

Prestige Brands Holdings, Inc.  
Form SC 13G/A  
February 14, 2018  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Prestige Brands Holdings, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

74112D101  
(CUSIP Number)

December 31, 2017  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74112D101

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Manor Road Capital Partners, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐  
(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

4,776,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

4,776,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,776,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IA

CUSIP No. 74112D101

1. NAME  
OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS.  
OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Manor  
Road  
Advisors,  
LLC

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a) ☐  
(b) ☒

3. SEC  
USE  
ONLY

4. CITIZENSHIP  
OR  
PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

- SOLE  
5. VOTING  
POWER
- 0
- SHARED  
6. VOTING  
POWER
- 4,776,000
- SOLE  
7. DISPOSITIVE  
POWER
- 0
- SHARED  
8. DISPOSITIVE  
POWER
- 4,776,000
- AGGREGATE  
AMOUNT  
9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON
- 4,776,000
- CHECK  
BOX  
IF  
THE  
AGGREGATE  
AMOUNT  
IN  
10. ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)
- ☐

PERCENT  
OF  
CLASS  
REPRESENTED

11. BY  
AMOUNT  
IN  
ROW  
(9)

9.0%

TYPE  
OF  
REPORTING  
PERSON

12. (SEE  
INSTRUCTIONS)

OO

CUSIP No. 74112D101

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Manor Road Investment Partners II, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐  
(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,137,830

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,137,830

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,137,830

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)



5.9%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

PN

CUSIP No. 74112D101

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

John Ku

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

4,776,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

4,776,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,776,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN, HC

CUSIP No. 74112D101

Item 1. (a). Name of Issuer:

Prestige Brands Holdings, Inc.

(b). Address of issuer's principal executive offices:

660 White Plains Rd.

Tarrytown, NY 10591

Item 2. (a). Name of person filing:

Manor Road Capital Partners, LLC

Manor Road Advisors, LLC

Manor Road Investment Partners II, LP

John Ku

(b). Address or principal business office or, if none, residence:

900 Third Avenue

Suite 1001

New York, NY 10022

(c). Citizenship:

Manor Road Capital Partners, LLC – Delaware

Manor Road Advisors, LLC – Delaware

Manor Road Investment Partners II, LP- Delaware

John Ku – United States of America

(d). Title of class of securities:

common stock, \$0.01 par value (the “Common Stock”)

(e). CUSIP No.:

74112D101

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

(a) Amount beneficially owned:

Manor Road Capital Partners, LLC – 4,776,000 shares of Common Stock

Manor Road Advisors, LLC – 4,776,000 shares of Common Stock

Manor Road Investment Partners II, LP- 3,137,830 shares of Common Stock

John Ku – 4,776,000 shares of Common Stock

(b) Percent of class:

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Manor Road Capital Partners, LLC – 9.0%

Manor Road Advisors, LLC – 9.0%

Manor Road Investment Partners II, LP- 5.9%

John Ku – 9.0%

Percent of class is calculated based on 53,038,866 shares of Common Stock issued and outstanding as of October 27, 2017 as reported in the Issuer's Form 10-Q, filed on November 2, 2017.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 0,

(ii) Shared power to vote or to direct the vote

Manor Road Capital Partners, LLC –  
4,776,000 shares of Common Stock

Manor Road Advisors, LLC – 4,776,000  
shares of Common Stock

Manor Road Investment Partners II, LP-  
3,137,830 shares of Common Stock

John Ku – 4,776,000 shares of Common  
Stock

(iii) Sole power to dispose or to direct the disposition of 0,

(iv) Shared power to dispose or to direct the disposition of

Manor Road Capital Partners, LLC – 4,776,000 shares of  
Common Stock

Manor Road Advisors, LLC – 4,776,000 shares of  
Common Stock

Manor Road Investment Partners II, LP- 3,137,830 shares  
of Common Stock

John Ku – 4,776,000 shares of Common Stock

Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.



If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Instruction: Dissolution of a group requires a response to this item.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

All of the Common Shares are held in the accounts of Manor Road Capital Partner, LLC's clients, of which only Manor Road Investment Partners II, LP owns more than 5% of the Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Exhibit B

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/14/2018  
(Date)

**MANOR ROAD CAPITAL PARTNERS, LLC\***

By: /s/ John Ku\*  
(Signature)

John Ku, Managing Member  
(Name/Title)

2/14/2018  
(Date)

**MANOR ROAD ADVISORS, LLC\***

By: /s/ John Ku  
(Signature)

John Ku, Managing Member  
(Name/Title)

2/14/2018  
(Date)

**MANOR ROAD INVESTMENT PARTNERS II, LP\***

By: /s/ John Ku  
(Signature)

John Ku, Managing Member  
(Name/Title)

By: /s/ John Ku\*  
(Signature)

John Ku, Managing Member of the General Partner  
(Name/Title)

2/14/2018  
(Date)

\*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

**EXHIBIT A**

**AGREEMENT**

Each of the undersigned hereby consents and agrees to this joint filing to Schedule 13G Amendment No. 2 for the Common Stock of Prestige Brands Holdings, Inc.

2/14/2018  
(Date)

**MANOR ROAD CAPITAL PARTNERS, LLC\***

By: /s/ John Ku  
(Signature)

John Ku, Managing Member  
(Name/Title)

2/14/2018  
(Date)

**MANOR ROAD ADVISORS, LLC\***

By: /s/ John Ku\*  
(Signature)

John Ku, Managing Member  
(Name/Title)

2/14/2018

(Date)

**MANOR ROAD INVESTMENT PARTNERS II, LP\***

By: /s/ John Ku\*  
(Signature)

John Ku, Managing Member of the General Partner  
(Name/Title)

By: /s/ John Ku\*  
(Signature)

John Ku, Managing Member  
(Name/Title)

**EXHIBIT B**

Manor Road Capital Partners, LLC, Manor Road Advisors, LLC and Manor Road Investment Partners II, LP are the relevant entities for which John Ku may be considered a control person.