

Prestige Brands Holdings, Inc.
Form 424B3
August 19, 2008

**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-139702**

PROSPECTUS

12,213,357 Shares

Prestige Brands Holdings, Inc.

Common Stock

Selling stockholders are offering 12,213,357 shares of our common stock. All of the shares of common stock covered by this prospectus are being offered and sold by the selling stockholders. We are not selling any of the shares of common stock offered by this prospectus and, therefore, will not receive any of the proceeds from the sale of common stock by the selling stockholders. We are registering the resale of the shares of common stock to satisfy registration rights we previously granted the selling stockholders. The registration rights agreement requires that we pay substantially all the expenses that are incurred in connection with registering this offering.

You should carefully read this prospectus and any information incorporated by reference into this prospectus before you decide to invest in our common stock.

Our common stock is traded on the New York Stock Exchange under the symbol PBH. On August 18, 2008, the last reported sale price of our common stock on the New York Stock Exchange was \$10.08 per share. You are encouraged to obtain a current quote for our stock.

See Risk Factors on page 4 of this prospectus to read about factors you should consider before buying our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 19, 2008

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC. We were required by an agreement with the selling stockholders to file this registration statement in order for the selling stockholders to be able to sell the common stock offered by this prospectus.

No person is authorized to give any information or represent anything not contained in this prospectus and the documents incorporated by reference in this prospectus. You should rely only on the information contained in or incorporated by reference into this prospectus. The information contained in this prospectus or in any document incorporated by reference is accurate only as of its date, regardless of the time of delivery of this prospectus or any sale of common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

This prospectus is not an offer to sell or solicitation of an offer to buy these shares of common stock in any circumstances under which or jurisdiction in which the offer or solicitation is unlawful.

The terms Prestige, we, us, and our as used in this prospectus refer to Prestige Brands Holdings, Inc. and its consolidated subsidiaries and, unless the context requires otherwise, their respective predecessors.

Our fiscal year ends on March 31 of each year. References to a year (e.g., 2008) refer to our fiscal year that ends on March 31 of that year.

Trademarks and trade names used in this prospectus are the property of Prestige or its subsidiaries, as the case may be. We have utilized the ® symbol the first time each federally registered trademark, owned by Prestige or its subsidiaries, appears in this prospectus.

MARKET INFORMATION

Information regarding market share, market position and industry data pertaining to our business contained in or incorporated by reference into this prospectus consists of estimates based on data and reports compiled by industry professional organizations (including Information Resources, Inc.) and analysts, and our knowledge of our revenues

and markets.

We take responsibility for compiling and extracting, but have not independently verified, market and industry data provided by third parties, or by industry or general publications, and take no further responsibility for such data. Similarly, while we believe our internal estimates are reliable, our estimates have not been verified by any independent sources, and we cannot assure you as to their accuracy.

PROSPECTUS SUMMARY

The following summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information, including the information under *Risk Factors* and financial statements and related notes incorporated by reference into this prospectus. Because this is a summary, it is not complete and may not contain all of the information that is important to you and that you should consider before buying shares of our common stock. Our actual results could differ materially from those anticipated in certain forward-looking statements contained in or incorporated by reference into this prospectus as a result of various factors, including those set forth under *Risk Factors* in our periodic reports that we file with the SEC.

Overview

We sell well-recognized, brand name over-the-counter healthcare, household cleaning and personal care products in a global marketplace. We operate in niche segments of these categories, which we believe are typically overlooked by larger competitors. We view our established retail distribution network, a low-cost operating model and our experienced management team as a competitive advantage that we believe will enable us to profitably grow our presence in these niche segments. Our major brands, set forth in the table below, have strong levels of consumer awareness and retail distribution across all major channels of distribution. These brands accounted for approximately 94.3% of our net sales for 2008.

