

Prestige Brands Holdings, Inc.  
Form 8-K/A  
February 10, 2012

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

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FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 9, 2012

PRESTIGE BRANDS HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 001-32433<br>(Commission File Number) | 20-1297589<br>(IRS Employer Identification<br>No.) |
|---|---------------------------------------|--|

90 North Broadway, Irvington, New York 10533  
(Address of principal executive offices, including Zip Code)

(914) 524-6810  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Explanatory Note

This Form 8-K/A is being filed with the Securities and Exchange Commission (the “Commission”) to correct the inadvertent designation of the Form 8-K filed on February 9, 2012 (the “Prior Form 8-K”) with the Commission as being filed under Item 2.01 of Form 8-K. The content of this Form 8-K/A, which is identical to the content of the Prior Form 8-K filed with the Commission, is being filed to redesignate the Prior Form 8-K as a Form 8-K filing under Item 2.02 of Form 8-K in addition to Items 7.01 and 9.01 of Form 8-K.

Item 2.02 Results of Operations and Financial Condition.

On February 9, 2012, Prestige Brands Holdings, Inc. (the “Company”) announced financial results for the fiscal quarter and nine months ended December 31, 2011. A copy of the press release announcing the Company's earnings results for the fiscal quarter and nine months ended December 31, 2011 is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

The information set forth in Item 2.02 above is incorporated by reference as if fully set forth herein.

On February 9, 2012, representatives of the Company began making presentations to investors regarding the Company's financial results for the quarter and nine months ended December 31, 2011 using slides containing the information attached to this Current Report on Form 8-K as Exhibit 99.2 (the “Investor Presentation”). The Company expects to use the Investor Presentation, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others during 2012.

By filing this Current Report on Form 8-K and furnishing the information contained herein, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

The information contained in the Investor Presentation is summary information that is intended to be considered in the context of the Company's Securities and Exchange Commission (“SEC”) filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

In accordance with General Instruction B.2 of this Current Report on Form 8-K, the information presented in Items 2.02 and 7.01 of this Current Report on Form 8-K and Exhibits 99.1 and 99.2 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index immediately following the signature page.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 10, 2012

PRESTIGE BRANDS HOLDINGS, INC.

By: /s/ Eric S. Klee

Name: Eric S. Klee

Title: Secretary and General Counsel

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EXHIBIT INDEX

| Exhibit | Description  |
|---------|--|
| 99.1    | Press Release dated February 9, 2012 announcing the Company's financial results for the fiscal quarter and nine months ended December 31, 2011 (furnished only). |
| 99.2    | Investor Relations Slideshow in use beginning February 9, 2012 (furnished only).   |