Golub Capital BDC, Inc.
Form SC 13G/A
February 14, 2013

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Golub Capital BDC, Inc.

(Name of Issuer)

Common

(Title of Class of Securities)

38173M102

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

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

x Rule 13d-1(b)

o Rule 13d-1(c)

o Rule 13d-1(d)

* 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. 38173M102

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Neuberger Berman Group LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) x		
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 1226410	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 1260099	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 126009		

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) x
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.409%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC
	FOOTNOTES

CUSIP No. 38173M102

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Neuberger Berman LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) x	
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 1226410
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1260099
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1260099	

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) x
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.409%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) BD , IA

FOOTNOTES

Item 1.

(a) Name of Issuer
Golub Capital BDC, Inc.

(b) Address of Issuer's Principal Executive Offices
150 SOUTH WACKER DRIVE
SUITE 800
CHICAGO 60606

Item 2.

(a) Name of Person Filing
Neuberger Berman Group LLC
Neuberger Berman LLC

(b) Address of Principal Business Office or, if none, Residence
605 Third Avenue
New York NY 10158

(c) Citizenship
Delaware

(d) Title of Class of Securities
Common

(e) CUSIP Number
38173M102

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) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) o 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) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).

(k) x A 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.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 1,260,099

(b) Percent of class: 4.409

(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: 1,226,410

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

(iv) Shared power to dispose or to direct the disposition of: 1,260,099

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 x .

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

Neuberger Berman Group LLC may be deemed to be a beneficial owner of securities for purposes of Rule 13d-3 because certain affiliated persons have shared power to retain or dispose of the securities of many unrelated clients. Neuberger Berman Group LLC or its affiliated persons do not, however, have any economic interest in the securities of those clients. The clients are the actual owners of the securities and have the sole right to receive and the power to direct the receipt of dividends from or proceeds from the sale of such securities. No one client has an interest of more than 5% of the issuer.

With regard to the shares set forth under item 4(c)(ii), Neuberger Berman Group LLC may be deemed to be the beneficial owner for purposes of Rule 13d-3 because certain affiliated persons have shared power to retain, dispose of and vote the securities. Each of Neuberger Berman LLC and Neuberger Berman Management LLC serve as a sub-adviser and investment manager, respectively, of Neuberger Berman Group LLC's various registered mutual funds which hold such shares in the ordinary course of their business and not with the purpose nor with the effect of changing or influencing the control of the issuer. The holdings of Neuberger Berman Trust Co N.A., Neuberger Berman Trust Co of Delaware N.A., NB Alternative Fund Management LLC, NB Alternatives Advisers LLC and Neuberger Berman Fixed Income LLC, affiliates of Neuberger Berman LLC, are also aggregated to comprise the holdings referenced herein.

It should be further noted the share calculation under item 4(c)(iv) is derived from a total combination of the shares set forth under Item 4(c)(ii) plus any remaining balance of shares from individual client accounts over which Neuberger Berman LLC has shared power to dispose but does not have voting power over these shares. The holdings of Neuberger Berman Trust Co N.A., Neuberger Berman Trust Co of Delaware N.A., NB Alternative Fund Management

LLC, NB Alternatives Advisers LLC and Neuberger Berman Fixed Income LLC, affiliates of Neuberger Berman LLC, are also aggregated to comprise the holdings referenced herein.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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.

	Neuberger Berman Group LLC	
Date: February 14, 2013	By:	/s/ Brad Cetron Name: Brad Cetron Title: Deputy General Counsel
	Neuberger Berman LLC	
Date: February 14, 2013	By:	/s/ Brad Cetron Name: Brad Cetron Title: Deputy General Counsel

Footnotes: Item 4(a):

Neuberger Berman Group LLC, Neuberger Berman LLC, Neuberger Berman Management LLC and certain affiliated persons own directly no shares. As investment advisers, certain affiliated persons that are controlled by Neuberger Berman Group LLC have investment and voting powers with respect to the shares held.

Neuberger Berman Group LLC, through its direct and indirect subsidiary Neuberger Berman Holdings LLC, controls Neuberger Berman LLC and certain affiliated persons. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, each of Neuberger Berman Group LLC, Neuberger Berman LLC and Neuberger Berman Management LLC may be deemed to beneficially own the number of shares indicated above. Each of Neuberger Berman Group LLC, Neuberger Berman LLC, Neuberger Berman Management LLC and certain affiliated persons disclaim beneficial ownership of any of the securities covered by this statement.

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

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99,773

Operating income
71,058

69,898

83,272

132,403

Other (income) expense

Interest income
(46
)

(33
)

(103
)

(60

)
Interest expense
20,876

20,700

42,060

42,611

Loss on extinguishment of debt
—

—

—

451

Total other expense
20,830

20,667

41,957

43,002

Income before income taxes
50,228

49,231

41,315

89,401

Provision for income taxes
18,033

17,428

14,651

31,425

Net income
$
32,195

$
31,803

$
26,664

$
57,976

Earnings per share:

Basic
$
0.61

$
0.60

$
0.50

$
1.10

Diluted
$
0.60

$
0.60

$
0.50

$
1.09

Weighted average shares outstanding:

Basic
52,993

52,803

52,941

52,676

Diluted
53,345

53,151

53,329

53,055

Comprehensive income, net of tax:

Currency translation adjustments
2,703

(11,079
)

(3,121
)

(11,484
)
Total other comprehensive (loss) income
2,703

(11,079
)

(3,121
)

(11,484
)
Comprehensive income
$
34,898

$
20,724

$
23,543

$
46,492

See accompanying notes.

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Prestige Brands Holdings, Inc.
Consolidated Balance Sheets
(Unaudited)

(In thousands)	September 30, 2016	March 31, 2016
Assets		
Current assets		
Cash and cash equivalents	$30,458	$27,230
Accounts receivable, net	92,869	95,247
Inventories	97,959	91,263
Deferred income tax assets	10,646	10,108
Prepaid expenses and other current assets	11,341	25,165
Assets held for sale	36,400	—
Total current assets	279,673	249,013
Property and equipment, net	13,732	15,540
Goodwill	351,662	360,191
Intangible assets, net	2,181,128	2,322,723
Other long-term assets	4,783	1,324
Total Assets	$2,830,978	$2,948,791
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$39,041	$38,296
Accrued interest payable	8,264	8,664
Other accrued liabilities	67,006	59,724
Total current liabilities	114,311	106,684
Long-term debt		
Principal amount	1,502,000	1,652,500
Less unamortized debt costs	(22,337)	(27,191)
Long-term debt, net	1,479,663	1,625,309
Deferred income tax liabilities	459,527	469,622
Other long-term liabilities	2,837	2,840
Total Liabilities	2,056,338	2,204,455
Commitments and Contingencies — Note 17		
Stockholders' Equity		
Preferred stock - $0.01 par value		
Authorized - 5,000 shares		
Issued and outstanding - None	—	—
Common stock - $0.01 par value		
Authorized - 250,000 shares		
Issued - 53,265 shares at September 30, 2016 and 53,066 shares at March 31, 2016	532	530
Additional paid-in capital	453,336	445,182

Treasury stock, at cost - 331 shares at September 30, 2016 and 306 shares at March 31, 2016	(6,558)	(5,163)
Accumulated other comprehensive loss, net of tax	(26,646)	(23,525)
Retained earnings	353,976	327,312
Total Stockholders' Equity	774,640	744,336
Total Liabilities and Stockholders' Equity	$2,830,978	$2,948,791

See accompanying notes.

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Prestige Brands Holdings, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended September 30,				
(In thousands)	2016			2015	
Operating Activities					
Net income	$	26,664		$	57,976
Adjustments to reconcile net income to net cash provided by operating activities:					
Depreciation and amortization	12,848			11,407	
Loss (gain) on sales of intangible assets and property and equipment	55,112			(36	)
Deferred income taxes	(10,602	)		21,985	
Amortization of debt origination costs	5,097			4,055	
Stock-based compensation costs	3,933			5,034	
Loss on extinguishment of debt	—			451	
Changes in operating assets and liabilities, net of effects from acquisitions					
Accounts receivable	356			(3,918	)
Inventories	(10,663	)		(3,838	)
Prepaid expenses and other current assets	10,112			3,436	
Accounts payable	820			(4,519	)
Accrued liabilities	6,605			(1,443	)
Net cash provided by operating activities	100,282			90,590	
Investing Activities					
Purchases of property and equipment	(1,404	)		(1,683	)
Proceeds from sales of intangible assets	52,353			—	
Proceeds from the sale of property and equipment	75			344	
Net cash provided by (used in) investing activities	51,024			(1,339	)
Financing Activities					

Term loan repayments	(130,500		)	(50,000		)
Borrowings under revolving credit agreement	20,000			15,000		
Repayments under revolving credit agreement	(40,000		)	(55,000		)
Payments of debt origination costs	(9		)	(4,211		)
Proceeds from exercise of stock options	3,423			6,398		
Proceeds from restricted stock exercises	—			544		
Excess tax benefits from share-based awards	800			1,850		
Fair value of shares surrendered as payment of tax withholding	(1,395		)	(2,187		)
Net cash used in financing activities	(147,681		)	(87,606		)
Effects of exchange rate changes on cash and cash equivalents	(397		)	(811		)
Increase in cash and cash equivalents	3,228			834		
Cash and cash equivalents - beginning of period	27,230			21,318		
Cash and cash equivalents - end of period	$	30,458		$	22,152	
Interest paid	$	37,259		$	40,550	
Income taxes paid	$	6,743		$	3,707	

See accompanying notes.

