing senior notes with the new term loan facility. We used the net proceeds from the senior notes offering, together with borrowings under the new senior secured term loan facility, to finance the acquisition of the 17 OTC brands acquired from GSK, to repay our existing senior secured credit facilities, to pay fees and expenses incurred in connection with these transactions and for general corporate purposes. In 2010, we refinanced our long-term debt and significantly improved our liquidity position, debt maturities and covenants, all of which better positioned us to pursue the Blacksmith and Dramamine acquisitions and potential future acquisition targets.

Corporate Information

Our principal executive offices are located at 90 North Broadway, Irvington, New York 10533, and our telephone is (914) 524-6810. We maintain a website at www.prestigebrandsinc.com. **Our Internet website, and the information contained on it, are not to be considered part of this prospectus.** You should rely only on the information contained in this prospectus when making a decision as to whether to invest in the exchange notes.

THE EXCHANGE OFFER

On January 31, 2012, we completed the private offering of $250.0 million aggregate principal amount of our 8.125% Senior Notes due 2020. As part of that offering, we entered into a registration rights agreement with the initial purchasers of the existing notes in which we agreed, among other things, to complete an exchange offer for the existing notes. The summary below describes the principal terms of the exchange offer and the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The "Description of the Exchange Notes" section of this prospectus contains a more detailed description of the terms and conditions of the exchange notes.

Existing Notes	8.125% Senior Notes due 2020.
Exchange Notes	Notes of the same series of the existing notes, the issuance of which has been registered under the Securities Act. The terms of the exchange notes are substantially identical to those of the existing notes, except that the transfer restrictions, registration rights, and additional interest provisions relating to the existing notes do not apply to the exchange notes.
Terms of the Exchange Offer	We are offering to exchange a like amount of exchange notes for our existing notes in denominations of $2,000 and integral multiples of $1,000 in excess thereof. In order to be exchanged, a new note must be properly tendered and accepted. All existing notes that are validly tendered and not withdrawn will be exchanged. As of the date of this prospectus, there is $250,000,000 aggregate principal amount of 8.125% Senior Notes due 2020 outstanding. We will issue the exchange notes promptly after the expiration of the exchange offer.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on August 13, 2012, unless extended or earlier terminated. "Expiration date" means such time and date or, if the exchange offer is extended, the latest time and date to which the exchange offer is so extended. We may extend the expiration date, in our sole discretion, from time to time as necessary.
How to Tender the Existing Notes	To validly tender your existing notes pursuant to the exchange offer, you must deliver the tendered existing notes, the letter of transmittal and the related documents to the depositary (or comply with the procedures of The Depository Trust Company's (which we refer to as DTC) Automated Tender Offer Program (which we refer to as ATOP)) on or before the expiration date.

- A holder whose existing notes are held in certificated form must properly complete and execute the letter of transmittal, and deliver such letter of transmittal and the tendered existing notes to the depositary, with any other required documents, on or before the expiration date.
- A holder whose existing notes are held by a custodian bank, broker, dealer, trust company or other nominee must contact such nominee if such holder desires to tender his, her or its existing notes and instruct such nominee to

tender the existing notes on the holder's behalf.

- **Holders who are DTC participants must tender their beneficial interest in the existing notes electronically through ATOP.**

See "The Exchange Offer—Procedures for Tendering."

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Acceptance of Existing Notes for Exchange; Issuance of Exchange Notes	Subject to the conditions stated in "The Exchange Offer—Conditions to the Exchange Offer," we will accept for exchange any and all existing notes that are properly tendered in the exchange offer before the expiration date. The exchange notes will be delivered promptly after the expiration date.
Interest Payments on the Exchange Notes	The exchange notes will bear interest from the date interest was most recently paid. If your existing notes are accepted for exchange, then you will receive interest on the exchange notes (including any accrued but unpaid additional interest on the existing notes) and not on the existing notes.
Withdrawal Rights	Existing notes tendered pursuant to the exchange offer may be validly withdrawn at any time prior to the expiration date, but not thereafter, unless we are otherwise required by applicable law to permit the withdrawal or unless the exchange offer is terminated without any existing notes being tendered thereunder, by following the procedures described herein. See "The Exchange Offer—Withdrawal Rights."
Conditions to the Exchange Offer	The exchange offer is subject to customary conditions. We may assert or waive these conditions in our sole discretion. If we materially change the terms of the exchange offer, we will resolicit tenders of the existing notes. See "The Exchange Offer —Conditions to the Exchange Offer" for more information.
Resales of Exchange Notes	We believe that the exchange notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as:

- you are acquiring the exchange notes in the ordinary course of your business;
- you are not participating, do not intend to participate and have no arrangement or understanding with any person to participate in a distribution of the exchange notes;
- you are not an "affiliate" of ours; and
- you are not a broker-dealer

If you fail to satisfy any of the foregoing conditions, you will not be permitted to tender your existing notes in the exchange offer and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or other transfer of your existing notes unless such sale is made pursuant to an exemption from such requirements. We will not assume, or indemnify you against, any liability arising from your failure to satisfy any of the requirements of the Securities Act and the rules and regulations promulgated thereunder.

Each broker or dealer that receives exchange notes for its own account in exchange for existing notes that were acquired as a result of market-making or other trading activities must acknowledge that it will comply with the registration and prospectus delivery requirements of the Securities Act in connection with any offer to resell, resale or other transfer of the exchange notes issued in the exchange offer. A broker-dealer may use this prospectus for an

offer to resell or otherwise transfer the exchange notes. See “The Exchange Offer —Resales of Exchange Notes.”

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Exchange Agent	U.S. Bank National Association is serving as the exchange agent in connection with the exchange offer. The address and telephone and facsimile numbers of the exchange agent are listed under the heading "The Exchange Offer—Exchange Agent."
Use of Proceeds	We will not receive any proceeds from the issuance of exchange notes in the exchange offer. We will pay all expenses incident to the exchange offer. See "Use of Proceeds" and "The Exchange Offer —Fees and Expenses."

THE EXCHANGE NOTES

The summary below describes the principal terms of the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The "Description of the Exchange Notes" section of this prospectus contains a more detailed description of the terms and conditions of the exchange notes.

Issuer	Prestige Brands, Inc.
Securities Offered	$250 million aggregate principal amount of 8.125% senior notes due 2020.
Maturity Date	February 1, 2020.
Interest Rate	8.125% per year.
Interest Payment Dates	Interest on the notes is payable on February 1 and August 1 of each year, commencing on August 1, 2012.
Guarantees	The payment of principal, premium, if any, and interest on the exchange notes is unconditionally guaranteed, jointly and severally, on a senior unsecured basis by Prestige, our parent, and certain of our direct or indirect wholly-owned existing and future domestic restricted subsidiaries.
	Under certain circumstances, subsidiary guarantors may be released from their guarantees without the consent of the holders of exchange notes. See "Description of the Exchange Notes—Guarantees."
Optional Redemption	The exchange notes will be redeemable at our option, in whole or in part, at any time on or after February 1, 2016, at the redemption prices set forth in "Description of the Exchange Notes—Optional Redemption," together with accrued and unpaid interest, if any, to the date of redemption.
	Prior to February 1, 2016, we may redeem all or any portion of the exchange notes at 100% of their principal amount, plus a "make whole" premium, plus accrued interest.
	In addition, at any time and from time to time on or prior to February 1, 2015, we may redeem up to 35% of the aggregate principal amount of the exchange notes using the net cash proceeds of certain public equity offerings, so long as:

- we pay 108.125% of the principal amount of the exchange notes to be redeemed, plus accrued and unpaid interest, if any, to the date of redemption;
- at least 65% of the aggregate principal amount of all exchange notes issued under the indenture remain outstanding afterwards; and

- the redemption occurs within 180 days of the date of the closing of such public equity offering.

