

Prestige Brands Holdings, Inc.  
 Form 4  
 June 01, 2016

**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 \*  
 Cowley Samuel C

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.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/27/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 General Counsel and VP

TARRYTOWN, NY 10591  
 (City) (State) (Zip)

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

**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) (Instr. 3, 4 and 5) | 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 or Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 05/27/2016                           |  | M                              |   | 17,349 A \$ 29.94   | 49,525   | D                                 |
| Common Stock, par value \$0.01 per share | 05/27/2016                           |  | S                              |   | 17,349 D \$ 54.67 (1) (2)   | 32,176   | D                                 |
| Common Stock, par value \$0.01 per share | 05/27/2016                           |  | M                              |   | 10,429 A \$ 33.5  | 42,605   | D                                 |

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|   |            |   |        |   |                               |        |   |
|---|------------|---|--------|---|-------------------------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/27/2016 | S | 10,429 | D | \$<br>54.67<br><u>(1) (2)</u> | 32,176 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/27/2016 | M | 4,821  | A | \$<br>41.44                   | 36,997 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/27/2016 | S | 4,821  | D | \$<br>54.67<br><u>(1) (2)</u> | 32,176 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |  |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 29.94   | 05/27/2016                              |   | M                                    | 17,349   | <u>(3)</u> 05/14/2023  | Common<br>Stock   | 17,349                              |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 33.5  | 05/27/2016                              |   | M                                    | 10,429   | <u>(4)</u> 05/12/2024  | Common<br>Stock   | 10,429                              |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 41.44   | 05/27/2016                              |   | M                                    | 4,821  | <u>(5)</u> 05/11/2025  | Common<br>Stock   | 4,821                               |  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Cowley Samuel C<br>660 WHITE PLAINS RD.<br>TARRYTOWN, NY 10591 |               |           | General<br>Counsel and<br>VP |       |

## Signatures

/s/ Samuel C.  
Cowley

06/01/2016

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 \$54.30 to \$54.98.
- (3) The options vested in three approximately equal annual installments beginning May 14, 2014.
- (4) The options vested in three approximately equal installments beginning May 12, 2015.
- (5) The options vested in three approximately equal installments beginning May 11, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.