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Prestige Brands Holdings, Inc.
Notes to Consolidated Financial Statements (unaudited)

1. Business and Basis of Presentation

Nature of Business
Prestige Brands Holdings, Inc. (referred to herein as the “Company” or “we”, which reference shall, unless the context requires otherwise, be deemed to refer to Prestige Brands Holdings, Inc. and all of its direct and indirect 100% owned subsidiaries on a consolidated basis) is engaged in the marketing, sales and distribution of over-the-counter (“OTC”) healthcare and household cleaning products to mass merchandisers, drug stores, supermarkets, and club, convenience, and dollar stores in North America (the United States and Canada) and in Australia and certain other international markets. Prestige Brands Holdings, Inc. is a holding company with no operations and is also the parent guarantor of the senior credit facility and the senior notes described in Note 10 to these Consolidated Financial Statements.

Basis of Presentation
The unaudited Consolidated Financial Statements presented herein have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial reporting and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. All significant intercompany transactions and balances have been eliminated in these Consolidated Financial Statements. In the opinion of management, these Consolidated Financial Statements include all adjustments, consisting of normal recurring adjustments, that are considered necessary for a fair statement of our consolidated financial position, results of operations and cash flows for the interim periods presented. Our fiscal year ends on March 31st of each year. References in these Consolidated Financial Statements or related notes to a year (e.g., “2017”) mean our fiscal year ending or ended on March 31st of that year. Operating results for the three and six months ended September 30, 2016 are not necessarily indicative of results that may be expected for the fiscal year ending March 31, 2017. These unaudited Consolidated Financial Statements and related notes should be read in conjunction with our audited Consolidated Financial Statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016.

Use of Estimates
The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on our knowledge of current events and actions that we may undertake in the future, actual results could differ from those estimates. As discussed below, our most significant estimates include those made in connection with the valuation of intangible assets, stock-based compensation, fair value of debt, sales returns and allowances, trade promotional allowances and inventory obsolescence, and the recognition of income taxes using an estimated annual effective tax rate.

Cash and Cash Equivalents
We consider all short-term deposits and investments with original maturities of three months or less to be cash equivalents. Substantially all of our cash is held by a large regional bank with headquarters in California. We do not believe that, as a result of this concentration, we are subject to any unusual financial risk beyond the normal risk associated with commercial banking relationships. The Federal Deposit Insurance Corporation (“FDIC”) and Securities Investor Protection Corporation (“SIPC”) insure these balances up to $250,000 and $500,000, with a $250,000 limit for cash, respectively. Substantially all of the Company's cash balances at September 30, 2016 are uninsured, and approximately 27.8% of our consolidated cash balances at September 30, 2016 are located in the United States.

Accounts Receivable

We extend non-interest-bearing trade credit to our customers in the ordinary course of business. We maintain an allowance for doubtful accounts receivable based upon historical collection experience and expected collectability of the accounts receivable. In an effort to reduce credit risk, we (i) have established credit limits for all of our customer relationships, (ii) perform ongoing credit evaluations of customers' financial condition, (iii) monitor the payment history and aging of customers' receivables, and (iv) monitor open orders against an individual customer's outstanding receivable balance.

Inventories
Inventories are stated at the lower of cost or market value, with cost determined by using the first-in, first-out method. We reduce inventories for diminution of value resulting from product obsolescence, damage or other issues affecting marketability, equal to the difference between the cost of the inventory and its estimated market value. Factors utilized in the determination of estimated market value include: (i) current sales data and historical return rates, (ii) estimates of future demand, (iii) competitive pricing pressures, (iv) new product introductions, (v) product expiration dates, and (vi) component and packaging obsolescence.

Property and Equipment
Property and equipment are stated at cost and are depreciated using the straight-line method based on the following estimated useful lives:

	Years
Machinery	5
Computer equipment and software	3
Furniture and fixtures	7
Leasehold improvements	*

*Leasehold improvements are amortized over the lesser of the term of the lease or the estimated useful life of the related asset.

Expenditures for maintenance and repairs are charged to expense as incurred. When an asset is sold or otherwise disposed of, we remove the cost and associated accumulated depreciation from the respective accounts and recognize the resulting gain or loss in the Consolidated Statements of Income and Comprehensive Income.

Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. An impairment loss is recognized if the carrying amount of the asset exceeds its fair value.

Goodwill
The excess of the purchase price over the fair market value of assets acquired and liabilities assumed in business combinations is classified as goodwill. Goodwill is not amortized, although the carrying value is tested for impairment at least annually in the fourth fiscal quarter of each year, or more frequently if events or changes in circumstances indicate that the asset may be impaired. Goodwill is tested for impairment at the product group level, which is one level below the operating segment level.

Intangible Assets
Intangible assets, which are comprised primarily of trademarks, are stated at cost less accumulated amortization. For intangible assets with finite lives, amortization is computed using the straight-line method over estimated useful lives, typically ranging from 10 to 30 years.

Indefinite-lived intangible assets are tested for impairment at least annually in the fourth fiscal quarter of each year, or more frequently if events or changes in circumstances indicate that the asset may be impaired. Intangible assets with finite lives are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may exceed their fair values and may not be recoverable. An impairment loss is recognized if the carrying amount of the asset exceeds its fair value.

Debt Origination Costs
We have incurred debt origination costs in connection with the issuance of our long-term debt. These costs are amortized over the term of the related debt, using the effective interest method for our bonds and our term loan facility

and the straight-line method for our revolving credit facility.

Revenue Recognition

Revenues are recognized when the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the selling price is fixed or determinable, (iii) the product has been shipped and the customer takes ownership and assumes the risk of loss, and (iv) collection of the resulting receivable is reasonably assured. We have determined that these criteria are met and the transfer of the risk of loss generally occurs when the product is received by the customer, and, accordingly, we recognize revenue at that time. Provisions are made for estimated discounts related to customer payment terms and estimated product returns at the time of sale based on our historical experience.

As is customary in the consumer products industry, we participate in the promotional programs of our customers to enhance the sale of our products. The cost of these promotional programs varies based on the actual number of units sold during a finite period of time. These promotional programs consist of direct-to-consumer incentives, such as coupons and temporary price reductions, as well as incentives to our customers, such as allowances for new distribution, including slotting fees, and cooperative advertising. Estimates of the costs of these promotional programs are based on (i) historical sales experience, (ii) the current promotional offering, (iii) forecasted data, (iv) current market conditions, and (v) communication with customer purchasing/marketing personnel. We recognize the cost of such sales incentives by recording an estimate of such cost as a reduction of revenue, at the later of (a) the date the related revenue is recognized, or (b) the date when a particular sales incentive is offered. At the completion of a promotional program, the estimated amounts are adjusted to actual results.

Due to the nature of the consumer products industry, we are required to estimate future product returns. Accordingly, we record an estimate of product returns concurrent with recording sales, which is made after analyzing (i) historical return rates, (ii) current economic trends, (iii) changes in customer demand, (iv) product acceptance, (v) seasonality of our product offerings, and (vi) the impact of changes in product formulation, packaging and advertising.

Cost of Sales
Cost of sales includes product costs, warehousing costs, inbound and outbound shipping costs, and handling and storage costs. Warehousing, shipping and handling and storage costs were $10.9 million and $21.4 million for the three and six months ended September 30, 2016, respectively, and $10.4 million and $19.1 million for the three and six months ended September 30, 2015, respectively.

Advertising and Promotion Costs
Advertising and promotion costs are expensed as incurred. Allowances for distribution costs associated with products, including slotting fees, are recognized as a reduction of sales. Under these new distribution arrangements, the retailers allow our products to be placed on the stores' shelves in exchange for such fees.

Stock-based Compensation
We recognize stock-based compensation by measuring the cost of services to be rendered based on the grant-date fair value of the equity award. Compensation expense is recognized over the period a grantee is required to provide service in exchange for the award, generally referred to as the requisite service period.

Income Taxes
Deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established when necessary to reduce deferred tax assets to the amounts expected to be realized.

The Income Taxes topic of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 740 prescribes a recognition threshold and measurement attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The guidance only allows the recognition of those tax benefits that have a greater than 50% likelihood of being sustained upon examination by the various taxing authorities. As a result, we have applied such guidance in determining our tax uncertainties.

We are subject to taxation in the United States and various state and foreign jurisdictions.

We classify penalties and interest related to unrecognized tax benefits as income tax expense in the Consolidated Statements of Income and Comprehensive Income.

Earnings Per Share
Basic earnings per share is calculated based on income available to common stockholders and the weighted-average number of shares outstanding during the reporting period. Diluted earnings per share is calculated based on income

available to common stockholders and the weighted-average number of common and potential common shares outstanding during the reporting period. Potential common shares, composed of the incremental common shares issuable upon the exercise of outstanding stock options and unvested restricted stock units, are included in the earnings per share calculation to the extent that they are dilutive. In loss periods, the assumed exercise of in-the-money stock options and restricted stock units has an anti-dilutive effect, and therefore these instruments are excluded from the computation of diluted earnings per share.

Recently Issued Accounting Standards

In August 2016, the FASB issued Accounting Standards Update ("ASU") 2016-15, Classification of Certain Cash Receipts and Cash Payments. The amendments in this update provide clarification and guidance on eight cash flow classification issues. For public business entities, the amendments in this update are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The adoption of ASU 2016-15 is not expected to have a material impact on our Consolidated Financial Statements.

