Prestige Brands Holdings, Inc. Form 3 July 31, 2013 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## INITIAL STATEMENT OF 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 <u>*</u> MIGAKI PAUL		Statement (Month/Day/Year)		3. Issuer Name <b>and</b> Ticker or Trading Symbol Prestige Brands Holdings, Inc. [PBH]					
(Last) (Fi	irst) (1	Middle)	07/29/2013		4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)	
660 WHITE PLA	AINS RO	AD							
(St	reet)				(Check	all applicable)		6. Individual or Joint/Group	
TARRYTOWN,	NY 1	0591			.e	<pre>10% (Other /) (specify below Remarks</pre>		Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (St	tate)	(Zip)		Table I - N	on-Derivati	ive Securiti	es Bei	neficially Owned	
1.Title of Security (Instr. 4)				2. Amount of Beneficially ( (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owner (Instr.	•	
Common Stock,	par value	e \$0.01 pe	er share	3,783 <u>(1)</u>		D	Â		
Reminder: Report on owned directly or ind	-	line for eac	th class of secu	rities benefici	<sup>ally</sup> SI	EC 1473 (7-02)	)		
	informati required	ion conta to respor	ond to the c ined in this f nd unless the IB control nu	orm are not e form displa	ays a				
Table	II - Deriva	tive Securi	ities Beneficia	lly Owned (e.	g., puts, calls,	warrants, opt	tions, co	onvertible securities)	

1. Title of Derivative Security	2. Date Exercisable and		3. Title and Amount of		4.	5.	6. Nature of Indirect	
(Instr. 4)	Expiration Date		Securities Underlying		Conversion	Ownership	Beneficial Ownership	
(Month/Day/Year)		Derivative Security		or Exercise Form of		(Instr. 5)		
			(Instr. 4)		Price of	Derivative	ve	
		<b>г</b> ·	<b>T</b> '4		Derivative	Security:		
	Date	Expiration Date	Title	Amount or Number of	Security Direct (D)			
	Exercisable					or Indirect		

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	(2)	05/14/2023	Common Stock	11,973	\$ 29.94	D	Â

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
MIGAKI PAUL 660 WHITE PLAINS ROAD TARRYTOWN, NY 10591	Â	Â	See Remarks	Â			
Signatures							
/s/ Paul Migaki by Samuel C. C attorney-in-fact	owley,		07/31/2013				
<b>**</b> Signature of Reporting I	Person	Date					

\*\*Signature of Reporting Person

# **Explanation of Responses:**

- If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Includes 2,783 restricted stock units that vest on May 14, 2016. (1)
- (2) The option vests in three installments as follows: 3,991 on each of May 14, 2014, 2015 and 2016

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### **Remarks:**

### Vice President Strategic Planning-Canada/Household Products

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.