

Fritz Mary Beth
Form 3
August 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Fritz Mary Beth | | (Month/Day/Year) | Prestige Brands Holdings, Inc. [PBH] | |
| (Last) | (First) | (Middle) | 07/31/2018 | |
| 660 WHITE PLAINS ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| TARRYTOWN, NY 10591 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior VP Quality & Regulatory | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 4,920 ⁽¹⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 05/09/2022 | Common Stock | 4,277 | \$ 13.24 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 05/14/2023 | Common Stock | 2,285 | \$ 29.94 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 05/12/2024 | Common Stock | 6,505 | \$ 33.5 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 05/11/2025 | Common Stock | 6,300 | \$ 41.44 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 05/09/2026 | Common Stock | 5,453 | \$ 57.18 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 05/08/2027 | Common Stock | 5,336 | \$ 56.11 | D | Â |
| Employee Stock Option (right to buy) | Â (8) | 05/07/2028 | Common Stock | 8,154 | \$ 29.46 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Fritz Mary Beth 660 WHITE PLAINS ROAD TARRYTOWN, NY 10591 | Â | Â | Â Senior VP Quality & Regulatory | Â |

Signatures

/s/ Mary Beth
Fritz

08/10/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1,065 restricted stock units vest on May 9, 2019, 1,026 restricted stock units vest on May 8, 2020 and 2,829 restricted stock units vest in three equal installments of 943 each on May 7, 2019, 2020 and 2021.
 - (2) The options vested in three annual installments as followed: 1,426 on May 9, 2013 and 2014 and 1425 on May 9, 2015.
 - (3) The options vested in three annual installments as followed: 762 on May 14, 2014 and 2015 and 761 on May 14, 2016.
 - (4) The options vested in three equal installments of 2,168 on each of on May 12, 2015 and 2016 and 2,169 on May 12, 2017.
 - (5) The options vested in three annual installments as followed: 2,100 on each of May 11, 2016, 2017 and 2018.
 - (6) The options vest in three annual installments as followed: 1,817 vested on May 9, 2017, 1,818 vested on May 9, 2018 and 1,818 vest on May 9, 2019.
 - (7) The options vest in three annual installments as followed: 1,778 vested on May 8, 2018 and 1,779 each on May 8, 2019 and 2020.
 - (8) [The options vest in three annual installments as follows: 2,718 on each of May 8, 2019, 2020 and 2021.]

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Remarks:

ExhibitÂ 24

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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