In May 2016, the FASB issued ASU 2016-12, Revenue from Contracts with Customers. The amendments do not change the core principle of the guidance in FASB ASC 606, discussed below. Rather, the amendments in this update affect only certain narrow aspects of FASB ASC 606. The effective date and transition requirements for the amendments in this update are the same as the effective date and transition requirements of ASU 2014-09 described below. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

In April 2016, the FASB issued ASU 2016-10, Revenue from Contracts with Customers. The amendments in this update clarify the implementation guidance on identifying performance obligations and licensing in FASB ASC 606. The effective date and transition requirements for the amendments in this update are the same as the effective date and transition requirements of ASU 2014-09 described below. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

In March 2016, the FASB issued ASU 2016-09, Improvements to Employee Share-Based Payment Accounting. The amendments in this update involve several aspects of accounting for share-based payment transactions, including income tax consequences, classification of awards, and classification on the statement of cash flows. For public business entities, the amendments in this update are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

In March 2016, the FASB issued ASU 2016-08, Revenue from Contracts with Customers. The amendments in this update clarify the implementation guidance on principals versus agent considerations in FASB ASC 606. The effective date and transition requirements for the amendments in this update are the same as the effective date and transition requirements of ASU 2014-09 described below. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

In February 2016, the FASB issued ASU 2016-02, Leases. The amendments in this update include a new FASB ASC Topic 842, which supersedes Topic 840. The core principle of Topic 842 is that a lessee should recognize the assets and liabilities that arise from leases. For public business entities, the amendments in this update are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted for all entities as of the beginning of interim or annual reporting periods. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

In November 2015, the FASB issued ASU 2015-17, Balance Sheet Classification of Deferred Taxes. The amendments in this update require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The amendments in this update may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. For public business entities, the amendments in this update are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early application is permitted for all entities as of the beginning of interim or annual reporting periods. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

In July 2015, the FASB issued ASU 2015-11, Simplifying the Measurement of Inventory. The amendments in this update more closely align the measurement of inventory in GAAP with the measurement of inventory in International Financial Reporting Standards, under which an entity should measure inventory at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The adoption of ASU 2015-11 is not expected to have a material impact on our Consolidated Financial Statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers - Topic 606, which supersedes the revenue recognition requirements in FASB ASC 605. The new guidance primarily states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. In August 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU 2014-09 from annual and interim periods beginning after December 15, 2016 to annual and interim periods beginning after December 15, 2017. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. We are evaluating the impact of adopting this guidance on our Consolidated Financial Statements.

2. Acquisitions

Acquisition of DenTek
On February 5, 2016, the Company completed the acquisition of DenTek Holdings, Inc. ("DenTek"), a privately-held marketer and distributor of specialty oral care products. The closing was finalized pursuant to the terms of the merger agreement, announced November 23, 2015, under which Prestige agreed to acquire DenTek from its stockholders for a purchase price of $228.3 million. The acquisition expands Prestige's portfolio of brands, strengthens its existing oral care platform and increases its geographic reach in parts of Europe. The Company financed the transaction with a combination of available cash on hand, available cash from its Asset Based Loan revolver, and financing of an additional unsecured bridge loan. The DenTek brands are primarily included in the Company's North American and International OTC Healthcare segments.

The DenTek acquisition was accounted for in accordance with the Business Combinations topic of the FASB ASC 805, which requires that the total cost of an acquisition be allocated to the tangible and intangible assets acquired and liabilities assumed based upon their respective fair values at the date of acquisition.

We prepared an analysis of the fair values of the assets acquired and liabilities assumed as of the date of acquisition. The following table summarizes our preliminary allocation of the assets acquired and liabilities assumed as of the February 5, 2016 acquisition date.

(In thousands)	February 5, 2016
Cash acquired	$1,359
Accounts receivable	9,187
Inventories	14,304
Deferred income taxes	3,303
Prepaids and other current assets	6,728
Property, plant and equipment, net	3,555
Goodwill	76,529
Intangible assets, net	206,700
Total assets acquired	321,665
Accounts payable	3,261
Accrued expenses	16,488
Deferred income tax liabilities - long term	73,573
Total liabilities assumed	93,322
Total purchase price	$228,343

Based on this preliminary analysis, we allocated $179.8 million to non-amortizable intangible assets and $26.9 million to amortizable intangible assets. We are amortizing the purchased amortizable intangible assets on a straight-line basis over an estimated weighted average useful life of 18.5 years. The weighted average remaining life for amortizable intangible assets at September 30, 2016 was 18.0 years.

We also recorded goodwill of $76.5 million based on the amount by which the purchase price exceeded the fair value of the net assets acquired. Goodwill is not deductible for income tax purposes.

The pro forma effect of this acquisition on revenues and earnings was not material.

3. Divestitures and Assets Held for Sale

Divestitures

Late in the first quarter of fiscal 2017, the Company was approached and discussed the potential to sell certain assets. Prior to these discussions, the Company did not contemplate any divestitures, and the Company did not commit to any course of action to divest any of the assets until entering into an agreement on June 29, 2016 to sell Pediacare, New Skin and Fiber Choice, which were reported under the North American OTC Healthcare segment in the Cough & Cold, Dermatologicals and Gastrointestinal product groups, respectively.

On July 7, 2016, we completed the sale of the Pediacare, New Skin and Fiber Choice brands for $40.0 million plus the cost of inventory. As a result, we received approximately $40.1 million including the cost of preliminary inventory of $2.6 million, less certain immaterial holdbacks, which will be paid upon meeting certain criteria as defined in the agreement and within approximately 18 months following the closing date of the transaction. During the six months ended September 30, 2016, we recorded a preliminary pre-tax loss on sale of $56.2 million. The proceeds were used to repay debt and related income taxes due on the disposition.

The following table sets forth the components of the assets sold and the pre-tax loss recognized on the sale.

(In thousands)	July 7, 2016
Components of assets sold:	
Inventory	$2,380
Intangible assets, net	91,208
Goodwill	2,920
Assets sold	96,508
Total purchase price to be received	42,380
	54,128
Costs to sell	2,018
Pre-tax loss on sale	$56,146

Concurrent with the completion of the sale of these brands, we entered into a transitional services agreement with the buyer, whereby we agreed to provide the buyer with various services, including marketing, operations, finance and other services, from the date of the acquisition through January 7, 2017. We also entered into an option agreement with the buyer to purchase Dermoplast at a specified earnings multiple as defined in the agreement. The buyer paid a $1.25 million deposit in September 2016, and has recently notified us of its election to exercise the option. We currently expect that this transaction will be completed by March 31, 2017, although the buyer has until December 31, 2017 to complete the transaction. Accordingly, the Dermoplast transaction is not included in the table above and the $1.25 million option deposit is included in our other accrued liabilities at September 30, 2016. The inventory and other assets related to Dermoplast are included in the assets held for sale table below.

Assets Held for Sale

In connection with the divestiture above, the buyer recently notified us of its intention to exercise its option and purchase the Dermoplast brand. As such, we expect to conclude this transaction by March 31, 2017 and the following table sets forth the assets held for sale as of September 30, 2016 related to our Dermoplast brand.

(In thousands)	September 30, 2016
Components of assets held for sale:	
Inventory	$ 619
Intangible assets, net	31,030
Goodwill	4,751
Assets Held for Sale	$ 36,400

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4. Accounts Receivable

Accounts receivable consist of the following:

(In thousands)	September 30, 2016	March 31, 2016
Components of Accounts Receivable		
Trade accounts receivable	$103,744	$105,592
Other receivables	1,011	1,261
	104,755	106,853
Less allowances for discounts, returns and uncollectible accounts	(11,886)	(11,606)
Accounts receivable, net	$92,869	$95,247

5. Inventories

Inventories consist of the following:

(In thousands)	September 30, 2016	March 31, 2016
Components of Inventories		
Packaging and raw materials	$ 7,552	$7,563
Finished goods	90,407	83,700
Inventories	$ 97,959	$91,263

Inventories are carried and depicted above at the lower of cost or market value, which includes a reduction in inventory values of $4.5 million and $4.8 million at September 30, 2016 and March 31, 2016, respectively, related to obsolete and slow-moving inventory.

6. Property and Equipment

Property and equipment consist of the following:

(In thousands)	September 30, 2016	March 31, 2016
Components of Property and Equipment		
Machinery	$ 8,122	$7,734
Computer equipment	12,928	12,793
Furniture and fixtures	2,501	2,445
Leasehold improvements	7,372	7,389
	30,923	30,361
Accumulated depreciation	(17,191)	(14,821)
Property and equipment, net	$ 13,732	$15,540

We recorded depreciation expense of $1.5 million and $3.0 million for the three and six months ended September 30, 2016, respectively. We recorded depreciation expense of $1.2 million and $2.5 million for the three and six months ended September 30, 2015, respectively.

7. Goodwill

A reconciliation of the activity affecting goodwill by operating segment is as follows:

(In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Balance — March 31, 2016	$330,615	$ 22,776	$ 6,800	$ 360,191
Reductions	(7,670)	—	(555)	(8,225)
Effects of foreign currency exchange rates	—	(304)	—	(304)
Balance — September 30, 2016	$322,945	$ 22,472	$ 6,245	$ 351,662

In August 2016, we sold the rights to use of the Comet brand in certain geographic areas (see Note 8 below for further information) and reduced goodwill by $0.6 million as a result.

