

Prestige Brands Holdings, Inc.  
Form SC TO-C  
March 12, 2012

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. \_\_\_\_)\*

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PRESTIGE BRANDS HOLDINGS, INC.

(Name of Subject Company (Issuer))

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GENOMMA LAB INTERNACIONAL, S.A.B. de C. V.  
(Names of Filing Persons (Offerors))

Common Stock, Par Value \$0.01 Per Share  
(Title of Class of Securities)

74112D101  
(CUSIP Number of Class of Securities)

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Oscar Villalobos Torres  
Chief Financial Officer

Genomma Lab Internacional, S.A.B. de C. V.  
Edificio Samara, Antonio Dovalí Jaime #70 Piso 2  
Colonia Santa Fe, Delegación Álvaro Obregón  
C.P. 01210, Ciudad de México, Distrito Federal,  
Telephone: +52 (55) 5081-0000

(Name, address and telephone number of person  
authorized to receive notices and communications on behalf of filing persons)

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation  
Not Applicable\*

Amount Of Filing Fee\*  
Not Applicable\*

\*A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

\*\*Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable. Filing Party: Not applicable.  
Form or Registration No.: Not applicable. Date Filed: Not applicable.

✓ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

✓ third-party tender offer subject to Rule 14d-1.

\*\* issuer tender offer subject to Rule 13e-4.

\*\* going-private transaction subject to Rule 13e-3.

\*\* amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: \*\*

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

\*\* Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

\*\* Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

On March 12, 2012, the following presentation was offered to Genomma Lab Internacional, S.A.B. de C.V. shareholders in connection with the Prestige Brands Holdings, Inc. acquisition proposal:

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