Major Brands	Market Position (1)	Market Segment	Market Share (1) (%)	ACV(1) (%)
Over-the-Counter Drug:				
<i>Chloraseptic</i> [®]	#1	Sore Throat Relief	42.9%	96%
<i>Clear eyes</i> [®]	#2	Eye Redness Relief	15.5	88
<i>Compound W</i> [®]	#2	Wart Removal	33.4	90
<i>Wartner</i> [®]	#3	Wart Removal	10.2	60
<i>The Doctor</i> [®] <i>NightGuard</i> [™]	#1	Bruxism (Teeth Grinding)	68.0	56
<i>The Doctor</i> [®] <i>BrushPicks</i> [®]	#2	Interdental Picks	21.9	47
<i>Little Remedies</i> [®] (2)	N/A	Pediatric Healthcare	N/A	81
<i>Murine</i> [®]	#1	Personal Ear Care	21.3	72
<i>New-Skin</i> [®]	#1	Liquid Bandages	46.6	81
<i>Dermoplast</i> [®]	#3	Pain Relief Sprays	15.5	63
Household Cleaning:				
		Abrasive Tub and Tile		
<i>Comet</i> [®]	#2	Cleaner	31.1	99
<i>Chore Boy</i> [®]	#1	Soap Free Metal Scrubbers	28.9	37
<i>Spic and Span</i> [®]	#6	All Purpose Cleaner	3.9	65
Personal Care:				
<i>Cutex</i> [®]	#1	Nail Polish Remover	26.7	91
<i>Denorex</i> [®]	#6	Medicated Shampoo	1.7	44

- (1) Source: Information Resources, Inc. Market share and market position are based on sales dollars in the United States, as calculated by Information Resources for the 52 weeks ended March 23, 2008 in food stores, drug stores, and mass merchandisers (excluding Wal-Mart). Market Segment has been defined by the Company based upon its product offerings and the categories in which it competes. ACV refers to the All Commodity Volume Food Drug Mass Index, as calculated by Information Resources for the 52 weeks ended March 23, 2008. ACV measures the weighted sales volume of stores that sell a particular product out of 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 ACV is a measure of a product's importance to major retailers. 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 do 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 our product offerings.
- (2) Market share information for market segments in which *Little Remedies* products compete is not available from Information Resources.

Our products are sold through multiple channels, including mass merchandisers and drug, grocery, dollar and club stores. This channel mix allows us to effectively launch new products across all distribution channels and reduce our exposure to any single distribution channel. We focus our internal resources on marketing, sales, customer service and product development. While we perform the production planning and oversee the quality control aspects of the manufacturing, warehousing and distribution of our products, we outsource the operating elements of these functions to entities that offer expertise in these areas and cost efficiencies due to economies of scale. This operating model allows us to focus our marketing and product development, which we believe enables us to achieve attractive margins while minimizing capital expenditures and working capital requirements.

We have developed our brand portfolio by acquiring strong and well-recognized brands from larger consumer products and pharmaceutical companies, as well as other brands from smaller private companies. While the brands we have purchased from larger consumer products and pharmaceutical companies have long histories of support and brand development, we believe that at the time we acquired them they were considered non-core by their previous owners and did not benefit from the focus of senior level management or strong marketing support. We believe that the brands we have purchased from smaller private companies have been constrained by the limited resources of their prior owners. After acquiring a brand, we seek to increase its sales, market share and distribution in both new and existing channels through our established retail distribution network. We pursue this growth through increased advertising and promotion, new marketing strategies, improved packaging and formulations and innovative new products.

Our Brand History

We were originally formed in 1996 as a joint venture of Medtech Labs and The Shansby Group to acquire over-the-counter drug brands from American Home Products. Since 2001, our portfolio of brand name products has expanded from over-the-counter healthcare to include household cleaning and personal care products. We have added brands to our portfolio principally by acquiring strong and well-recognized brands from larger consumer products and pharmaceutical companies. In February 2004, GTCR Golder Rauner II, LLC (GTCR), a private equity firm, acquired our business. In addition, we acquired the Spic and Span business in March 2004.