Ranking The exchange notes will be the Company's senior unsecured obligations and will:

- be effectively subordinated to secured obligations of the Company including the Senior Secured Credit Facilities and the 2018 Senior Notes to the extent of the value of the assets securing such obligations;

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- rank equal in right of payment to all existing and future unsecured obligations of the Company that are not, by their terms, expressly subordinated in right of payment to the exchange notes;
- rank senior in right of payment to all existing and future obligations of the Company that are, by their terms, expressly subordinated in right of payment to the exchange notes; and
- be structurally subordinated to any existing and future obligations of any subsidiaries of the Company that are not subsidiary guarantors.

The guarantees will be the senior unsecured obligations of the guarantors and will:

- be effectively subordinated to secured obligations of the guarantors to the extent of the value of the assets securing such obligations;
- rank equal in right of payment to all existing and future unsecured obligations of the guarantors that are not, by their terms, expressly subordinated in right of payment to the guarantees; and
- rank senior in right of payment to all existing and future obligations of the guarantors that are, by their terms, expressly subordinated in right of payment to the guarantees.

As of March 31, 2012:

- the Company had $1,135 million of indebtedness (excluding intercompany indebtedness), of which $635 million would have been secured, and an additional $50 million available under the 2012 ABL Revolver;
- the guarantors would have had $1,135 million of indebtedness (excluding intercompany indebtedness), $635 million of which would have been secured; and
- the non-guarantor subsidiaries of the Company would have had $1.4 million of indebtedness and other liabilities (excluding intercompany indebtedness).

Change of Control; Asset Sales	If a change of control occurs, we must offer to purchase the exchange notes from holders at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of repurchase. See “Description of the Exchange Notes—Repurchase at the Option of Holders—Change of Control.” If we sell certain assets and do not apply the net proceeds in compliance with the indenture, we will be required to make an offer to repurchase the exchange notes at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of repurchase. See “Description of the Exchange Notes—Repurchase at the Option of Holders—Asset Sales.”

Covenants	The exchange notes will be issued under an indenture among the issuer, Prestige, each of the subsidiary guarantors named therein and U.S. Bank National Association, as trustee. The terms of the exchange notes and indenture will restrict our ability and the ability of our restricted subsidiaries to:

- incur additional indebtedness;

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- pay dividends or make other distributions or repurchase or redeem our capital stock;
- make certain investments;
- create liens;
- merge or consolidate with another company or transfer or sell assets;
- enter into restrictions affecting the ability of our restricted subsidiaries to make distributions, loans or advances to us or other restricted subsidiaries; prepay, redeem or repurchase certain indebtedness; and
- engage in transactions with affiliates.

	These covenants are subject to a number of important limitations and exceptions, which are described under "Description of the Exchange Notes—Certain Covenants."
Use of Proceeds	We will not receive proceeds from the issuance of the exchange notes offered hereby.
Absence of an Established Market for the Exchange Notes	The exchange notes will be fungible with an existing class of securities for which there is currently no market. We cannot assure you that a liquid market for the exchange notes will develop.

You should carefully consider all of the information set forth in this prospectus, and in particular, should evaluate the specific factors set forth in the section entitled "Risk Factors" for an explanation of certain risks of investing in the notes. For a description of risk related to our industry and business, you should also evaluate the specific risk factors set forth in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended March 31, 2012, which is incorporated by reference herein.

Material U.S. Federal Income Tax Considerations

The exchange of existing notes for exchange notes in the exchange offer will not be a taxable transaction for U.S. federal income tax purposes. See "Material U.S. Federal Income Tax Considerations."

Consequences of Not Exchanging Existing Notes

If you do not exchange your existing notes in the exchange offer, your existing notes will continue to be subject to the restrictions on transfer currently applicable to the existing notes. In general, you may offer or sell your existing notes only:

- if they are registered under the Securities Act and applicable state securities laws;
- if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or
- if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

After the exchange offer is closed, we will no longer have an obligation to register the existing notes, except in limited circumstances. Please see the risk factor entitled, "*If you fail to properly exchange your existing notes for exchange notes, you will continue to hold existing notes which are subject to transfer restrictions, and the liquidity of the trading market, if any, for any untendered existing notes may be substantially limited*" on page 19.

Summary Historical and Pro Forma Consolidated Financial and Other Data of Prestige Brands Holdings, Inc.

The following table sets forth certain summary historical consolidated financial and other data of Prestige and its subsidiaries for the periods and at the dates indicated. We have derived the summary historical consolidated financial data as of and for the fiscal years ended March 31, 2010, 2011 and 2012 from the audited consolidated financial statements of Prestige included elsewhere or incorporated by reference in this prospectus. Our historical operating results are not necessarily indicative of future operating results. The recent acquisitions of the Blacksmith brands and the *Dramamine* brand in fiscal year 2011 will affect comparability between periods. The summary historical consolidated financial data set forth below is not necessarily indicative of the results of future operations and should be read in conjunction with "Unaudited Pro Forma Combined Financial Information," "Selected Historical Financial and Other Data," and "Management's Discussion and Analysis of Financial Condition and Results of Operations of Prestige" and the financial statements and related notes of each of Prestige, Blacksmith and the GSK Brands included elsewhere or incorporated by reference in this prospectus.

The unaudited pro forma combined statement of operations for the fiscal year ended March 31, 2012 has been prepared to illustrate the effects of the transaction, as if it had occurred on April 1, 2011. The pro forma data has been derived from the audited financial statements of Prestige for the fiscal year ended March 31, 2012 and the audited financial statements of the GSK Brands for the fiscal year ended December 31, 2011. The GSK Brands have historically used a December 31 fiscal year end. For purposes of the pro forma combined financial information for the fiscal year ended March 31, 2012, the year ended December 31, 2011 was used for the GSK Brands.

The unaudited pro forma financial statements are not intended to reflect the results of the operations or the financial position of Prestige, which would have actually resulted had the proposed transaction been effected on the dates indicated. Further, the unaudited pro forma financial information is not necessarily indicative of the results of operations that may be obtained in the future.

It is management's opinion that the pro forma statement of operations represent the fair presentation, in all material respects, of the transaction described above applied on a basis consistent with Prestige's accounting policies. No adjustments have been made to reflect potential cost savings that may occur subsequent to completion of the transaction.

