

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

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MIGAKI PAUL**

(Last) (First) (Middle)

660 WHITE PLAINS RD.

(Street)

TARRYTOWN, NY 10591

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	05/27/2016		M	11,973 A	\$ 29.94 67,900	D	
Common Stock, par value \$0.01 per share	05/27/2016		S	11,973 D	\$ 54.51 55,927	D	
Common Stock, par value \$0.01 per share	05/27/2016		M	9,974 A	\$ 33.5 65,901	D	

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Common Stock, par value \$0.01 per share	05/27/2016	S	9,974	D	\$ 54.51	55,927	D
Common Stock, par value \$0.01 per share	05/27/2016	M	4,930	A	\$ 41.44	60,857	D
Common Stock, par value \$0.01 per share	05/27/2016	S	4,930	D	\$ 54.51	55,927	D

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

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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 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 Option (right to buy)	\$ 29.94	05/27/2016		M	11,973	<u>(1)</u> 05/14/2023	Common Stock 11,973
Employee Stock Option (right to buy)	\$ 33.5	05/27/2016		M	9,974	<u>(2)</u> 05/12/2024	Common Stock 9,974
Employee Stock Option (right to buy)	\$ 41.44	05/27/2016		M	4,930	<u>(3)</u> 05/11/2025	Common Stock 4,930

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIGAKI PAUL 660 WHITE PLAINS RD. TARRYTOWN, NY 10591			See Remarks	

## Signatures

/s/ Paul Migaki by Samuel C. Cowley, as attorney-in-fact pursuant to power of attorney dated July 30, 2013 on file with the Commission

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).
- (1) The options vested in three approximately equal annual installments beginning May 14, 2014.
- (2) The options vested in three approximately equal installments beginning May 12, 2015.
- (3) The options vested in three approximately equal installments beginning May 11, 2016.

### Remarks:

VP of Strategic Planning/Canada

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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