

Prestige Brands Holdings, Inc.  
 Form 4  
 September 08, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**Mannelly Matthew**

2. Issuer Name and Ticker or Trading Symbol  
**Prestige Brands Holdings, Inc. [PBH]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**660 WHITE PLAINS RD., SUITE 205**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**09/04/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

**TARRYTOWN, NY 10591**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock, par value \$0.01 per share	09/04/2014		G	V	600	D \$ 0	83,842	D
Common Stock, par value \$0.01 per share	09/04/2014		M		133,291	A \$ 7.16	217,133	D
	09/04/2014		S		133,291	D	83,842	D

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Common Stock, par value \$0.01 per share						\$ 35.1 <u>(1) (2)</u>		
Common Stock, par value \$0.01 per share	09/05/2014		M	41,709	A	\$ 7.16	125,551	D
Common Stock, par value \$0.01 per share	09/05/2014		S	41,709	D	\$ <u>35.04</u> <u>(1) (3)</u>	83,842	D

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option (right to buy)	\$ 7.16	09/04/2014		M	133,291	<u>(4)</u>	09/02/2019	Common Stock	133,291
Employee stock option (right to buy)	\$ 7.16	09/05/2014		M	41,709	<u>(4)</u>	09/02/2014	Common Stock	41,709

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mannelly Matthew 660 WHITE PLAINS RD., SUITE 205 TARRYTOWN, NY 10591	X		President and CEO	

## Signatures

/s/ Matthew M. Mannelly by Samuel C. Cowley as attorney-in-fact pursuant to power of attorney dated May 9, 2012 on file with the Commission

09/08/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions

- (1) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) The range of prices for such transaction is \$35.05 to \$35.37.
- (3) The range of prices for such transaction is \$35.00 to 35.20
- (4) The options vested in five equal annual installments beginning on September 2, 2010.

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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