(in thousands)	Year Ended March 31,	Pro Forma Combined Twelve Months Ended

	2010	2011	2012	March 31, 2012
Income Statement Data:				
Total revenues	$292,602	$336,510	$441,085	$ 616,849
Costs of sales[(1)]	139,158	165,632	213,701	265,113
Gross profit	$153,444	$170,878	$227,384	$ 351,736
Advertising and promotional expenses	30,923	42,897	57,127	82,391
General and administrative expenses[(2)]	34,195	41,960	56,700	63,219
Depreciation and amortization expenses	10,001	9,876	10,734	13,632
Impairment of goodwill and intangibles	—	—	—	—
Interest expense, net	22,935	27,317	41,320	83,193
Other expense (income), net	2,656	300	346	(5,686)
Income (loss) from continuing operations before income taxes	52,734	48,528	61,157	114,987
Provision (benefit) for income taxes	20,664	19,349	23,945	45,021
Income (loss) from continuing operations	$32,070	$29,179	$37,212	$ 69,966
Discontinued Operations				
Income (loss) from discontinued operations, net of income tax	(112)	591	—	—
(Loss) gain on sale of discontinued operations, net of income tax[(3)]	157	(550)	—	—
Net income (loss) available to common stockholders	$32,115	$29,220	$37,212	$ 69,966

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(dollars in thousands)	Year Ended March 31,			Pro Forma Combined Twelve Months Ended March 31,	
	2010	2011	2012	2012	
Other Financial Data:					
Cash provided by (used in):					
Operating activities	$59,427	$86,670	$67,452	$ —	
Investing activities	7,320	(275,680)	(662,206)	—	
Financing activities	(60,831)	161,247	600,434	—	
Capital expenditures	673	655	606	—	
Adjusted EBITDA[4]	99,683	102,866	141,441	216,223	
Pro Forma Adjusted EBITDA[4]	—	—	—	224,223	
Pro Forma Adjusted EBITDA margin[4]	—	—	—	36.3	%
Total leverage ratio[5]	—	—	—	5.1	x
Secured leverage ratio[6]	—	—	—	3.9	x
Balance Sheet Data (at end of period):					
Cash and cash equivalents	$41,097	$13,334	$19,015	$ 19,015	
Total assets	791,412	1,056,918	1,758,276	1,758,276	
Total long-term debt, including current maturities (gross)	328,087	492,000	1,135,000	1,135,000	
Stockholders' equity	$329,059	$361,832	$402,728	$ 402,729	

(1) For 2012 and 2011, cost of sales included $1.3 million and $7.3 million, respectively, of charges related to the step-up of inventory associated with acquisitions.

(2) General and administrative expense included $13.8 million of costs related to the GSK Brands acquisition, $1.7 million of unsolicited offer defense costs in 2012, and $7.7 million of costs related to the acquisitions of Blacksmith and *Dramamine* in 2011.

(3) On September 1, 2010, we sold certain assets related to the nail polish remover brand previously included in our Personal Care products segment. The total sales price of the assets was $4.1 million, which was received by us at closing. In October 2009, we divested our shampoo brands for a purchase price of $9 million, $8 million of which was paid to us at closing and $1 million of which was paid in October 2010.

(4) "Adjusted EBITDA" represents net income before interest expense, income taxes and depreciation and amortization, impact of discontinued operations, impairment of goodwill and intangible assets, stock-based compensation, and certain non-recurring, non-cash and other cash expenses which management believes will not be incurred, except for stock-based compensation, in the future. Adjusted EBITDA does not represent and should not be considered as

an alternative to net income or cash flow from operations, as determined by GAAP, and our calculation thereof may not be comparable to that reported by other companies. We present Adjusted EBITDA because we believe that it provides useful information regarding a company's ability to service and/or incur indebtedness. Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- Adjusted EBITDA does not reflect our capital expenditures, or future requirements for capital expenditures or contractual commitments;

- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

- Adjusted EBITDA does not reflect the significant interest expense, or the cash requirement necessary to service interest or principal payments, on our debts;

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements; and

- other companies in our industry may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, Adjusted EBITDA and Pro Forma Adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our GAAP results and using Adjusted EBITDA only supplementally.

(5) Defined as the ratio of pro forma total indebtedness (gross value) as of March 31, 2012 to Pro Forma Adjusted EBITDA for the twelve months ended March 31, 2012.

(6) Defined as the ratio of pro forma total indebtedness (gross value) that is secured by any liens on our assets as of March 31, 2012 to Pro Forma Adjusted EBITDA for the twelve months ended March 31, 2012.

The table below reconciles net income (loss) to Adjusted EBITDA for the periods presented. Adjusted EBITDA excludes the impact of discontinued operations for all reported periods.

(in thousands)	Year Ended March 31,			Pro Forma Twelve Months Ended March 31,
	2010	2011	2012	2012
Consolidated Statement of Operations:				
Net income (loss)	$32,115	$29,220	$37,212	$ 69,966
(Income) loss from discontinued operations, net of taxes	112	(591)	—	—
(Gain) loss on sale of discontinued operations, net of income tax[a]	(157)	550	—	—
Provision (benefit) for income taxes	20,664	19,349	23,945	45,021
Interest expense, net	22,935	27,317	41,320	83,193
Extinguishment of debt	2,656	300	5,409	—
Depreciation and amortization	10,001	9,876	10,734	13,632
Stock-based compensation	2,085	3,575	3,078	3,078
Restructuring and CEO replacement costs[b]	2,500	—	—	—
Purchase accounting impact of the Blacksmith and *Dramamine* acquisitions[c]	—	7,271	—	—
Blacksmith and *Dramamine* acquisition costs[d]	—	7,712	—	—
Lawsuit settlement, net of professional fees[e]	—	—	(5,063)	(5,063)
Transaction costs[f]	—	126	781	781
Discontinued product lines[g]	6,772	(1,839)	705	705
Product changeover costs[h]	—	—	1,873	1,873
Product reformulation costs[i]	—	—	1,300	1,300
Costs associated with the unsolicited offer[j]	—	—	1,737	1,737
Acquisition costs – GSK Brands[k]	—	—	13,027	—
Purchase accounting impact of the GSK Brands acquisition[l]	—	—	1,795	—
Transition costs associated with the GSK Brands[m]	—	—	3,588	—
Adjusted EBITDA	$99,683	$102,866	$141,441	$ 216,223
Estimated Cost Savings[n]				$ 8,000
Pro Forma Adjusted EBITDA				$ 224,223

(a) On September 1, 2010, we sold certain assets related to the nail polish remover brand previously included in our Personal Care products segment. The total sales price of the assets was $4.1 million, which was received by us at closing. In October 2009, we divested our shampoo brands for a purchase price of $9 million, $8 million of which was paid to us at closing and $1 million of which was paid in October 2010.

(b) Represents cost of severance for termination of employees associated with downsizing and costs associated with replacing our Chief Executive Officer.

(c) In connection with accounting for the asset acquisition of *Dramamine* and the acquisition of the Blacksmith brands, the acquired inventory was increased to its estimated selling price, less the cost of disposal and a reasonable profit allowance for the selling effort, as required under GAAP. These accounting adjustments to inventory resulted in costs above standard post-acquisition.

(d) Consists of transaction-related expenses incurred in connection with the acquisition of the Blacksmith brands and the asset acquisition of *Dramamine*.

(e) Reflects the elimination of a non-recurring gain from a lawsuit settlement. We received settlement proceeds of $8.0 million related to the resolution of a legal matter in June 2011 and incurred costs of $2.9 million pursuing the legal matter in the quarter ended June 30, 2011, resulting in a $5.1 million pre-tax gain net of costs incurred.

(f) Represents costs incurred in connection with an abandoned acquisition, which were expensed as incurred.

(g) During fiscal year 2011, Prestige discontinued two products, specifically *Chloraseptic Allergen Block* and *Little Allergies Allergen Block*.

(h) During the quarters ended June 30, 2011 and September 30, 2011, we incurred inventory charges related to the replacement of certain children and infant products to achieve a consistent formulation for such products (in order to address misdosing issues that could occur).