In April 2004, we acquired Bonita Bay Holdings, Inc., which conducted its business under the Prestige name. After we completed the Bonita Bay acquisition, we began to conduct our business under the Prestige name. The Bonita Bay brand portfolio included *Chloraseptic*, *Comet*, *Clear eyes* and *Murine*.

In October 2004, we acquired the *Little Remedies* brand of pediatric over-the-counter healthcare products, through our purchase of Vetco, Inc. Products offered under the Little Remedies brand include *Little Noses*[®] nasal products, *Little Tummy*[®] digestive health products, *Little Colds*[®] cough/cold remedies and *Little Remedies New Parents Survival Kits*. The *Little Remedies* products deliver relief of common childhood ailments without unnecessary additives such as saccharin, alcohol, artificial flavors, coloring dyes or harmful preservatives.

In October 2005, we acquired the *Chore Boy*[®] brand of metal cleaning pads, scrubbing sponges, and non-metal soap pads. The brand has over 84 years of history in the scouring pad and cleaning accessories categories.

In November 2005, we acquired Dental Concepts LLC, a marketer of therapeutic oral care products sold under *The Doctor*[®] brand. The business is driven primarily by two niche segments, bruxism (nighttime teeth grinding) and interdental cleaning. Its products include *The Doctor*[®] *NightGuard*TM brand dental protector, the first FDA-cleared over-the-counter treatment for bruxism and *The Doctor*[®] *BrushPicks*[®] which are disposable interdental toothpicks.

In September, 2006, we acquired Wartner USA B.V., the owner of the *Wartner*[®] brand of over-the-counter wart treatment products. Wartner is the #3 brand in the U.S. over-the-counter wart treatment category. Although we made no strategic acquisitions in our fiscal year ended March 31, 2008, we repaid \$52.1 million of our senior debt with cash flow generated from operations. This followed \$26.4 million in debt reduction during the second half of the prior fiscal year. These debt repayments reduce our interest costs on a going-forward basis, and favorably affect our interest coverage and our debt-to-equity ratios.

Corporate Information

Our principal executive office is located at 90 North Broadway, Irvington, New York 10533, and our telephone number is (914) 524-6810. Our website is www.prestigebrandsinc.com. **Information on our website is not a part of this prospectus and is not incorporated in this prospectus by reference.**

THE OFFERING

Common stock offered by the selling stockholders	12,213,357 shares
Selling Stockholder	The shares being offered by this prospectus are owned in the aggregate by GTCR Fund VIII, L.P. (Fund VIII), GTCR Fund VIII/B, L.P. (Fund VIII/B), GTCR Co-Invest II, L.P. (Co-Invest II), GTCR Capital Partners, L.P. (Capital Partners), GTCR Partners VIII, LP (Partners VIII), GTCR Mezzanine Partners, LP (Mezzanine) and GTCR Golder Rauner II, L.L.C. (GTCR) (collectively, the GTCR entities). The address of each entity comprising the GTCR entities is c/o GTCR, 6100 Sears Tower, Chicago, Illinois 60606. Two of our directors, David A. Donnini and Vincent J. Hemmer, are principals of GTCR.
Common stock to be outstanding after this offering	49,940,765 shares
Use of proceeds	We will not receive any proceeds from the sale of shares of our common stock by the selling stockholders.
Dividends	We have not in the past paid, and do not expect for the foreseeable future, to pay dividends on our common stock. Instead, we anticipate that all of our earnings in the foreseeable future will be used in the operation and growth of our business. Any future determination to pay dividends will be at the discretion of our board of directors and will depend upon, among other factors, our results of operations, financial condition, capital requirements and contractual restrictions, including restrictions under our then existing debt instruments, and any other considerations our board of directors deems relevant.
Risk Factors	Investing in our common stock involves substantial risks. You should carefully read and consider the information set forth under Risk Factors and all other information contained in or incorporated by reference into this prospectus before investing in our common stock.
New York Stock Exchange symbol	PBH
The number of shares of common stock to be outstanding after this offering is based on the number of shares outstanding as of July 31, 2008.	

