





Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Prestige Brands Holdings, Inc. (the "Company") today announced that Natale S. Ricciardi, Retired President, Pfizer Global Manufacturing, and Senior Vice President of Pfizer Inc., has been elected to the Company's Board of Directors on May 26, 2016.

"We are pleased to welcome Nat Ricciardi to our Board," said Gary E. Costley, Lead Director. "The depth of his experience and long-time leadership in pharmaceutical operations and manufacturing adds valuable expertise that will help Prestige Brands continue its strong momentum. Nat has been elected to the Board as the sixth independent director, increasing its size in response to the Company's dramatic growth in recent years," he said.

Mr. Ricciardi spent his entire 39-year career at Pfizer Inc., a biopharmaceutical company, retiring in 2011 as a member of the Pfizer Executive Leadership Team. While holding the positions of President, Pfizer Global Manufacturing, and Senior Vice President of Pfizer Inc. from 2004 until 2011, Mr. Ricciardi was directly responsible for all of Pfizer's internal and external supply organization, a global enterprise that grew to more than 100 manufacturing facilities supplying small and large molecule pharmaceuticals, vaccines, consumer, nutrition and animal health products. Mr. Ricciardi maintained responsibility for global manufacturing activities from 2004 through 2011. Previously, from 1999 to 2004, he had oversight for Pfizer's U.S. manufacturing operations and from 1995 to 1999 was Vice President of Manufacturing for Pfizer's Animal Health Group. Mr. Ricciardi serves on the boards of directors of Asterias Biotherapeutics, Inc., a clinical stage biotechnology company and Dynavax Technologies Corporation, a clinical stage biopharmaceutical company. Mr. Ricciardi earned a degree in Chemical Engineering from The City College of New York and an MBA in Finance and International Business from Fordham University.

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: June 1, 2016 PRESTIGE BRANDS  
HOLDINGS, INC.

By: /s/ David S. Marberger  
Name: David S. Marberger  
Title: Chief Financial Officer