(i) During the quarter ended September 30, 2011, we incurred costs to introduce a new formulation and new packaging as required under new industry guidelines mandating a consistent formulation for children and infant products (in order to address misdosing issues that could occur).

(j) Represents professional fees incurred in connection with our defense against an unsolicited bid.

(k) Consists of transaction-related expenses incurred in connection with the acquisition of the GSK Brands.

(l) In connection with accounting for the asset acquisition of the GSK Brands, the acquired inventory was increased to its estimated selling price, less the cost of disposal and a reasonable profit allowance for the selling effort, as required under GAAP. These accounting adjustments to inventory resulted in costs above standard post-acquisition.

(m) Consists of general and administrative expenses incurred in connection with the operational transaction of the GSK Brands.

(n) On a combined basis, certain selling, general and administrative costs previously allocated to the business, including management and employee compensation, sales commissions, professional fees, insurance, rent, and other general administrative support expenses will be replaced by costs to be incurred directly by Prestige. Prestige estimates the net effect of this would have been an overall reduction of selling, general and administrative expenses of $8 million on a pro forma combined basis for the twelve months ended March 31, 2012.

Summary Historical Combined Financial Data of the GSK Brands

The following table sets forth certain summary historical combined financial data of the GSK Brands. We have derived the summary historical combined financial data for each of the three years ended December 31, 2011, from the audited special purpose carve out combined financial statements of the GSK Brands included elsewhere in this prospectus. The summary historical financial data set forth below is not necessarily indicative of the results of future operations and should be read in conjunction with the special purpose carve out combined financial statements and related notes of the GSK Brands and "Management's Discussion and Analysis of Financial Condition and Results of Operations of the GSK Brands" included elsewhere in this prospectus.

(in thousands)	Year Ended December 31,		
	2009	2010	2011
Income Statement Data:			
Total revenue	$215,991	$207,342	$206,154
Cost of sales	(65,270)	(64,676)	(65,186)
Gross profit	$150,721	$142,666	$140,968
Selling, general and administrative expenses	(72,987)	(59,719)	(56,974)
Research and development expenses	(6)	—	—
Amortization and impairment	(550)	(10,311)	(550)
Other operating income (expense)	(611)	(295)	648
Excess of revenue over direct operating expenses	$76,567	$72,341	$84,092

Computation of Ratio of Earnings to Fixed Charges

Prestige Brands Holdings, Inc.
Computation of Ratio of Earnings to Fixed Charges
(dollars in thousands)

	Year Ended March 31,				
	2008	2009	2010	2011	2012
Income (loss) from continuing operations before income taxes	$49,583	$(200,420)	$52,734	$48,528	$61,157
Fixed charges	38,265	28,781	23,184	27,589	41,620
Earnings (loss) available for fixed charges	$87,848	$(171,639)	$75,918	$76,117	$102,777
Interest expense on long term debt	$35,920	$26,431	$21,021	$25,573	$38,677
Capitalized fees on long term debt	2,148	2,148	1,915	1,745	2,661
Estimated interest in rent expense (b)	197	202	248	271	282
Total fixed charges	$38,265	$28,781	$23,184	$27,589	$41,620
Ratio of Earnings to Fixed Charges	2.3 x	(a)	3.27 x	2.76 x	2.47 x

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(a) For the year ended March 31, 2009, earnings were insufficient to cover fixed charges primarily due to a non-cash impairment charge against goodwill and intangible assets of $249 million. The deficiency for the year ended March 31, 2009 required to restore the ratio to 1:1 was $200,420.

(b) For the purpose of calculating interest on rent expense the company used a reasonable approximation of the interest factor.

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Risk Factors

Before you tender your existing notes, you should consider the following risk factors in addition to the other information included or incorporated by reference in this prospectus, including the specific risk factors set forth in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended March 31, 2012. Any of the risk factors incorporated herein by reference from our Annual Report on Form 10-K for the fiscal year ended March 31, 2012 and the following risks could harm our business and financial results and/or cause the value of the notes to decline, which in turn could cause you to lose all or part of your investment. The risks incorporated herein by reference and set forth below are not the only ones facing our company.

Risks Related to the Exchange Notes and the Exchange Offer

If you fail to properly exchange your existing notes for exchange notes, you will continue to hold existing notes which are subject to transfer restrictions, and the liquidity of the trading market, if any, for any untendered existing notes may be substantially limited.

We will only issue exchange notes in exchange for existing notes that you timely and properly tender. You should allow sufficient time to ensure timely delivery of the existing notes, and you should carefully follow the instructions on how to tender your existing notes set forth under "The Exchange Offer—Procedures for Tendering" and in the letter of transmittal that accompanies this prospectus. Neither we nor the exchange agent are required to notify you of any defects or irregularities relating to your tender of existing notes.

If you do not exchange your existing notes for exchange notes in the exchange offer, the existing notes you hold will continue to be subject to the existing transfer restrictions. In general, you may not offer or sell the existing notes except under an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We do not plan to register the existing notes under the Securities Act. If you continue to hold any existing notes after the exchange offer is completed, you may have trouble selling them because of the restrictions on transfer.

Because we anticipate that most holders of existing notes will elect to participate in the exchange offer, we expect that the liquidity of the market for the existing notes after completion of the exchange offer may be substantially limited. Any existing notes tendered and exchanged in the exchange offer will reduce the aggregate principal amount at maturity of the existing notes not exchanged.

Risks Related to the Notes

Our substantial indebtedness could adversely affect our financial condition and prevent us from fulfilling our obligations under the exchange notes.

After the offering of the existing notes and the application of the net proceeds therefrom, we have a significant amount of indebtedness. As of March 31, 2012, we had total indebtedness of approximately $1,135 million, excluding $50 million of unused commitments under the 2012 ABL Revolver.

Our substantial indebtedness could have important consequences to the holders of the exchange notes, including:

- making it more difficult for us to satisfy our obligations with respect to the notes and our other indebtedness;
- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;
- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- increasing our vulnerability to adverse changes in general economic, industry and competitive conditions;

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- exposing us to the risk of increased interest rates as certain of our borrowings, including borrowings under the Senior Secured Credit Facilities, are at variable rates of interest;
- limiting our flexibility in planning for and reacting to changes in the industry in which we compete;
- placing us at a disadvantage compared to other, less leveraged competitors; and
- increasing our cost of borrowing.

In addition, the indenture that governs the exchange notes, the credit agreements governing the Senior Secured Credit Facilities and the indenture governing our 2018 Senior Notes contain restrictive covenants that will limit our ability to engage in activities that may be in our long-term best interest. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of substantially all of our indebtedness.

Despite our current level of indebtedness, we may still be able to incur substantially more indebtedness. This could further exacerbate the risks to our financial condition described above and prevent us from fulfilling our obligations under the exchange notes.

We may be able to incur significant additional indebtedness in the future. Although the indenture that governs the exchange notes, the indenture governing our 2018 Senior Notes and the credit agreements governing the Senior Secured Credit Facilities contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and the additional indebtedness incurred in compliance with these restrictions could be substantial. If we incur any additional indebtedness that ranks equally with the exchange notes, subject to any collateral arrangements, the holders of that debt will be entitled to share ratably with you in any proceeds distributed in connection with our insolvency, liquidation, reorganization, dissolution or other winding up as a company. This may have the effect of reducing the amount of proceeds paid to you. These restrictions also will not prevent us from incurring obligations that do not constitute indebtedness. In addition, our 2012 ABL Revolver provides us commitments of up to $50 million in the aggregate. All of those borrowings would be secured indebtedness. If new indebtedness is added to our current indebtedness levels, the related risks that we now face could intensify. See “Description of Other Indebtedness” and “Description of the Exchange Notes.”