RISK FACTORS

An investment in our securities is risky. Before making a decision about investing in our securities, you should read and consider carefully the risk factors and information contained in our periodic reports filed with the SEC, which are incorporated by reference in this prospectus. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of the risks or uncertainties described in our periodic reports filed with the SEC or any such additional risks and uncertainties actually occur, our business, results of operations and financial condition could be materially and adversely affected. In that case, the trading price of the securities being offered by this prospectus and any applicable prospectus supplement could decline, and you might lose all or part of your investment. You should consider these risk factors when you read forward-looking statements contained elsewhere or incorporated by reference in this prospectus.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained and incorporated by reference in this prospectus and in particular, statements found under the captions **Risk Factors** and **Management's Discussion and Analysis of Financial Condition and Results of Operations** in our Annual Report on Form 10-K for the year ended March 31, 2008 that are not historical in nature may constitute forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934 (the **Exchange Act**). We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we are including this statement for purposes of invoking these safe harbor provisions. These forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations on revenue growth, expansion opportunities, strategic acquisitions, operating costs and expenses, and industry trends, are generally identifiable by use of the words **believe, expect, intend, anticipate, estimate, forecast, project, plan, will continue, will likely result** or similar expressions. Our ability to predict the results or the actual effect of future plans or strategies is inherently uncertain. Our actual results could differ materially from those indicated in these statements as a result of matters discussed herein, as well as certain risk factors more fully discussed under **Risk Factors** in our periodic reports filed with the SEC.

Because actual results may differ from those predicted by such forward-looking statements, you should not rely on such forward-looking statements when deciding whether to buy, sell or hold our securities. We undertake no obligation to update these forward-looking statements in the future.

USE OF PROCEEDS

We will not receive any proceeds from the sale of shares of our common stock by the selling stockholders.

We, however, as required by the registration rights agreement between us and the selling stockholders, will pay substantially all of the costs, fees and expenses incurred in effecting the registration of the shares of common stock covered by this prospectus, including, but not limited to, all registration and filing fees, fees and expenses of our counsel and our accountants and reasonable fees and expenses of counsel to the selling stockholders. The selling stockholders will pay any brokerage expenses incurred by the selling stockholders in connection with their sales of common stock.

PRICE RANGE OF COMMON STOCK

Our common stock is listed on the New York Stock Exchange under the symbol PBH. Public trading of our common stock commenced on February 10, 2005. Prior to that date, there was no public trading market for our common stock.

The following table sets forth the high and low closing prices per share for our common stock as reported on the New York Stock Exchange for each fiscal quarter during our last two fiscal years (2007 and 2008) and for the first quarter of the 2009 fiscal year. You are encouraged to obtain a current quote for our stock.

Fiscal Year Ending March 31, 2007	High	Low
First quarter ended June 30, 2006	\$ 12.90	\$ 8.25
Second quarter ended September 30, 2006	\$ 11.55	\$ 8.50
Third quarter ended December 31, 2006	\$ 13.87	\$ 10.77
Fourth quarter ended March 31, 2007	\$ 13.53	\$ 10.80

Fiscal Year Ending March 31, 2008		
First quarter ended June 30, 2007	\$ 13.60	\$ 11.20
Second quarter ended September 30, 2007	\$ 13.67	\$ 10.23
Third quarter ended December 31, 2007	\$ 11.43	\$ 7.47
Fourth quarter ended March 31, 2008	\$ 8.58	\$ 6.77

Fiscal Year Ending March 31, 2009		
First quarter ended June 30, 2008	\$ 11.93	\$ 8.08

On August 18, 2008, the last reported sale price of our common stock on the New York Stock Exchange was \$10.08 per share. As of July 31, 2008, there were approximately 54 holders of record of our common stock.

DIVIDEND POLICY

We have not in the past paid, and do not expect for the foreseeable future, to pay dividends on our common stock. Instead, we anticipate that all of our earnings in the foreseeable future will be used in the operation and growth of our business. Any future determination to pay dividends will be at the discretion of our board of directors and will depend upon, among other factors, our results of operations, financial condition, capital requirements and contractual restrictions, including restrictions under our then existing debt instruments, and any other considerations our board of directors deems relevant.

