

BOYKO JEAN A
Form 4
May 17, 2018

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 *
BOYKO JEAN A

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)
05/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Science and Technology

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) (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	05/15/2018		M		10,879 A \$ 29.94	21,960	D
Common Stock, par value \$0.01 per share	05/15/2018		M		9,649 A \$ 33.5	31,609	D
Common Stock, par value \$0.01 per share	05/15/2018		S		20,528 D \$ 36.91	11,081	D

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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 or Number of Shares
Employee Stock Options (rights to buy)	\$ 29.94	05/15/2018		M	10,879	<u>(2)</u>	05/14/2023	Common Stock	10,879
Employee Stock Options (rights to buy)	\$ 33.5	05/15/2018		M	9,649	<u>(3)</u>	05/12/2024	Common Stock	9,649

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYKO JEAN A 660 WHITE PLAINS RD. TARRYTOWN, NY 10591			SVP, Science and Technology	

Signatures

/s/ Jean Boyko by William P'Pool as attorney-in-fact pursuant to power of attorney dated May 9, 2017 on file with the Commission

05/17/2018

__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).

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The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a sale order executed by a broker-dealer. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission

- (1) staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares purchased at each separate price. This transaction was executed in multiple trades at prices ranging from \$36.21 to \$37.80. The price reported above reflects the weighted average sale price.
- (2) The options vested in the three installments as followed: 3,627 shares on May 14, 2014 and 3,626 shares each on May 14, 2015 and 2016.
- (3) The options vested in three installments as followed: 3,217 shares on May 12, 2015 and 3,216 shares each on May 12, 2016 and 2017.

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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