On July 7, 2016, we completed the sale of Pediacare, New Skin and Fiber Choice (see Note 3 above for further details) for $40.0 million plus the cost of inventory and received $40.1 million including preliminary inventory, less certain immaterial holdbacks, and reduced goodwill by $2.9 million as a result. In addition, as discussed in Note 3, in connection with this sale, the buyer has exercised its option and notified us of its intention to purchase Dermoplast. As such, we have reclassified $4.8 million of goodwill to assets held for sale as of September 30, 2016.

Under accounting guidelines, goodwill is not amortized, but must be tested for impairment annually, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below the carrying amount.

On an annual basis during the fourth quarter of each fiscal year, or more frequently if conditions indicate that the carrying value of the asset may not be recoverable, management performs a review of the values assigned to goodwill and tests for impairment. At February 29, 2016, during our annual test for goodwill impairment, there were no indicators of impairment under the analysis. Accordingly, no impairment charge was recorded in fiscal 2016. We utilize the discounted cash flow method to estimate the fair value of our reporting units as part of the goodwill impairment test. We also considered our market capitalization at February 29, 2016, which was the date of our annual review, as compared to the aggregate fair values of our reporting units, to assess the reasonableness of our estimates pursuant to the discounted cash flow methodology. The estimates and assumptions made in assessing the fair value of our reporting units and the valuation of the underlying assets and liabilities are inherently subject to significant uncertainties. Consequently, changing rates of interest and inflation, declining sales or margins, increases in competition, changing consumer preferences, technical advances, or reductions in advertising and promotion may require an impairment charge to be recorded in the future. As of September 30, 2016, no events have occurred that would indicate potential impairment of goodwill.

8. Intangible Assets

A reconciliation of the activity affecting intangible assets is as follows:

(In thousands)	Indefinite Lived Trademarks	Finite Lived Trademarks and Customer Relationships	Totals
Gross Carrying Amounts			
Balance — March 31, 2016	$2,020,046	$ 417,880	$2,437,926
Reductions	(77,248)	(60,103)	(137,351)
Effects of foreign currency exchange rates	(380)	(103)	(483)
Balance — September 30, 2016	1,942,418	357,674	2,300,092
Accumulated Amortization			
Balance — March 31, 2016	—	115,203	115,203
Additions	—	9,865	9,865
Reductions	—	(6,102)	(6,102)
Effects of foreign currency exchange rates	—	(2)	(2)
Balance — September 30, 2016	—	118,964	118,964
Intangible assets, net - September 30, 2016	$1,942,418	$ 238,710	$2,181,128
Intangible Assets, net by Reportable Segment:			
North American OTC Healthcare	$1,755,636	$ 215,817	$1,971,453
International OTC Healthcare	85,520	1,087	86,607
Household Cleaning	101,262	21,806	123,068
Intangible assets, net - September 30, 2016	$1,942,418	$ 238,710	$2,181,128

Historically, we received royalty income from the licensing of the names of certain of our brands in geographic areas or markets in which we do not directly compete. We have had royalty agreements for our Comet brand for several years, which included options on behalf of the licensee to purchase license rights in certain geographic areas and markets in perpetuity. In December 2014, we amended these agreements and we sold rights to use of the Comet brand in certain Eastern European countries to a third-party licensee in exchange for $10.0 million as a partial early buyout. The amended agreement provided that we would continue to receive royalty payments of $1.0 million per quarter for the remaining geographic areas and also granted the licensee an option to acquire the license rights in the remaining geographic areas anytime after June 30, 2016. In July 2016, the licensee elected to exercise its option. In August 2016, we received $11.0 million for the purchase of the remaining license rights and, as a result, we recorded a pre-tax gain of $1.2 million and reduced our indefinite-lived trademarks by $9.0 million. Furthermore, the licensee is no longer required to make additional royalty payments to us, and as a result, our future royalty income will be reduced accordingly.

On July 7, 2016, we completed the sale of Pediacare, New Skin and Fiber Choice (see Note 3 above for further details) brands for $40.0 million plus the cost of inventory and received $40.1 million including the cost of preliminary inventory, less certain immaterial holdbacks, and reduced our indefinite and finite-lived trademarks by $37.2 million and $54.0 million, respectively. During the six months ended September 30, 2016, we recorded a preliminary pre-tax loss of $56.2 million on the sale of these brands. In addition, as discussed in Note 3, in connection with this sale, the buyer has exercised its option and notified us of its intention to purchase Dermoplast. As such, we have reclassified $31.0 million of indefinite-lived intangible assets to assets held for sale as of September 30, 2016.

Under accounting guidelines, indefinite-lived assets are not amortized, but must be tested for impairment annually, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of the asset below the carrying amount. Additionally, at each reporting period, an evaluation must be made to determine whether events and circumstances continue to support an indefinite useful life. Intangible assets with finite lives are amortized over their respective estimated useful lives and are also tested for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable and exceeds its fair value.

On an annual basis during the fourth fiscal quarter, or more frequently if conditions indicate that the carrying value of the asset may not be recoverable, management performs a review of both the values and, if applicable, useful lives assigned to intangible assets and tests for impairment.

We utilize the excess earnings method to estimate the fair value of our individual indefinite-lived intangible assets. We also considered our market capitalization at February 29, 2016, which was the date of our annual review. The estimates and assumptions made in assessing the fair value of our reporting units and the valuation of the underlying assets and liabilities are inherently subject to significant uncertainties. Consequently, changing rates of interest and inflation, declining sales or margins, increases in competition, changing consumer preferences, technical advances, or reductions in advertising and promotion may require an impairment charge to be recorded in the future.

The weighted average remaining life for finite-lived intangible assets at September 30, 2016 was approximately 13.1 years, and the amortization expense for the three and six months ended September 30, 2016 was $4.6 million and $9.9 million, respectively. At September 30, 2016, finite-lived intangible assets are being amortized over a period of 10 to 30 years, and the associated amortization expense is expected to be as follows:

(In thousands)

Year Ending March 31,	Amount
2017 (Remaining six months ending March 31, 2017)	$9,113
2018	18,062
2019	18,062
2020	18,062
2021	17,640
Thereafter	157,771
	$238,710

9. Other Accrued Liabilities

Other accrued liabilities consist of the following:

(In thousands)	September 30, 2016	March 31, 2016
Accrued marketing costs	$ 29,938	$26,373
Accrued compensation costs	5,572	9,574
Accrued broker commissions	965	1,497
Income taxes payable	10,284	3,675
Accrued professional fees	3,050	1,787
Deferred rent	690	836
Accrued production costs	3,023	3,324
Accrued lease termination costs	384	448
Income tax related payable	6,354	6,354
Other accrued liabilities	6,746	5,856
	$ 67,006	$59,724

10. Long-Term Debt

2012 Term Loan and 2012 ABL Revolver:
On January 31, 2012, Prestige Brands, Inc. (the "Borrower") entered into a new senior secured credit facility, which consists of (i) a $660.0 million term loan facility (the “2012 Term Loan”) with a 7-year maturity and (ii) a $50.0 million asset-based revolving credit facility (the “2012 ABL Revolver”) with a 5-year maturity. In subsequent years, we have utilized portions of our accordion feature to increase the amount of our borrowing capacity under the 2012 ABL Revolver by $85.0 million to $135.0 million and reduced our borrowing rate on the 2012 ABL Revolver by 0.25% (discussed below). The 2012 Term Loan was issued with an original issue discount of 1.5% of the principal amount thereof, resulting in net proceeds to the Borrower of $650.1 million. In connection with these loan facilities, we incurred $20.6 million of costs, which were capitalized as deferred financing costs and

are being amortized over the terms of the facilities. The 2012 Term Loan is unconditionally guaranteed by Prestige Brands Holdings, Inc. and certain of its domestic 100% owned subsidiaries, other than the Borrower. Each of these guarantees is joint and several. There are no significant restrictions on the ability of any of the guarantors to obtain funds from their subsidiaries or to make payments to the Borrower or the Company.

On February 21, 2013, we entered into Amendment No. 1 ("Term Loan Amendment No. 1") to the 2012 Term Loan. Term Loan Amendment No. 1 provided for the refinancing of all of the Borrower's existing Term B Loans with new Term B-1 Loans (the "Term B-1 Loans"). The interest rate on the Term B-1 Loans under Term Loan Amendment No. 1 was based, at our option, on a LIBOR rate plus a margin of 2.75% per annum, with a LIBOR floor of 1.00%, or an alternate base rate, with a floor of 2.00%, plus a margin. The new Term B-1 Loans would have matured on the same date as the Term B Loans' original maturity date. In addition, Term Loan Amendment No. 1 provided the Borrower with certain additional capacity to prepay subordinated debt, the Company's 8.125% senior notes due in 2020 and certain other unsecured indebtedness permitted to be incurred under the credit agreement governing the 2012 Term Loan and 2012 ABL Revolver. In connection with Term Loan Amendment No. 1, during the fourth quarter ended March 31, 2013, we recognized a $1.4 million loss on the extinguishment of debt.