SELLING STOCKHOLDERS

The GTCR Entities

The shares being offered by this prospectus are owned in the aggregate by GTCR Fund VIII, L.P. (Fund VIII), GTCR Fund VIII/B, L.P. (Fund VIII/B), GTCR Co-Invest II, L.P. (Co-Invest II), GTCR Capital Partners, L.P. (Capital Partners), GTCR Partners VIII, LP (Partners VIII), GTCR Mezzanine Partners, LP (Mezzanine) and GTCR Golder Rauner II, L.L.C. (GTCR) (collectively, the GTCR entities). The address of each entity comprising the GTCR entities is c/o GTCR, 6100 Sears Tower, Chicago, Illinois 60606.

In connection with our initial public offering in 2005, we were reorganized as a corporation pursuant to an exchange agreement whereby our initial investors, which included the GTCR entities, exchanged their common units in one of our predecessor entities for our common stock. These transactions resulted in ownership by the GTCR entities of the shares being offered in this prospectus.

Two of our directors, David A. Donnini and Vincent J. Hemmer, are principals of GTCR. Except for that relationship, none of the selling shareholders has or, within the last three years, has had any position, office or other material relationship with us or any of our affiliates beyond their investment in, or receipt of, our securities.

Under a registration rights agreement entered into at the time of our reorganization mentioned above, the GTCR entities have the right at any time, subject to specified conditions, to request us to register, at our expense, any or all of their securities under the Securities Act. Accordingly, we have filed the registration statement of which this prospectus is a part at the request of the GTCR entities so that they may engage in open market sales of our shares that they currently own.

On August 11, 2008, Fund VIII, Fund VIII/B, Co-Invest II and Capital Partners distributed a total of 3,500,000 shares of our common stock to their partners, including a total of 739,572 shares that were distributed to Partners VIII, Mezzanine and GTCR. After, and taking into account, those distributions, the GTCR entities currently own 12,213,357 (approximately 24%) shares of our common stock. The number of shares of our common stock owned by each of the affiliated GTCR entities is as follows:

Affiliated Entity	Shares of Common Stock
GTCR Fund VIII, L.P.	9,461,583
GTCR Fund VIII/B, L.P.	1,660,463
GTCR Co-Invest II, L.P.	50,499
GTCR Capital Partners, L.P.	301,240
GTCR Partners VIII, LP	737,161
GTCR Mezzanine Partners, LP	2,042
GTCR Golder Rauner II, LLC	369

David A. Donnini, one of our directors, has voting or investment control over the securities owned by each selling stockholder. Assuming that the GTCR entities sell all of the shares offered by this prospectus, they will own none of our common stock.

Corporate Opportunities and Transactions with GTCR

In recognition that directors, officers, stockholders, members, managers and/or employees of the GTCR entities may serve as our directors and/or officers, and that the GTCR entities and our other non-employee directors may engage in similar activities or lines of business that we do, our amended and restated certificate of incorporation provides for the allocation of certain corporate opportunities between us and such persons. Specifically, subject to applicable law, neither the GTCR entities nor any of our non-employee directors have any duty to refrain from engaging directly or indirectly in the same or similar business activities or lines of business that we do. In the event that any GTCR entity or non-employee director acquires knowledge of a potential transaction or matter which may be a corporate opportunity for such persons and us, we do not have any expectancy in such corporate opportunity, and such persons do not have any duty to communicate or offer such corporate opportunity to us and may pursue or acquire such corporate opportunity for themselves or direct such opportunity to another person. In addition, if any GTCR entity or non-employee director acquires knowledge of a potential transaction or matter which may be a corporate opportunity for us and such person, we do not have any expectancy in such corporate opportunity unless such corporate opportunity is expressly offered to such person solely in his or her capacity as a director or officer of our company.

