

Prestige Brands Holdings, Inc.  
Form 8-K  
February 27, 2006

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

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FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): February 27, 2006

**PRESTIGE BRANDS HOLDINGS, INC.**

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-32433  
(Commission File Number)

20-1297589  
(I.R.S. Employer  
Identification No.)

90 North Broadway, Irvington, New York 10533  
(Address of Principal executive offices, including Zip Code)

(914) 524-6810  
(Registrant's telephone number, including area code)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR.13e-4(c))

**Item 7.01. Regulation FD Disclosure.**

On February 27, 2006, Prestige Brands Holdings, Inc. gave a power point presentation to investors, a copy of which is furnished as Exhibit 99 to this Current Report on Form 8-K, which by this reference is incorporated herein as if copied verbatim.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial Statements. None

(b) Pro Forma Financial Information. None

(c) Exhibits.

99 Power Point presentation dated February 27, 2006 (furnished).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 27, 2006

**PRESTIGE BRANDS HOLDINGS, INC.**

By: /s/ Charles N. Jolly  
Name: Charles N. Jolly  
Title: General Counsel