On September 3, 2014, we entered into Amendment No. 2 ("Term Loan Amendment No. 2") to the 2012 Term Loan. Term Loan Amendment No. 2 provided for (i) the creation of a new class of Term B-2 Loans under the 2012 Term Loan (the "Term B-2 Loans") in an aggregate principal amount of $720.0 million, (ii) increased flexibility under the credit agreement governing the 2012 Term Loan and 2012 ABL Revolver, including additional investment, restricted payment and debt incurrence flexibility and financial maintenance covenant relief, and (iii) an interest rate on (x) the Term B-1 Loans that was based, at our option, on a LIBOR rate plus a margin of 3.125% per annum, with a LIBOR floor of 1.00%, or an alternate base rate, with a floor of 2.00%, plus a margin, and (y) the Term B-2 Loans that was based, at our option, on a LIBOR rate plus a margin of 3.50% per annum, with a LIBOR floor of 1.00%, or an alternate base rate, with a floor of 2.00%, plus a margin (with a margin step-down to 3.25% per annum, based upon achievement of a specified secured net leverage ratio).

Also, on September 3, 2014, we entered into Amendment No. 3 ("ABL Amendment No. 3") to the 2012 ABL Revolver. ABL Amendment No. 3 provided for (i) a $40.0 million increase in revolving commitments under the 2012 ABL Revolver and (ii) increased flexibility under the credit agreement governing the 2012 Term Loan and 2012 ABL Revolver, including additional investment, restricted payment and debt incurrence flexibility. Borrowings under the 2012 ABL Revolver, as amended, bear interest at a rate per annum equal to an applicable margin, plus, at our option, either (i) a base rate determined by reference to the highest of (a) the Federal Funds rate plus 0.50%, (b) the prime rate of Citibank, N.A., and (c) the LIBOR rate determined by reference to the cost of funds for U.S. dollar deposits for an interest period of one month, adjusted for certain additional costs, plus 1.00% or (ii) a LIBOR rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing, adjusted for certain additional costs. The applicable margin for borrowings under the 2012 ABL Revolver may be increased to 2.00% or 2.25% for LIBOR borrowings and 1.00% or 1.25% for base-rate borrowings, depending on average excess availability under the 2012 ABL Revolver during the prior fiscal quarter. In addition to paying interest on outstanding principal under the 2012 ABL Revolver, we are required to pay a commitment fee to the lenders under the 2012 ABL Revolver in respect of the unutilized commitments thereunder. The initial commitment fee rate is 0.50% per annum. The commitment fee rate will be reduced to 0.375% per annum at any time when the average daily unused commitments for the prior quarter is less than a percentage of total commitments by an amount set forth in the credit agreement covering the 2012 ABL Revolver. We may voluntarily repay outstanding loans under the 2012 ABL Revolver at any time without a premium or penalty.

On May 8, 2015, we entered into Amendment No. 3 ("Term Loan Amendment No. 3") to the 2012 Term Loan. Term Loan Amendment No. 3 provided for (i) the creation of a new class of Term B-3 Loans under the 2012 Term Loan (the "Term B-3 Loans") in an aggregate principal amount of $852.5 million, which combined the outstanding balances

of the Term B-1 Loans of $207.5 million and the Term B-2 Loans of $645.0 million, and (ii) increased flexibility under the credit agreement governing the 2012 Term Loan and 2012 ABL Revolver, including additional investment, restricted payment, and debt incurrence flexibility and financial maintenance covenant relief. The maturity date of the Term B-3 Loans remains the same as the Term B-2 Loans' original maturity date of September 3, 2021.
The 2012 Term Loan, as amended, bears interest at a rate per annum equal to an applicable margin plus, at our option, either (i) a base rate determined by reference to the highest of (a) the Federal Funds rate plus 0.50%, (b) the prime rate of Citibank, N.A., (c) the LIBOR rate determined by reference to the cost of funds for U.S. dollar deposits for an interest period of one month, adjusted for certain additional costs, plus 1.00% and (d) a floor of 1.75% or (ii) a LIBOR rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing, adjusted for certain additional costs, with a floor of 0.75%. For the six months ended September 30, 2016, the average interest rate on the 2012 Term Loan was 5.0%.

On June 9, 2015, we entered into Amendment No. 4 ("ABL Amendment No. 4") to the 2012 ABL Revolver. ABL Amendment No. 4 provided for (i) a $35.0 million increase in the accordion feature under the 2012 ABL Revolver and (ii) increased flexibility

under the credit agreement governing the 2012 Term Loan and 2012 ABL Revolver, including additional investment, restricted payment, and debt incurrence flexibility and financial maintenance covenant relief and (iii) extended the maturity date of the 2012 ABL Revolver to June 9, 2020, which is five years from the effective date. We may voluntarily repay outstanding loans under the 2012 ABL Revolver at any time without a premium or penalty. For the six months ended September 30, 2016, the average interest rate on the amounts borrowed under the 2012 ABL Revolver was 2.4%.
In connection with the DenTek acquisition on February 5, 2016, we entered into Amendment No. 5 (“ABL Amendment No. 5”) to the 2012 ABL Revolver. ABL Amendment No. 5 temporarily suspended certain financial and related reporting covenants in the 2012 ABL Revolver until the earliest of (i) the date that was 60 calendar days following February 4, 2016, (ii) the date upon which certain of DenTek’s assets were included in the Company’s borrowing base under the 2012 ABL Revolver and (iii) the date upon which the Company received net proceeds from an offering of debt securities.

2013 Senior Notes:
On December 17, 2013, the Borrower issued $400.0 million of senior unsecured notes, with an interest rate of 5.375% and a maturity date of December 15, 2021 (the "2013 Senior Notes"). The Borrower may redeem some or all of the 2013 Senior Notes at redemption prices set forth in the indenture governing the 2013 Senior Notes. The 2013 Senior Notes are guaranteed by Prestige Brands Holdings, Inc. and certain of its 100% domestic owned subsidiaries, other than the Borrower. Each of these guarantees is joint and several. There are no significant restrictions on the ability of any of the guarantors to obtain funds from their subsidiaries or to make payments to the Borrower or the Company. In connection with the 2013 Senior Notes offering, we incurred $7.2 million of costs, which were capitalized as deferred financing costs and are being amortized over the term of the 2013 Senior Notes.

2016 Senior Notes:
On February 19, 2016, the Borrower completed the sale of $350.0 million aggregate principal amount of 6.375% senior notes due 2024 (the “2016 Senior Notes”), pursuant to a purchase agreement, dated February 16, 2016, among the Borrower, the guarantors party thereto (the “Guarantors”) and the initial purchasers party thereto. The 2016 Senior Notes are guaranteed by Prestige Brands Holdings, Inc. and certain of its domestic 100% owned subsidiaries, other than the Borrower. Each of these guarantees is joint and several. There are no significant restrictions on the ability of any of the Guarantors to obtain funds from their subsidiaries or to make payments to the Borrower or the Company. In connection with the 2016 Senior Notes offering, we incurred $5.5 million of costs, which were capitalized as deferred financing costs and are being amortized over the term of the 2016 Senior Notes.

The 2016 Senior Notes were issued pursuant to an indenture, dated February 19, 2016 (the “Indenture”). The Indenture provides, among other things, that interest will be payable on the 2016 Senior Notes on March 1 and September 1 of each year, beginning on September 1, 2016, until their maturity date of March 1, 2024. The 2016 Senior Notes are senior unsecured obligations of the Borrower.

Redemptions and Restrictions:
At any time prior to December 15, 2016, we have the option to redeem the 2013 Senior Notes in whole or in part at a redemption price equal to 100% of the principal amount of notes redeemed, plus an applicable "make-whole premium" calculated as set forth in the indenture governing the 2013 Senior Notes, together with accrued and unpaid interest, if any, to the date of redemption. On or after December 15, 2016, we have the option to redeem some or all of the 2013 Senior Notes at redemption prices set forth in the indenture governing the 2013 Senior Notes. In addition, at any time prior to December 15, 2016, we have to the option to redeem up to 35% of the aggregate principal amount of the 2013 Senior Notes at a redemption price equal to 105.375% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, with the net cash proceeds of certain equity offerings, provided that certain conditions are met. Subject to certain limitations, in the event of a change of control, as defined in the indenture governing the 2013 Senior Notes, the Borrower will be required to make an offer to purchase the 2013

Senior Notes at a price equal to 101% of the aggregate principal amount of the 2013 Senior Notes repurchased, plus accrued and unpaid interest, if any, to the date of repurchase.

The Borrower has the option to redeem all or a portion of the 2016 Senior Notes at any time on or after March 1, 2019 at the redemption prices set forth in the Indenture, plus accrued and unpaid interest, if any. The Borrower may also redeem all or any portion of the 2016 Senior Notes at any time prior to March 1, 2019, at a price equal to 100% of the aggregate principal amount of the notes redeemed, plus an applicable "make-whole premium" calculated as set forth in the Indenture, and accrued and unpaid interest, if any, to the date of redemption. In addition, before March 1, 2019, the Borrower may redeem up to 40% of the aggregate principal amount of the 2016 Senior Notes with the net proceeds of certain equity offerings at the redemption price set forth in the Indenture, provided that certain conditions are met. Subject to certain limitations, in the event of a change of control, as defined in the Indenture, the Borrower will be required to make an offer to purchase the 2016 Senior Notes at a price equal to 101% of the aggregate principal amount of the notes repurchased, plus accrued and unpaid interest, if any, to the date of repurchase.

