

Prestige Brands Holdings, Inc.  
Form 8-K  
October 27, 2009

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

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FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 26, 2009

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

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-32433<br>(Commission File Number) | 20-1297589<br>(IRS Employer<br>Identification 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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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On October 26, 2009, each of Peter C. Mann and Vincent J. Hemmer resigned as a director of Prestige Brands Holdings, Inc. (the "Company"), effective October 27, 2009.

Item 7.01 Regulation FD Disclosure.

On October 27, 2009, the Company issued the press release that is furnished hereto as Exhibit 99.1 and incorporated by reference as if fully set forth herein announcing the matter described in Item 5.02 of this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index immediately following 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: October 27, 2009

PRESTIGE BRANDS HOLDINGS, INC.

By: /s/ Peter J. Anderson  
Name: Peter J. Anderson  
Title: Chief Financial Officer

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EXHIBIT INDEX

Exhibit Description

99.1 Press Release dated October 27, 2009 (furnished only)