

BOYKO JEAN A  
Form 4  
May 17, 2018

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BOYKO JEAN A

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
660 WHITE PLAINS RD.  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/15/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, Science and Technology

TARRYTOWN, NY 10591

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/15/2018                              |                                                             | M                                    | 10,879 A                                                                | \$<br>29.94 21,960                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/15/2018                              |                                                             | M                                    | 9,649 A                                                                 | \$ 33.5 31,609                                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/15/2018                              |                                                             | S                                    | 20,528 D                                                                | \$<br>36.91 11,081                                                                                                 | D                                                                    |                                                                   |

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Employee<br>Stock<br>Options<br>(rights to<br>buy)  | \$ 29.94                                                           | 05/15/2018                              |                                                             | M                                    | 10,879                                                                                                       | <u>(2)</u> 05/14/2023                                          | Common<br>Stock 10,879                                              |
| Employee<br>Stock<br>Options<br>(rights to<br>buy)  | \$ 33.5                                                            | 05/15/2018                              |                                                             | M                                    | 9,649                                                                                                        | <u>(3)</u> 05/12/2024                                          | Common<br>Stock 9,649                                               |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                |       |
|-------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                             | Director      | 10% Owner | Officer                        | Other |
| BOYKO JEAN A<br>660 WHITE PLAINS RD.<br>TARRYTOWN, NY 10591 |               |           | SVP, Science<br>and Technology |       |

## Signatures

/s/ Jean Boyko by William P'Pool as attorney-in-fact pursuant to power of attorney dated May 9, 2017 on file with the Commission

05/17/2018

\_\_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).

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The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a sale order executed by a broker-dealer. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission

- (1) staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares purchased at each separate price. This transaction was executed in multiple trades at prices ranging from \$36.21 to \$37.80. The price reported above reflects the weighted average sale price.
- (2) The options vested in the three installments as followed: 3,627 shares on May 14, 2014 and 3,626 shares each on May 14, 2015 and 2016.
- (3) The options vested in three installments as followed: 3,217 shares on May 12, 2015 and 3,216 shares each on May 12, 2016 and 2017.

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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