The indentures governing the 2013 Senior Notes and the 2016 Senior Notes contain provisions that restrict us from undertaking specified corporate actions, such as asset dispositions, acquisitions, dividend payments, repurchases of common shares outstanding, changes of control, incurrences of indebtedness, issuance of equity, creation of liens, making of loans and transactions with affiliates. Additionally, the credit agreement with respect to the 2012 Term Loan and the 2012 ABL Revolver and the indentures governing the 2013 Senior Notes and the 2016 Senior Notes contain cross-default provisions, whereby a default pursuant to the terms and conditions of certain indebtedness will cause a default on the remaining indebtedness under the credit agreement governing the 2012 Term Loan and the 2012 ABL Revolver and the indentures governing the 2013 Senior Notes and the 2016 Senior Notes. At September 30, 2016, we were in compliance with the covenants under our long-term indebtedness.

At September 30, 2016, we had an aggregate of $1.1 million of unamortized debt costs related to the 2012 ABL Revolver included in other long-term assets, and $22.3 million of unamortized debt costs included in long-term debt costs, the total of which is comprised of $5.0 million related to the 2013 Senior Notes, $5.1 million related to the 2016 Senior Notes, and $12.2 million related to the 2012 Term Loan.

At March 31, 2016, we had an aggregate of $1.3 million of unamortized debt costs related to the 2012 ABL Revolver included in other long-term assets, and $27.2 million of unamortized debts costs included in long-term debt costs, the total of which is comprised of $5.4 million related to the 2013 Senior Notes, $5.4 million related to the 2016 Senior Notes, and $16.4 million related to the 2012 Term Loan.

At September 30, 2016, we had $65.0 million outstanding on the 2012 ABL Revolver and a borrowing capacity of $68.2 million.

Long-term debt consists of the following, as of the dates indicated:

(In thousands, except percentages)	September 30, 2016	March 31, 2016
2016 Senior Notes bearing interest at 6.375%, with interest payable on March 1 and September 1 of each year. The 2016 Senior Notes mature on March 1, 2024.	$350,000	$350,000
2013 Senior Notes bearing interest at 5.375%, with interest payable on June 15 and December 15 of each year. The 2013 Senior Notes mature on December 15, 2021.	400,000	400,000
2012 Term B-3 Loans bearing interest at the Borrower's option at either a base rate with a floor of 1.75% plus applicable margin or LIBOR with a floor of 0.75% plus applicable margin, due on September 3, 2021.	687,000	817,500
2012 ABL Revolver bearing interest at the Borrower's option at either a base rate plus applicable margin or LIBOR plus applicable margin. Any unpaid balance is due on June 9, 2020.	65,000	85,000
Total long-term debt (including current portion)	1,502,000	1,652,500
Current portion of long-term debt	—	—
Long-term debt	1,502,000	1,652,500
Less: unamortized debt costs	(22,337)	(27,191)
Long-term debt, net	$1,479,663	$1,625,309

At September 30, 2016, aggregate future principal payments required in accordance with the terms of the 2012 Term Loan, 2012 ABL Revolver and the indentures governing the 2016 Senior Notes and the 2013 Senior Notes are as follows:

(In thousands)

Year Ending March 31,	Amount
	$—

2017 (remaining six months ending March 31, 2017)	
2018	—
2019	—
2020	—
2021	65,000
Thereafter	1,437,000
	$1,502,000

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11. Fair Value Measurements

For certain of our financial instruments, including cash, accounts receivable, accounts payable and other current liabilities, the carrying amounts approximate their respective fair values due to the relatively short maturity of these amounts.

The Fair Value Measurements and Disclosures topic of the FASB ASC 820 requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market assuming an orderly transaction between market participants. The Fair Value Measurements and Disclosures topic established market (observable inputs) as the preferred source of fair value, to be followed by the Company's assumptions of fair value based on hypothetical transactions (unobservable inputs) in the absence of observable market inputs. Based upon the above, the following fair value hierarchy was created:

Level 1 - Quoted market prices for identical instruments in active markets;

Level 2 - Quoted prices for similar instruments in active markets, as well as quoted prices for identical or similar instruments in markets that are not considered active; and

Level 3 - Unobservable inputs developed by the Company using estimates and assumptions reflective of those that would be utilized by a market participant.

The market values have been determined based on market values for similar instruments adjusted for certain factors. As such, the 2016 Senior Notes, the 2013 Senior Notes, the Term B-3 Loans, and the 2012 ABL Revolver are measured in Level 2 of the above hierarchy (see summary below detailing the carrying amounts and estimated fair values of these borrowings at September 30, 2016 and March 31, 2016).

	September 30, 2016		March 31, 2016	
(In thousands)	Carrying Value	Fair Value	Carrying Value	Fair Value
2016 Senior Notes	$350,000	$371,000	$350,000	$363,125
2013 Senior Notes	400,000	414,000	400,000	408,000
Term B-3 Loans	687,000	693,011	817,500	818,522
2012 ABL Revolver	65,000	65,000	85,000	85,000

At September 30, 2016 and March 31, 2016, we did not have any assets or liabilities measured in Level 1 or 3.

12. Stockholders' Equity

The Company is authorized to issue 250.0 million shares of common stock, $0.01 par value per share, and 5.0 million shares of preferred stock, $0.01 par value per share. The Board of Directors may direct the issuance of the undesignated preferred stock in one or more series and determine preferences, privileges and restrictions thereof.

Each share of common stock has the right to one vote on all matters submitted to a vote of stockholders. The holders of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the Board of Directors, subject to prior rights of holders of all classes of outstanding stock having priority rights as to dividends. No dividends have been declared or paid on the Company's common stock through September 30, 2016.

During each of the three months ended September 30, 2016 and 2015, we did not repurchase any shares of restricted common stock from our employees pursuant to the provisions of various employee restricted stock awards. During the six months ended September 30, 2016 and 2015, we repurchased 24,988 shares and 39,429 shares, respectively, of restricted common stock from our employees pursuant to the provisions of various employee restricted stock awards. The repurchases for the six months ended September 30, 2016 and 2015 were at an average price of $55.82 and $41.66, respectively. All of the repurchased shares have been recorded as treasury stock.

13. Accumulated Other Comprehensive Loss

The table below presents accumulated other comprehensive loss (“AOCI”), which affects equity and results from recognized transactions and other economic events, other than transactions with owners in their capacity as owners.

AOCI consisted of the following at September 30, 2016 and March 31, 2016:

(In thousands)	September 30, 2016	March 31, 2016
Components of Accumulated Other Comprehensive Loss		
Cumulative translation adjustment	$(26,646)	$(23,525)
Accumulated other comprehensive loss, net of tax	$(26,646)	$(23,525)

14. Earnings Per Share

Basic earnings per share is computed based on the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is computed based on the weighted-average number of shares of common stock outstanding plus the effect of potentially dilutive common shares outstanding during the period using the treasury stock method, which includes stock options and restricted stock units. In loss periods, the assumed exercise of in-the-money stock options and restricted stock units has an anti-dilutive effect, and therefore these instruments are excluded from the computation of diluted earnings per share. The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended September 30,		Six Months Ended September 30,	
(In thousands, except per share data)	2016	2015	2016	2015
Numerator				
Net income	$32,195	$31,803	$26,664	$57,976
Denominator				
Denominator for basic earnings per share — weighted average shares outstanding	52,993	52,803	52,941	52,676
Dilutive effect of unvested restricted stock units and options issued to employees and directors	352	348	388	379
Denominator for diluted earnings per share	53,345	53,151	53,329	53,055
Earnings per Common Share:				
Basic net earnings per share	$0.61	$0.60	$0.50	$1.10
Diluted net earnings per share	$0.60	$0.60	$0.50	$1.09

For each of the three months ended September 30, 2016 and 2015, there were 0.2 million shares attributable to outstanding stock-based awards that were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive. For each of the six months ended September 30, 2016 and 2015, there were 0.2 million shares attributable to outstanding stock-based awards that were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive.

15. Share-Based Compensation

In connection with our initial public offering, the Board of Directors adopted the 2005 Long-Term Equity Incentive Plan (the “Plan”), which provides for grants of up to a maximum of 5.0 million shares of restricted stock, stock options, restricted stock units and other equity-based awards. In June 2014, the Board of Directors approved, and in July 2014, the stockholders ratified, an increase of an additional 1.8 million shares of our common stock for issuance under the Plan, increased the maximum number of shares subject to stock options that may be awarded to any one participant under the Plan during any 12-month period from 1.0 million to 2.5 million shares, and extended the term of the Plan by ten years to February 2025. Directors, officers and other employees of the Company and its subsidiaries, as well as others performing services for the Company, are eligible for grants under the Plan.

During the three and six months ended September 30, 2016, pre-tax share-based compensation costs charged against income were $2.0 million and $3.9 million, respectively, and the related income tax benefit recorded was $0.5 million and $1.2 million, respectively. During the three and six months ended September 30, 2015, pre-tax share-based compensation costs charged against income were $2.0 million and $5.0 million, respectively, and the related income tax benefit recorded was $0.7 million and $1.8 million, respectively.

At September 30, 2016, there were $12.4 million of unrecognized compensation costs related to nonvested share-based compensation arrangements under the Plan, based on management's estimate of the shares that will ultimately vest. We expect to recognize such costs over a weighted-average period of 1.0 years. The total fair value of options and restricted stock units vested during the six months ended September 30, 2016 and 2015 was $6.0 million and $6.5 million, respectively. For the six months ended September 30, 2016 and 2015, we issued 92,718 and 153,603 shares of restricted stock units, respectively, and received cash from the exercise of stock options of $3.4 million and $6.4 million, respectively. Accordingly, we realized $1.7 million and $3.5 million, respectively, in tax benefits from the tax deductions resulting from these restricted stock issuances and stock option exercises. At September 30, 2016, there were 2.4 million shares available for issuance under the Plan.