We may not be able to generate sufficient cash to service all of our indebtedness, including the exchange notes, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our debt obligations, including the exchange notes, depends on our financial condition and results of operations, which in turn are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the exchange notes.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness, including the exchange notes. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness. In the absence of such cash flows and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Our Senior Secured Credit Facilities, the indenture governing our 2018 Senior Notes and the indenture that governs the exchange notes restricts our ability to dispose of assets and use the proceeds from the disposition. We may not be able to consummate those dispositions or to obtain the proceeds that we could realize from them and these proceeds may not be adequate to meet any debt service obligations then due. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. See “Description of Other Indebtedness” and “Description of the Exchange Notes.”

In addition, we conduct a substantial portion of our operations through our subsidiaries, certain of which will not be guarantors of the exchange notes or our other indebtedness. Accordingly, repayment of our indebtedness, including the exchange notes, is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the exchange notes or our other indebtedness, our subsidiaries do not have any obligation to pay amounts due on the exchange notes or our other indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the exchange notes. Each subsidiary is a distinct legal entity, and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the indenture that governs the exchange notes and the agreements governing certain of our other existing indebtedness limits the ability of certain of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the exchange notes.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations and our ability to satisfy our obligations under the exchange notes.

If we cannot make scheduled payments on our indebtedness, we will be in default and holders of the exchange notes could declare all outstanding principal and interest to be due and payable, the lenders under the 2012 ABL Revolver could terminate their commitments to loan money, our secured lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation. All of these events could result in your losing your entire investment in the exchange notes.

The terms of our credit agreements governing the Senior Secured Credit Facilities, the indenture governing our 2018 Senior Notes and the indenture that governs the exchange notes will restrict our current and future operations, particularly our ability to respond to changes or to take certain actions.

The credit agreements governing the Senior Secured Credit Facilities, the indenture governing our 2018 Senior Notes and the indenture that governs the exchange notes contains a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long-term best interest, including, among other things, restrictions on our ability to:

- incur additional indebtedness and guarantee indebtedness;

- pay dividends or make other distributions in respect of, or repurchase or redeem, capital stock;

- prepay, redeem or repurchase certain indebtedness;
- make loans and investments;
- sell or otherwise dispose of assets;
- incur liens;
- enter into transactions with affiliates;
- alter the businesses we conduct;
- enter into agreements restricting our subsidiaries' ability to pay dividends; and
- consolidate, merge or sell all or substantially all of our assets.

The covenants in the indenture that governs the exchange notes are subject to important exceptions and qualifications, which are described under "Description of the Exchange Notes."

In addition, the restrictive covenants in the credit agreements governing the Senior Secured Credit Facilities require us to maintain specified financial ratios and satisfy other financial condition tests. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and we may not be able to meet them.

These restrictive covenants could adversely affect our ability to:

- finance our operations;
- make needed capital expenditures;
- make strategic acquisitions or investments or enter into joint ventures;
- withstand a future downturn in our business, the industry or the economy in general;
- engage in business activities, including future opportunities, that may be in our best interest; and
- plan for or react to market conditions or otherwise execute our business strategies.

These restrictions may affect our ability to grow in accordance with our plans.

A breach of the covenants under the indenture that governs the exchange notes, the indenture governing our 2018 Senior Notes or under the credit agreements governing the Senior Secured Credit Facilities could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related indebtedness and may result in the acceleration of any other indebtedness to which a cross-acceleration or cross-default provision applies. In addition, an event of default under the credit agreement governing the 2012 ABL Revolver would permit the lenders under the 2012 ABL Revolver to terminate all commitments to extend further credit under that facility. Furthermore, if we were unable to repay the amounts due and payable under the Senior Secured Credit Facilities or our 2018 Senior Notes, those lenders could proceed against the collateral granted to them to secure that indebtedness. In the event our lenders or noteholders accelerate the repayment of our borrowings, we and our guarantors may not have sufficient assets to repay that indebtedness.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under the Senior Secured Credit Facilities are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness will increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. Assuming all revolving loans are fully drawn, each quarter point change in interest rates would result in a $1.7 million change in annual interest expense on our indebtedness under the Senior Secured Credit Facilities. In the future, we may enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk, or may create additional risks.

The exchange notes will be effectively subordinated to our indebtedness under the Senior Secured Credit Facilities, our 2018 Senior Notes and our other secured indebtedness to the extent of the value of the assets securing that indebtedness.

The exchange notes will not be secured by any of our assets. As a result, the exchange notes and the guarantees will be effectively subordinated to our indebtedness under the Senior Secured Credit Facilities and our 2018 Senior Notes with respect to the assets that secure that indebtedness. As of March 31, 2012, we had approximately $635 million of indebtedness under the 2012 Term Loan and $250 million aggregate principal amount outstanding of our 2018 Senior Notes, all of which would have been effectively senior to the exchange notes, and approximately $50 million of additional borrowing capacity under the 2012 ABL Revolver. We also can incur additional secured indebtedness if certain specified conditions are met under the credit agreements governing the Senior Secured Credit Facilities. See "Description of Certain Other Indebtedness." The effect of this subordination is that upon a default in payment on, or the acceleration of, any of our secured indebtedness, or in the event of bankruptcy, insolvency, liquidation, dissolution or reorganization of our company, the proceeds from the sale of assets securing our secured indebtedness will be available to pay obligations on the exchange notes only after all indebtedness under the Senior Secured Credit Facilities, our 2018 Senior Notes and any other secured indebtedness has been paid in full. As a result, the holders of the exchange notes may receive less, ratably, than the holders of secured indebtedness in the event of our or any of the guarantors' bankruptcy, insolvency, liquidation, dissolution or reorganization.

The exchange notes will be structurally subordinated to all obligations of our existing and future subsidiaries that are not and do not become guarantors of the exchange notes.

Each of our existing and future domestic restricted subsidiaries that is a borrower under or that guarantees obligations under the Senior Secured Credit Facilities (except in the case of non-wholly owned subsidiaries) and our 2018 Senior notes or that guarantees our other indebtedness or indebtedness of a guarantor will guarantee the exchange notes. Our subsidiaries that do not guarantee the exchange notes, including all of our non-domestic subsidiaries, will have no obligation, contingent or otherwise, to pay amounts due under the exchange notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payment. The exchange notes will be structurally subordinated to all indebtedness and other obligations of any non-guarantor subsidiary such that in the event of insolvency, liquidation, reorganization, dissolution or other winding up of any subsidiary that is not a guarantor, all of that subsidiary's creditors (including trade creditors and preferred stockholders, if any) would be entitled to payment in full out of that subsidiary's assets before we would be entitled to any payment.

In addition, the indenture that governs the exchange notes will, subject to some limitations, permits these subsidiaries to incur additional indebtedness and does not contain any limitation on the amount of other liabilities, such as trade payables, that may be incurred by these subsidiaries.

For the year ended March 31, 2012, our non-guarantor subsidiaries represented less than 1% of our net revenues and Adjusted EBITDA, respectively. As of March 31, 2012, our non-guarantor subsidiaries represented less than 1% of our total assets and had approximately $1.4 million of total liabilities (including debt and trade payables but excluding intercompany liabilities).

