

Nuyttens Lieven  
Form 3  
May 17, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Nuyttens Lieven                         |          | (Month/Day/Year)                     | Prestige Brands Holdings, Inc. [PBH]               |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
|   |          | 05/11/2010                           |  |  |
| 90 N. BROADWAY                            |          |                                      | (Check all applicable)                             | 6. Individual or Joint/Group Filing(Check Applicable Line) |
|   | (Street) |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                         |
| IRVINGTON,Â NYÂ 10533                     |          |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other                             |
| (City)                                    | (State)  | (Zip)                                | (give title below)                                 | (specify below)  |
|   |          |                                      | Senior VP, Operations                              | Senior VP, Operations                                      |
|   |          |                                      |  | Form filed by More than One Reporting Person               |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$0.01     | 19,272 <sup>(1)</sup>                                    | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

## Edgar Filing: Nuyttens Lieven - Form 3

|   |       |            |                 | Shares |          | (I)<br>(Instr. 5) |   |
|---|-------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Option<br>(right to buy) | Â (2) | 05/24/2017 | Common<br>Stock | 2,130  | \$ 12.86 | D                 | Â |
| Employee Stock Option<br>(right to buy) | Â (3) | 05/29/2018 | Common<br>Stock | 20,612 | \$ 10.91 | D                 | Â |
| Employee Stock Option<br>(right to buy) | Â (4) | 04/07/2020 | Common<br>Stock | 28,120 | \$ 9.03  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Nuyttens Lieven<br>90 N. BROADWAY<br>IRVINGTON, NY 10533 | Â             | Â         | Â Senior VP, Operations | Â     |

## Signatures

/s/ Lieven  
Nuyttens

05/17/2010

\*\*Signature of  
Reporting Person

Date

## 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).
  - (1) Includes 11,890 shares of restricted common stock subject to vesting based on certain performance targets set by the Issuer's Compensation Committee and 7,382 restricted stock units which vest promptly following (i) if no deferral election is made, the earliest to occur of the Reporting Person's death, disability or April 8, 2013, or (ii) if a deferral election is made, the earliest to occur of the Reporting Person's death, disability or April 8, 2018.
  - (2) The option vests in three annual installments as follows: 710 shares on each of May 25, 2008, 2009 and 2010.
  - (3) The option vests in three annual installments as follows: 6,870 shares on each of May 30, 2009 and 2010 and 6,872 shares on May 30, 2011.
  - (4) The option vests in three annual installments as follows: 9,373 shares on each of April 8, 2011 and 2012 and 9,374 shares on April 8, 2013.

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.