On May 9, 2016, the Compensation Committee of our Board of Directors granted 49,064 shares of restricted stock units and stock options to acquire 224,843 shares of our common stock to certain executive officers and employees under the Plan. All of the shares of restricted stock units vest in their entirety on the three-year anniversary of the date of grant. Upon vesting, the units will be settled in shares of our common stock. The stock options will vest 33.3% per year over three years and are exercisable for up to ten years from the date of grant. These stock options were granted at an exercise price of $57.18 per share, which is equal to the closing price for our common stock on the date of the grant. Termination of employment prior to vesting will result in forfeiture of the unvested restricted common stock units and the unvested stock options. Vested stock options will remain exercisable by the employee after termination, subject to the terms of the Plan.

On September 12, 2016, we announced that Christine Sacco had been appointed as Chief Financial Officer of the Company, effective that same day. In connection with Ms. Sacco's appointment as Chief Financial Officer on September 12, 2016, the Company executed an offer letter with Ms. Sacco, which sets forth the terms of her compensation as approved by the Compensation Committee of the Board of Directors. In accordance with the terms of her offer letter, the Company granted Ms. Sacco 5,012 shares of restricted stock units and stock options to acquire 25,746 shares of our common stock under the Plan.The restricted stock units vest in their entirety on the three-year anniversary of the date of grant. Upon vesting, the units will be settled in shares of our common stock. The stock options will vest 33.3% per year over three years and are exercisable for up to ten years from the date of grant. These stock options were granted at an exercise price of $47.39 per share, which is equal to the closing price of our common stock on the date of grant.

Restricted Shares

Restricted shares granted to employees under the Plan generally vest in three to five years, primarily upon the attainment of certain time vesting thresholds, and may also be contingent on the attainment of certain performance goals of the Company, including revenue and earnings before income taxes, depreciation and amortization targets. The restricted stock unit awards provide for accelerated vesting if there is a change of control, as defined in the Plan. The restricted stock units granted to employees generally vest in their entirety on the three-year anniversary of the date of the grant. Upon vesting, the units will be settled in shares of our common stock. Termination of employment prior to vesting will result in forfeiture of the restricted stock units, unless otherwise accelerated by the Compensation Committee. The restricted stock units granted to directors vest in their entirety one year after the date of grant so long as membership on the Board of Directors continues through the vesting date, and will be settled by delivery to the director of one share of common stock of the Company for each vested restricted stock unit promptly following the earliest of the director's (i) death, (ii) disability or (iii) the six-month anniversary of the date on which the director's Board membership ceases for reasons other than death or disability.

At our annual meeting date on August 2, 2016, each of our six independent members of the Board of Directors received a grant of 1,896 restricted stock units under the Plan. Additionally, on May 26, 2016 , the Compensation

Committee granted 346 restricted stock units to a newly appointed Board member.

The fair value of the restricted stock units is determined using the closing price of our common stock on the date of the grant. The weighted-average grant-date fair value of restricted stock units granted during the six months ended September 30, 2016 and 2015 was $55.65 and $42.20, respectively.

A summary of the Company's restricted stock units granted under the Plan is presented below:

Restricted Stock Units	Shares (in thousands)	Weighted-Average Grant-Date Fair Value
Six months ended September 30, 2015		
Vested and nonvested at March 31, 2015	362.3	$ 22.74
Granted	259.5	42.20
Vested and issued	(153.6)	18.16
Forfeited	(1.4)	33.50
Vested and nonvested at September 30, 2015	466.8	35.03
Vested at September 30, 2015	69.8	14.76
Six months ended September 30, 2016		
Vested and nonvested at March 31, 2016	467.8	$ 35.22
Granted	65.8	55.65
Vested and issued	(92.7)	28.47
Forfeited	(91.0)	41.69
Vested and nonvested at September 30, 2016	349.9	39.16
Vested at September 30, 2016	63.4	20.12

Options

The Plan provides that the exercise price of options granted shall be no less than the fair market value of the Company's common stock on the date the options are granted. Options granted have a term of no greater than ten years from the date of grant and vest in accordance with a schedule determined at the time the option is granted, generally three to five years. The option awards provide for accelerated vesting in the event of a change in control, as defined in the Plan. Termination of employment prior to vesting will result in forfeiture of the unvested stock options. Vested stock options will remain exercisable by the employee after termination of employment, subject to the terms in the Plan.

The fair value of each option award is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table below. Expected volatilities are based on the historical volatility of our common stock and other factors, including the historical volatilities of comparable companies. We use appropriate historical data, as well as current data, to estimate option exercise and employee termination behaviors. Employees that are expected to exhibit similar exercise or termination behaviors are grouped together for the purposes of valuation. The expected terms of the options granted are derived from our historical experience, management's estimates, and consideration of information derived from the public filings of companies similar to us, and represent the period of time that options granted are expected to be outstanding. The risk-free rate represents the yield on U.S. Treasury bonds with a maturity equal to the expected term of the granted options.

The weighted-average grant-date fair values of the options granted during the six months ended September 30, 2016 and 2015 were $21.87 and $17.10, respectively.

	Six months ended September 30,	
	2016	2015
Expected volatility	37%8	40%2
Expected dividends	$ —	$ —

Expected term in years	6.0	6.0
Risk-free rate	1.7%	1.7%

A summary of option activity under the Plan is as follows:

Options	Shares (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)
Six months ended September 30, 2015				
Outstanding at March 31, 2015	871.2	$ 23.40		
Granted	200.1	41.80		
Exercised	(336.9)	18.99		
Forfeited or expired	(2.1)	38.16		
Outstanding at September 30, 2015	732.3	30.42	8.1	$ 10,816
Exercisable at September 30, 2015	319.5	21.91	7.0	$ 7,430
Six months ended September 30, 2016				
Outstanding at March 31, 2016	727.7	$ 30.70		
Granted	250.6	56.17		
Exercised	(107.1)	31.97		
Forfeited or expired	(90.7)	42.56		
Outstanding at September 30, 2016	780.5	37.33	7.5	$ 10,326
Exercisable at September 30, 2016	383.7	25.61	6.5	$ 8,693

The aggregate intrinsic value of options exercised in the six months ended September 30, 2016 was $2.4 million.

16. Income Taxes

Income taxes are recorded in our quarterly financial statements based on our estimated annual effective income tax rate, subject to adjustments for discrete events, should they occur. The effective tax rates used in the calculation of income taxes were 35.9% and 35.4% for the three months ended September 30, 2016 and 2015, respectively. The effective rates used in the calculation of income taxes were 35.5% and 35.2% for the six months ended September 30, 2016 and 2015, respectively. The increase in the effective tax rate for the three and six months ended September 30, 2016 was primarily due to non-deductible goodwill associated with the sale of rights to use Comet in certain geographic areas. See Note 8 above for further information on the sale of rights to use Comet.

During the six months ended September 30, 2016, we realized a net reduction to our deferred tax liability of $27.5 million as a result of the sale of Pediacare, New Skin and Fiber Choice.

At September 30, 2016, a 100% owned subsidiary of the Company had a net operating loss carryforward of approximately $14.0 million ($5.0 million, tax effected), which may be used to offset future taxable income of the consolidated group and begins to expire in 2025. The Company expects to fully utilize the loss carryover before it expires. The net operating loss carryforward is subject to an annual limitation as to usage under Internal Revenue Code Section 382 of approximately $33.6 million.

The balance in our uncertain tax liability was $4.1 million at September 30, 2016 and March 31, 2016. We recognize interest and penalties related to uncertain tax positions as a component of income tax expense. We did not incur any material interest or penalties related to income taxes in any of the periods presented.

17. Commitments and Contingencies

We are involved from time to time in legal matters and other claims incidental to our business. We review outstanding claims and proceedings internally and with external counsel as necessary to assess the probability and amount of a potential loss. These assessments are re-evaluated at each reporting period and as new information becomes available to determine whether a reserve should be established or if any existing reserve should be adjusted. The actual cost of resolving a claim or proceeding ultimately may be substantially different than the amount of the recorded reserve. In addition, because it is not permissible under GAAP to establish a litigation reserve until the loss is both probable and estimable, in some cases there may be insufficient time to establish a reserve prior to the actual incurrence of the loss (upon verdict and judgment at trial, for example, or in the case of a quickly negotiated settlement). We believe the resolution of routine legal matters and other claims incidental to our business, taking our reserves into account, will not have a material adverse effect on our business, financial condition, or results of operations.

Lease Commitments
We have operating leases for office facilities and equipment in New York and other locations, which expire at various dates through fiscal 2022. These amounts have been included in the table below.

The following summarizes future minimum lease payments for our operating leases as of September 30, 2016:

(In thousands) Year Ending March 31,	Facilities	Equipment	Total (a)
2017 (Remaining six months ending March 31, 2017)	$ 1,048	$ 76	$ 1,124
2018	2,029	152	2,181
2019	2,023	152	2,175
2020	1,848	89	1,937
2021	903	—	903
Thereafter	59	—	59
	$ 7,910	$ 469	$ 8,379

(a) Minimum lease payments have not been reduced by minimum sublease rentals of $1.0 million due to us in the future
under noncancelable subleases.