In recognition that we may engage in material business transactions with the GTCR entities, from which we are expected to benefit, our amended and restated certificate of incorporation provides that any of our directors or officers

who are also directors, officers, stockholders, members, managers and/or employees of any GTCR entity will have fully satisfied and fulfilled his or her fiduciary duty to us and our stockholders with respect to such transaction, if:

the transaction was approved, after being made aware of the material facts of the relationship between each of Prestige or a subsidiary thereof and the GTCR entity and the material terms and facts of the transaction, by (i) an affirmative vote of a majority of the members of our board of

directors who do not have a material financial interest in the transaction (Interested Persons) or (ii) an affirmative vote of a majority of the members of a committee of our board of directors consisting of members who are not Interested Person; or

the transaction was fair to us at the time we entered into the transaction; or

the transaction was approved by an affirmative vote of the holders of a majority of shares of our common stock entitled to vote generally in the election of directors, voting together as a single class, excluding the GTCR entities and any Interested Person.

Any amendment to the foregoing provisions of our amended and restated certificate of incorporation requires the affirmative vote of at least 80% of the voting power of all shares of our common stock then outstanding.

PLAN OF DISTRIBUTION

The shares covered by this prospectus may be offered and sold from time to time by the selling stockholders. The term "selling stockholder" includes pledgees, donees, transferees or other successors in interest selling shares received after the date of this prospectus from each selling stockholder as a pledge, gift, partnership distribution or other non-sale related transfer. The number of shares beneficially owned by a selling stockholder will decrease as and when it effects any such transfers. The plan of distribution for the selling stockholders' shares sold hereunder will otherwise remain unchanged, except that the transferees, pledgees, donees or other successors will be selling stockholders hereunder. To the extent required, we may amend and supplement this prospectus from time to time to describe a specific plan of distribution.

The selling stockholders will act independently of us in making decisions with respect to the timing, manner and size of each sale. The selling stockholders may make these sales at prices and under terms then prevailing or at prices related to the then current market price. The selling stockholders may also make sales in negotiated transactions. The selling stockholders may offer their shares from time to time pursuant to one or more of the following methods:

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

one or more block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

through underwriters, brokers or dealers (who may act as agents or principals) or directly to one or more purchasers;

settlement of short sales entered into after the effective date of the registration statement of which this prospectus is a part;

broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;

through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;

a combination of any such methods of sale; and

any other method permitted pursuant to applicable law.

In addition to the foregoing methods, the selling stockholders may offer their shares from time to time in transactions involving principals or brokers not otherwise contemplated above, in a combination of such methods described above or any other lawful methods. The selling stockholders may also transfer, donate or assign their shares to lenders, family members and others and each of such persons will be deemed to be a selling stockholder for purposes of this

prospectus. The selling stockholders or their successors in interest may from time to time pledge or grant a security interest in some or all of the shares of common stock, and if the selling stockholders default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time under this prospectus; provided, however, in the event of a pledge or then default on a secured obligation by the selling stockholder, in order for the shares to be sold under this registration statement, unless permitted by law, we must distribute a prospectus supplement and/or amendment to this registration statement amending the list of selling stockholders to include the pledgee, secured party or other successors in interest of the selling stockholder under this prospectus.

The selling stockholders may also sell their shares pursuant to Rule 144 under the Securities Act, which permits limited resale of shares subject to the satisfaction of certain conditions, including, among other things, the availability of certain current public information concerning the issuer, the resale occurring following the required

holding period under Rule 144 and the number of shares being sold during any three-month period not exceeding certain limitations.

Sales through brokers may be made by any method of trading authorized by any stock exchange or market on which the shares may be listed or quoted, including block trading in negotiated transactions. Without limiting the foregoing, such brokers may act as dealers by purchasing any or all of the shares covered by this prospectus, either as agents for others or as principals for their own accounts, and reselling such shares pursuant to this prospectus. The selling stockholders may effect such transactions, directly or indirectly, through underwriters, broker-dealers or agents acting on their behalf. In effecting sales, broker-dealers or agents engaged by the selling stockholders may arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from the selling stockholders, in amounts to be negotiated immediately prior to the sale (which compensation as to a particular broker-dealer might be in excess of customary commissions for routine market transactions).