In addition, our subsidiaries that provide, or will provide, guarantees of the exchange notes will be automatically released from those guarantees upon the occurrence of certain events, including the following:

- the designation of that subsidiary guarantor as an unrestricted subsidiary;
- the release or discharge of any guarantee or indebtedness that resulted in the creation of the guarantee of the notes by such subsidiary guarantor; or
- the sale or other disposition, including the sale of substantially all the assets, of that subsidiary guarantor.

If any subsidiary guarantee is released, no holder of the exchange notes will have a claim as a creditor against that subsidiary, and the indebtedness and other liabilities (including trade payables and preferred stock, if any), whether

secured or unsecured, of that subsidiary will be effectively senior to the claim of any holders of the exchange notes. See "Description of the Exchange Notes—Guarantees."

We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of specific kinds of change of control events, we will be required to offer to repurchase all outstanding exchange notes at 101% of their principal amount, together with accrued and unpaid interest, if any, to the purchase date. The indenture governing our 2018 Senior Notes contains a similar provision that would require us to make an offer to repurchase our 2018 Senior Notes. Additionally, under the Senior Secured Credit Facilities, a change of control (as defined therein) constitutes an event of default that permits the lenders to accelerate the maturity of borrowings under the respective agreements and terminate their commitments to lend. The source of funds for any purchase of the exchange notes and our 2018 Senior Notes and repayment of borrowings under the Senior Secured Credit Facilities would be our available cash or cash generated from our subsidiaries' operations or other sources, including borrowings, sales of assets or sales of equity. We may not be able to repurchase the exchange notes upon a change of control because we may not have sufficient financial resources to purchase all of the debt securities that are tendered upon a change of control and repay our other indebtedness that will become due. We may require additional financing from third parties to fund any such purchases, and we may be unable to obtain financing on satisfactory terms or at all. Further, our ability to repurchase the exchange notes may be limited by law. In order to avoid the obligations to repurchase the exchange notes and our 2018 Senior Notes and events of default and potential breaches of the credit agreements governing the Senior Secured Credit Facilities, we may have to avoid certain change of control transactions that would otherwise be beneficial to us.

In addition, some important corporate events, such as leveraged recapitalizations, may not, under the indenture that governs the exchange notes, constitute a "change of control" that would require us to repurchase the exchange notes, even though those corporate events could increase the level of our indebtedness or otherwise adversely affect our capital structure, credit ratings, financial condition or the value of the exchange notes. See "Description of the Exchange Notes—Repurchase at the Option of Holders—Change of Control."

Federal and state fraudulent transfer laws may permit a court to void the exchange notes or the guarantees, and if that occurs, you may not receive any payments on the exchange notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the exchange notes and the incurrence of the guarantees of the exchange notes. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the exchange notes or the guarantees thereof could be voided as a fraudulent transfer or conveyance if the issuer or a guarantor, as applicable, (a) issued the exchange notes or incurred its guarantee with the intent of hindering, delaying or defrauding creditors or (b) received less than reasonably equivalent value or fair consideration in return for either issuing the exchange notes or incurring the guarantee and, in the case of (b) only, one of the following is also true at the time thereof:

- the issuer or such guarantor, as applicable, was insolvent or rendered insolvent by reason of the issuance of the exchange notes or the incurrence of its guarantees;

- the issuance of the exchange notes or the incurrence of its guarantees left the issuer or such guarantor, as applicable, with an unreasonably small amount of capital or assets to carry on the business;

- the issuer or such guarantor intended to, or believed that it would, incur indebtedness beyond its ability to pay as they mature; or

- the issuer or such guarantor was a defendant in an action for money damages, or had a judgment for money damages docketed against it if, in either case, the judgment is unsatisfied after final judgment.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or a valid antecedent debt is secured or satisfied. A court would likely find that a guarantor did not receive reasonably equivalent value or fair consideration for its guarantee to the extent the guarantor did not obtain a reasonably equivalent benefit directly or indirectly from the issuance of the exchange notes.

We cannot be certain as to the standards a court would use to determine whether or not the issuer or a guarantor was insolvent at the relevant time or, regardless of the standard that a court uses, whether the exchange notes or the guarantees would be subordinated to other indebtedness. In general, however, a court would deem an entity insolvent if:

- the sum of its indebtedness, including contingent and unliquidated liabilities, was greater than the fair saleable value of all of its assets;

- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing indebtedness, including contingent liabilities, as they become absolute and mature; or

- it could not pay its indebtedness as they became due.

If a court were to find that the issuance of the exchange notes or the incurrence of a guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the exchange notes or that guarantee, could subordinate the exchange notes or that guarantee to presently existing and future indebtedness of the issuer or of the relevant guarantor or could require the holders of the exchange notes to repay any amounts received with respect to the exchange notes or that guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the exchange notes. Further, the avoidance of the exchange notes could result in an event of default with respect to our and our subsidiaries' other indebtedness that could result in acceleration of that indebtedness.

Finally, as a court of equity, the bankruptcy court may subordinate the claims in respect of the exchange notes to other claims against us under the principle of equitable subordination if the court determines that (1) the holder of exchange notes engaged in some type of inequitable conduct, (2) the inequitable conduct resulted in injury to our other creditors or conferred an unfair advantage upon the holders of exchange notes and (3) equitable subordination is not inconsistent with the provisions of the United States Bankruptcy Code.

A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may increase our future borrowing costs and reduce our access to capital.

Our debt will have a non-investment grade rating, and any rating assigned could be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the exchange notes. Credit ratings are not recommendations to purchase, hold or sell the exchange notes. Additionally, credit ratings may not reflect the potential effect of risks relating to the structure or marketing of the exchange notes. Any downgrade by either Standard & Poor's Rating's Group ("Standard & Poor's") or Moody's Investor Service, Inc. ("Moody's") would increase the interest rate on the Senior Secured Credit Facilities, decrease our earnings and may result in higher borrowing costs.

Any future lowering of our ratings likely would make it more difficult or more expensive for us to obtain additional debt financing. If any credit rating initially assigned to the exchange notes is subsequently lowered or withdrawn for any reason, you may not be able to resell your exchange notes at a favorable price or at all.

Many of the covenants in the indenture that governs the notes will not apply during any period in which the notes are rated investment grade by both Moody's and Standard & Poor's.

Many of the covenants in the indenture that governs the exchange notes will not apply to us during any period in which the exchange notes are rated investment grade by both Moody's and Standard & Poor's, provided at such time no default or event of default has occurred and is continuing. These covenants will restrict, among other things, our ability to pay distributions, incur indebtedness and enter into certain other transactions. There can be no assurance that the exchange notes will ever be rated investment grade, or that if they are rated investment grade, that the exchange notes will maintain these ratings. However, suspension of these covenants would allow us to engage in certain transactions that would not be permitted while these covenants were in force. To the extent the covenants are subsequently reinstated, any such actions taken while the covenants were suspended would not result in an event of default under the indenture that will govern the exchange notes. See "Description of the Exchange Notes—Certain Covenants."

Your ability to transfer the exchange notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the exchange notes.