In offering the shares covered by this prospectus, the selling stockholders, and any broker-dealers and any other participating broker-dealers who execute sales for the selling stockholders, may be deemed to be underwriters within the meaning of the Securities Act in connection with these sales. Any profits realized by the selling stockholders and the compensation of such broker-dealers may be deemed to be underwriting discounts and commissions.

Our common stock is traded on the New York Stock Exchange under the symbol PBH.

We, as required by the registration rights agreement between us and the selling shareholders, will pay substantially all of the costs, fees and expenses incurred in effecting the registration of the shares of common stock covered by this prospectus, including, but not limited to, all registration and filing fees, fees and expenses of our counsel and our accountants and reasonable fees and expenses of counsel to the selling stockholders.

LEGAL MATTERS

The validity of the common stock offered by this prospectus will be passed upon for us by Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, Nashville, Tennessee.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Annual Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended March 31, 2008, have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

INCORPORATION OF DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference certain of our publicly filed documents into this prospectus, which means that important information included in such publicly filed documents is considered part of this prospectus. The following documents filed by us with the SEC, and any future documents we file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the termination of the offering, are incorporated by reference into this prospectus:

our annual report on Form 10-K for the fiscal year ended March 31, 2008;

our quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2008;

our current reports on Form 8-K filed on May 15, 2008, May 19, 2008 and August 7, 2008 (Item 8.01 only) (specifically excluding the information furnished under Items 2.02 or 7.01 and the exhibits furnished thereto); and

the description of our common stock contained in our Form 8-A filed with the SEC on February 10, 2005.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for the purposes of this prospectus to the extent that a later statement contained herein or in any other document incorporated or deemed to be incorporated by reference in this prospectus modifies or supersedes the earlier statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

We will provide at no cost to each person, including any beneficial owner, to whom this prospectus is delivered, upon oral or written request of such person, a copy of any or all of the reports or documents that have been incorporated by reference in this prospectus, but not delivered with the prospectus, other than exhibits to such other documents (unless such exhibits are specifically incorporated by reference into such documents). We will furnish any exhibit upon the payment of a specified reasonable fee, which fee will be limited to our reasonable expenses in furnishing such exhibit. Requests for such copies should be directed to:

Charles N. Jolly, Esq.
General Counsel and Secretary
Prestige Brands Holdings, Inc.
90 North Broadway
Irvington, New York 10533
Telephone: (914) 524-6810

These documents may also be accessed through our internet web site at www.prestigebrandsinc.com or as described under **Where You Can Find More Information**.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement under the Securities Act with respect to this offering. This prospectus, which forms a part of the registration statement, does not and is not required to contain all the information included in the registration statement and the exhibits and schedules to the registration statement. For further information about us and our common stock, you should refer to the registration statement and its exhibits and schedules. This prospectus summarizes provisions that we consider material of certain contracts and other documents to which we refer you. Because any summary may not contain all of the information that you find important, you should review the full text of those documents. We have included copies of those documents as exhibits to the registration statement, or have provided references to our other SEC filings for a more complete understanding of the document or matter.

We also currently are subject to the information requirements of the Exchange Act and in accordance therewith file periodic reports, proxy statements and other information with the SEC. You may read and copy (at prescribed rates) any such reports, proxy statements and other information at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. For further information concerning the SEC's Public Reference Room, you may call the SEC at 1-800-SEC-0330. This information may also be accessed on the World Wide Web through the SEC's Internet address at <http://www.sec.gov>. Our filings may also be accessed on the World Wide Web through our Internet address at <http://www.prestigebrandsinc.com>. Information on our website is not a part of this prospectus and is not incorporated in this prospectus by reference.

12,213,357 Shares

Prestige Brands Holdings, Inc.

Common Stock

PROSPECTUS

August 19, 2008