There is no established public market for the exchange notes, and we cannot assure you that an active trading market for the exchange notes will develop. If no active trading market develops, you may not be able to resell your exchange notes at their fair market value or at all. We do not intend to apply for listing the exchange notes on any securities exchange. Future trading prices of the exchange notes will depend on many factors, including, among other things, prevailing interest rates, our operating results and the market for similar securities. We cannot assure you as to the development or liquidity of any trading market for the exchange notes. The liquidity of any market for the exchange notes will depend on a number of factors, including:

- the number of holders of exchange notes;
- our operating performance and financial condition;
- the market for similar securities;
- the interest of securities dealers in making a market in the exchange notes; and
- prevailing interest rates.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the exchange notes. We cannot assure you that the market, if any, for the exchange notes will be free from similar disruptions or that any such disruptions may not adversely affect the prices at which you may sell your exchange notes. Therefore, we cannot assure you that you will be able to sell your exchange notes at a particular time or the price that you receive when you sell will be favorable.

If you hold the exchange notes in book-entry form, you must rely on the procedures of the relevant clearing systems to exercise any rights and remedies.

Unless and until definitive notes are issued in exchange for book-entry interests in the exchange notes, owners of the book-entry interests will not be considered owners or holders of exchange notes. Instead, the common depositary, or its nominee, will be the sole holder of the exchange notes.

Payments of principal and interest and any other amounts owing on or in respect of the exchange notes in global form will be made to U.S. Bank National Association, as paying agent, which will make payments to DTC. Thereafter, these payments will be credited to DTC participants' accounts (including the Euroclear System (or Euroclear) and Clearstream Banking, *société anonyme* (which we refer to as Clearstream)) that hold book-entry interests in the notes in global form and credited by such participants to indirect participants. After payment to DTC or the common depository, none of us, any of our affiliates, U.S. Bank National Association, as Trustee (which we refer to as the trustee), or any payment agent will have any responsibility or liability for any aspect of the records relating to, or payments of interest, principal or other amounts to, DTC, Euroclear and/or Clearstream or to owners of book-entry interests.

Unlike holders of the exchange notes themselves, owners of book-entry interests will not have the direct right to act upon solicitations for consents or requests for waivers or other actions from holders of the exchange notes. Instead, if

you own a book-entry interest, you will be permitted to act only to the extent you have received appropriate proxies to do so from DTC, Euroclear and/or Clearstream or, if applicable, from a participant. We cannot assure you that procedures implemented for the granting of such proxies will be sufficient to enable you to vote on any requested actions on a timely basis.

The lack of physical certificates could also:

- Result in payment delays on your exchange notes because the trustee will be sending distributions on the exchange notes to DTC and Euroclear and Clearstream instead of directly to you;
- Make it difficult for you to pledge your exchange notes if physical certificates are required by the party demanding the pledge; and
- Hinder your ability to resell your exchange notes because some investors may be unwilling to buy securities that are not in physical form.

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Unaudited Pro Forma Combined Financial Information

On January 31, 2012, the Company completed its previously announced acquisition of 15 over-the-counter (OTC) pharmaceutical brands sold in North America, including certain related contracts, trademarks and inventory ("GSK Brands I"), from GlaxoSmithKline plc and certain of its affiliates pursuant to the business sale and purchase agreement dated as of December 20, 2011.

On the closing date, the Company issued $250 million in aggregate principal amount of 8.125% Senior Notes due 2020. Also on the closing date, the Company entered into new senior secured credit facilities, consisting of (i) a $660 million term loan facility with a seven-year maturity and (ii) a $50 million asset-based revolving credit facility with a five-year maturity. No amounts were drawn under the new revolving credit facility at the closing date.

On March 30, 2012, the Company completed its previously announced acquisition of the *Debrox*® and *Gly-Oxide*® over-the-counter pharmaceutical brands sold in North America, including certain related contracts, trademarks and inventory ("GSK Brands II" and together with GSK Brands I, the “GSK Brands”) from GlaxoSmithKline plc and certain of its affiliates pursuant to the business sale and purchase agreement dated as of December 20, 2011. The purchase price for these assets was $45 million in cash. The purchase price was funded with proceeds from the credit facilities entered into on January 31, 2012. In April 2012, the Company received the post-closing inventory and apportionment adjustments, which required an additional $2.8 million to be paid to GlaxoSmithKline plc.

The unaudited pro forma combined statement of operations for the fiscal year ended March 31, 2012 has been prepared to illustrate the effects of the transaction, as if it had occurred on April 1, 2011. The pro forma data has been derived from the audited financial statements of Prestige for the fiscal year ended March 31, 2012 and the audited financial statements of the GSK Brands for the fiscal year ended December 31, 2011. The GSK Brands have historically used a December 31 fiscal year end. For purposes of the pro forma combined financial information for the fiscal year ended March 31, 2012, the year ended December 31, 2011 was used for the GSK Brands.

The unaudited pro forma financial statements are not intended to reflect the results of the operations or the financial position of Prestige, which would have actually resulted had the proposed transaction been effected on the dates indicated. Further, the unaudited pro forma financial information is not necessarily indicative of the results of operations that may be obtained in the future.

It is management's opinion that the pro forma statement of operations represent the fair presentation, in all material respects, of the transaction described above applied on a basis consistent with Prestige’s accounting policies. No adjustments have been made to reflect potential cost savings that may occur subsequent to completion of the transaction.

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Prestige Brand Holdings, Inc.
Pro Forma Statement of Operations
For the Twelve Months ended March 31, 2012
(unaudited)
(dollars in thousands)

$ in thousands	Prestige Brand Holdings, Inc.	GSK Brands	Pro Forma Adjustments		Pro Forma (a)
Net sales	$ 437,838	$ 206,154	$ (30,390	)(b)	$ 613,602
Other revenues	3,247				3,247
Total revenues	441,085	206,154	(30,390	)	616,849
Cost of sales	213,701	65,186	(13,774	)(b)	265,113
Gross profit	$ 227,384	$ 140,968	$ (16,616	)	$ 351,736
Advertising and promotion	$ 57,127	$ 32,477	$ (7,213	)(b)	$ 82,391
General and administrative	56,700	24,497	(17,978	)(b),(c)	63,219
Depreciation and amortization	10,734	550	2,348	)(b),(d)	13,632
Total operating expenses	124,561	57,524	(22,843	)	159,242
Operating income	$ 102,823	$ 83,444	$ 6,227		$ 192,494
Interest expense, net	$ 41,320	$	$ 41,873	(e)	$ 83,193
Other non-operating (income) / expense, net	346	(648)	(5,384	)(b),(f)	(5,686)
Total other expense	41,666	(648)	36,489		77,507
Pre-tax income	61,157	84,092	(30,262	)	114,987
Provision for income taxes	23,945		21,076	(b),(g)	45,021
Net income	$ 37,212	$ 84,092	$ (51,338	)	$ 69,966

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Prestige Brand Holdings, Inc.
Notes to Unaudited Pro Forma Combined Statement of Operations

(a) The unaudited pro forma statement of operations have been prepared to reflect the application of purchase accounting under ASC 805, “Business Combinations,” for the acquisition of the GSK Brands. The unaudited pro forma statement of operations for the fiscal year ended March 31, 2012, have been prepared to illustrate the effects of the Transaction as if it had occurred on April 1, 2011. The GSK Brands have historically used a December 31 fiscal year end. For purposes of the fiscal year ended March 31, 2012 data presented herein, a historical December 31, 2011 period was used for the GSK Brands. Additionally, the pro forma adjustments remove the impact of two month's activity related to the GSK brands that is captured in the Prestige Brand Holdings, Inc. reported statement of operations for the fiscal year ended March 31, 2012.

(b) The adjustment removes the operating results of the GSK brands acquired January 31, 2012 ("GSK Brands I"), which have been included in Prestige Brands Holdings, Inc.’s Consolidated Financial Statements from February 1, 2012, the day following the date of acquisition. Revenues of the acquired operations from February 1, 2012 through March 31, 2012 were $30.4 million and the net loss was $0.2 million. The operating results of the GSK brands acquired March 30, 2012 ("GSK Brands II") will be included in our Consolidated Financial Statements beginning April 1, 2012. Accordingly, we did not record any revenues or operating results in the accompanying Consolidated Financial Statements related to GSK Brands II.

(c) In conjunction with the acquisition of the GSK Brands, we incurred $13.0 million of costs that were specific to the transaction (e.g., banker and professional fees), and these costs have been removed as a pro forma adjustment.

(d) This adjustment represents the amortization expense related to the purchase price and amortizable intangible assets for the acquisition of the GSK Brands. The following table summarizes our allocation of the $662.8 million purchase price to the assets we acquired at the GSK Brands I and GSK Brands II acquisition dates and the annual amortization expense associated with the acquired amortizable brand intangibles:

(In thousands)	GSK Brands I (January 31, 2012)	GSK Brands II (March 30, 2012)	Total
Purchase price allocation:			
Inventory	$ 14,820	$ 250	$15,070
Prepaid expenses	3,575	-	3,575
Goodwill	17,401	2,605	20,006
Brand intangibles - indefinite life	480,358	76,572	556,930
Brand intangibles - definite life	62,534	4,686	67,220
Total purchase price			$662,800
Amortization of brand intangibles			
Total acquired brand intangibles			$624,149
Brand intangibles - indefinite life			556,930

Brand intangibles - definite life	67,220
Estimated useful life	19.3
Pro forma amortization	$3,480

(e) Reflects the interest expense as a result of the acquisition of the GSK Brands, which is calculated as follows:

	Twelve Months Ended March 12
Total cash interest from debt requirements of the Transaction (1)	$ 77,321
Amortization of deferred financing costs (2)	5,872
Total pro-forma interest expense	83,193
Less: historical interest expense	(41,320)
Net adjustment to interest expense	$ 41,873

(1) Represents the interest on the outstanding and unused balance on the New Senior Secured Credit Facilities (variable rate), the 2018 Senior Notes, and the notes offered hereby, together assuming a weighted average interest rate of 6.9%. An increase (decrease) of 25 basis points in the assumed interest rate would result in an increase (decrease) of $2.9 million per year in total interest expense.

(2) Represents annual amortization expense on $33.3 million of deferred financing fees, utilizing a weighted average maturity of 7.1 years, which approximates amortization under the effective interest rate method.

(f) Includes the add back of $5.4 million related to the loss on extinguishment of debt incurred as a result of the acquisition of the GSK Brands.

(g) Reflects the tax effect of the pro forma adjustments and the pro forma impact of inclusion of a tax provision for the operating results of the GSK Brands, each using the Company's effective tax rate of 39.2%.

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The Exchange Offer

Purpose and Effect of the Exchange Offer

In connection with the sale of the existing notes, we entered into a registration rights agreement with the initial purchasers of the existing notes, pursuant to which we agreed to use commercially reasonable efforts to file a registration statement with the SEC with respect to the exchange of the existing notes for the exchange notes. We are making the exchange offer to fulfill our contractual obligations under that agreement. A copy of the registration rights agreement is included as an exhibit to the registration statement of which this prospectus is a part.

Pursuant to the exchange offer, we will issue the exchange notes in exchange for existing notes. The terms of the exchange notes are substantially identical to those of the existing notes, except that the exchange notes (1) have been registered under the Securities Act and therefore will not be subject to certain restrictions on transfer applicable to the existing notes and (2) will not have registration rights or provide for any increase in the interest rate related to the obligation to register. See “Description of the Exchange Notes” and “Description of the Existing Notes” for more information on the terms of the respective notes and the differences between them.

We are not making the exchange offer to, and will not accept tenders for exchange from, holders of existing notes in any jurisdiction in which an exchange offer or the acceptance thereof would not be in compliance with the securities or blue sky laws of such jurisdiction. Unless the context requires otherwise, the term “holder” in this section means any person in whose name the existing notes are registered on our books or any other person who has obtained a properly completed bond power from the registered holder, or any person whose existing notes are held of record by DTC who desires to deliver such existing notes by book-entry transfer at DTC.

We make no recommendation to the holders of existing notes as to whether to tender or refrain from tendering all or any portion of their existing notes pursuant to the exchange offer. In addition, no one has been authorized to make any such recommendation. Holders of existing notes must make their own decision whether to tender pursuant to the exchange offer and, if so, the aggregate amount of existing notes to tender after reading this prospectus and the letter of transmittal and consulting with their advisers, if any, based on their own financial position and requirements.

Terms of the Exchange

Upon the terms and conditions described in this prospectus and in the accompanying letter of transmittal, which together constitute the exchange offer, we will accept for exchange existing notes that are properly tendered at or

before the expiration time and not withdrawn as permitted below. As of the date of this prospectus, $250,000,000 aggregate principal amount of existing notes are outstanding. This prospectus, together with the letter of transmittal, is first being sent on or about the date on the cover page of the prospectus to all holders of existing notes known to us. Existing notes tendered in the exchange offer must be in denominations of principal amount of $2,000 and any integral multiples of $1,000 in excess thereof.

Our acceptance of the tender of existing notes by a tendering holder will form a binding agreement between the tendering holder and us upon the terms and subject to the conditions provided in this prospectus and in the accompanying letter of transmittal.

Expiration, Extension and Amendment

The expiration time of the exchange offer is 5:00 p.m. New York City time on August 13, 2012; however, we may, in our sole discretion, extend the period of time for which the exchange offer is open and set a later expiration date. The term “expiration time” as used herein means the latest time and date to which we extend the exchange offer. If we decide to extend the exchange offer period, we will then delay acceptance of any existing notes by giving oral or written notice of an extension to the holders of existing notes as described below. During any extension period, all existing notes previously tendered will remain subject to the exchange offer and may be accepted for exchange by us. Any existing notes not accepted for exchange will be returned to the tendering holder after the expiration or termination of the exchange offer.

Our obligation to accept existing notes for exchange in the exchange offer is subject to the conditions described below under "—Conditions to the Exchange Offer." We may decide to waive any of the conditions in our sole discretion. Furthermore, we reserve the right to amend or terminate the exchange offer, and not to accept for exchange any existing notes not previously accepted for exchange, upon the occurrence of any of the conditions of the exchange offer specified below under the same heading. We will give oral or written notice of any extension, amendment, non-acceptance or termination to the holders of the existing notes as promptly as practicable. If we materially change the terms of the exchange offer, we will resolicit tenders of the existing notes, file a post-effective amendment to the registration statement and provide notice to you. If the change is made less than five business days before the expiration of the exchange offer, we will extend the offer so that the holders have at least five business days to tender or withdraw. We will notify you of any extension by means of a press release or other public announcement no later than August 14, 2012, the first business day after the previously scheduled expiration time.

Procedures for Tendering

Valid Tender

Except as described below, a tendering holder must, prior to the expiration time, transmit to U.S. Bank National Association, the exchange agent, at the