The following schedule shows the composition of total minimum lease payments that have been reduced by minimum sublease rentals:

(In thousands)	September 30, 2016	March 31, 2016

Minimum lease payments	$ 8,379	$ 8,434
Less: Sublease rentals	(1,036)	(1,165)
	$ 7,343	$ 7,269

Rent expense for the three months ended September 30, 2016 and 2015 was $0.5 million and $0.4 million, respectively.
Rent expense for the six months ended September 30, 2016 and 2015 was $1.1 million and $0.8 million, respectively.

Purchase Commitments
Effective November 1, 2009, we entered into a ten year supply agreement for the exclusive manufacture of a portion of one of our Household Cleaning products. Although we are committed under the supply agreement to pay the minimum amounts set forth in the table below, the total commitment is less than 10% of the estimated purchases that we expect to make during the course of the agreement.

(In thousands) Year Ending March 31,	Amount
2017 (Remaining six months ending March 31, 2017)	518
2018	1,013
2019	981
2020	559
2021	—
	$ 3,072

18. Concentrations of Risk

Our revenues are concentrated in the areas of OTC Healthcare and Household Cleaning products. We sell our products to mass merchandisers, food and drug stores, and convenience, dollar and club stores. During the three and six months ended September 30, 2016, approximately 41.6% and 42.0%, respectively, of our total revenues were derived from our five top selling brands. During the three and six months ended September 30, 2015, approximately 41.7% and 42.8%, respectively, of our total revenues were derived from our five top selling brands. Two customers, Walmart and Walgreens, accounted for more than 10% of our gross revenues for each of the periods presented. Walmart accounted for approximately 21.1% and 20.9%, respectively, of our gross revenues for the three and six months ended September 30, 2016. Walmart accounted for approximately 19.6% and 19.7%, respectively, of our gross revenues for the three and six months ended September 30, 2015. Walgreens accounted for approximately 10.7% and 10.5% of gross revenues for the three and six months ended September 30, 2016, respectively. Walgreens accounted for approximately 10.0% and 9.7% of gross revenues for the three and six months ended September 30, 2015, respectively. At September 30, 2016, approximately 23.5% and 10.6% of accounts receivable were owed by Walmart and Walgreens, respectively.

We manage product distribution in the continental United States through a third-party distribution center in St. Louis, Missouri. A serious disruption, such as a flood or fire, to the main distribution center could damage our inventories and could materially impair our ability to distribute our products to customers in a timely manner or at a reasonable cost. We could incur significantly higher costs and experience longer lead times associated with the distribution of our products to our customers during the time that it takes us to reopen or replace our distribution center. As a result, any such disruption could have a material adverse effect on our business, sales and profitability.

At September 30, 2016, we had relationships with 116 third-party manufacturers. Of those, we had long-term contracts with 49 manufacturers that produced items that accounted for approximately 78.8% of gross sales for the six months ended September 30, 2016. At September 30, 2015, we had relationships with 102 third-party manufacturers. Of those, we had long-term contracts with 48 manufacturers that produced items that accounted for approximately 81.3% of gross sales for the six months ended September 30, 2015. The fact that we do not have long-term contracts with certain manufacturers means that they could cease manufacturing our products at any time and for any reason or initiate arbitrary and costly price increases, which could have a material adverse effect on our business and results from operations. Although we are in the process of negotiating long-term contracts with certain key manufacturers, we may not be able to reach a timely agreement, which could have a material adverse effect on our business and results of operations.

19. Business Segments

Segment information has been prepared in accordance with the Segment Reporting topic of the FASB ASC 280. Our current reportable segments consist of (i) North American OTC Healthcare, (ii) International OTC Healthcare and (iii) Household Cleaning. We evaluate the performance of our operating segments and allocate resources to these segments based primarily on contribution margin, which we define as gross profit less advertising and promotional expenses.

The tables below summarize information about our reportable segments.

(In thousands)	Three Months Ended September 30, 2016			
	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Gross segment revenues	$172,590	$ 18,802	$ 23,768	$ 215,160
Elimination of intersegment revenues	(143)	—	—	(143)
Third-party segment revenues	172,447	18,802	23,768	215,017
Other revenues	—	2	33	35
Total segment revenues	172,447	18,804	23,801	215,052
Cost of sales	65,402	7,096	18,589	91,087
Gross profit	107,045	11,708	5,212	123,965
Advertising and promotion	24,811	3,244	537	28,592
Contribution margin	$82,234	$ 8,464	$ 4,675	95,373
Other operating expenses*				24,315
Operating income				71,058
Other expense				20,830
Income before income taxes				50,228
Provision for income taxes				18,033
Net income				$ 32,195

*Other operating expenses for the three months ended September 30, 2016 includes a pre-tax loss on sale of assets of $0.7 million related to Pediacare, New Skin, and Fiber Choice and a pre-tax gain on sale of assets of $1.2 million associated with the sale of license rights in certain geographic areas pertaining to Comet. The assets and corresponding contribution margin associated with the pre-tax loss on sale of assets related to Pediacare, New Skin, and Fiber Choice are included within the North American OTC Healthcare segment, while the pre-tax gain on sale of license rights related to Comet are included in the Household Cleaning segment.

(In thousands)	Six Months Ended September 30, 2016			
	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Gross segment revenues	$345,891	$ 34,602	$ 44,658	$ 425,151
Elimination of intersegment revenues	(1,364)	—	—	(1,364)
Third-party segment revenues	344,527	34,602	44,658	423,787
Other revenues	—	6	834	840
Total segment revenues	344,527	34,608	45,492	424,627
Cost of sales	129,636	14,044	35,391	179,071
Gross profit	214,891	20,564	10,101	245,556
Advertising and promotion	49,851	5,368	1,008	56,227
Contribution margin	$165,040	$ 15,196	$ 9,093	189,329
Other operating expenses*				106,057
Operating income				83,272
Other expense				41,957
Income before income taxes				41,315
Provision for income taxes				14,651
Net income				$ 26,664

*Other operating expenses for the six months ended September 30, 2016 includes a pre-tax loss on sale of assets of $56.2 million related to Pediacare, New Skin, and Fiber Choice and a pre-tax gain on sale of assets of $1.2 million associated with the sale of license rights in certain geographic areas pertaining to Comet. The assets and corresponding contribution margin associated with the pre-tax loss on sale of assets related to Pediacare, New Skin, and Fiber Choice are included within the North American OTC Healthcare segment, while the pre-tax gain on sale of license rights related to Comet are included in the Household Cleaning segment.

(In thousands)	Three Months Ended September 30, 2015 North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Gross segment revenues**	$166,886	$ 15,954	$ 23,894	$ 206,734
Elimination of intersegment revenues	(1,472)	—	—	(1,472)
Third-party segment revenues	165,414	15,954	23,894	205,262
Other revenues**	—	6	797	803
Total segment revenues	165,414	15,960	24,691	206,065
Cost of sales**	61,497	6,094	18,534	86,125
Gross profit	103,917	9,866	6,157	119,940
Advertising and promotion	24,440	2,777	676	27,893
Contribution margin	$79,477	$ 7,089	$ 5,481	92,047
Other operating expenses				22,149
Operating income				69,898
Other expense				20,667
Income before income taxes				49,231
Provision for income taxes				17,428
Net income				$ 31,803

(In thousands)	Six Months Ended September 30, 2015 North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Gross segment revenues**	$323,978	$ 29,410	$ 45,361	$ 398,749
Elimination of intersegment revenues	(2,200)	—	—	(2,200)
Third-party segment revenues	321,778	29,410	45,361	396,549
Other revenues**	15	31	1,602	1,648
Total segment revenues	321,793	29,441	46,963	398,197
Cost of sales**	119,624	11,383	35,014	166,021
Gross profit	202,169	18,058	11,949	232,176
Advertising and promotion	47,635	5,500	1,180	54,315
Contribution margin	$154,534	$ 12,558	$ 10,769	177,861
Other operating expenses				45,458
Operating income				132,403
Other expense				43,002
Income before income taxes				89,401
Provision for income taxes				31,425
Net income				$ 57,976

**Certain immaterial amounts relating to gross segment revenues, other revenues and cost of sales for each of the three and six months ended September 30, 2015 were reclassified between the International OTC Healthcare segment and the North American OTC Healthcare segment. There were no changes to the consolidated financial statements for any periods presented.

The tables below summarize information about our segment revenues from similar product groups.

	Three Months Ended September 30, 2016			
(In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Analgesics	$29,993	$ 544	$ —	$ 30,537
Cough & Cold	21,106	5,160	—	26,266
Women's Health	33,268	635	—	33,903
Gastrointestinal	16,280	6,088	—	22,368
Eye & Ear Care	22,934	2,989	—	25,923
Dermatologicals	22,952	567	—	23,519
Oral Care	24,368	2,820	—	27,188
Other OTC	1,546	1	—	1,547
Household Cleaning	—	—	23,801	23,801
Total segment revenues	$172,447	$ 18,804	$ 23,801	$ 215,052

	Six Months Ended September 30, 2016			
(In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Analgesics	$58,119	$ 1,071	$ —	$ 59,190
Cough & Cold	39,073	9,552	—	48,625
Women's Health	66,155	1,571	—	67,726
Gastrointestinal	35,386	10,344	—	45,730
Eye & Ear Care	48,941	5,785	—	54,726
Dermatologicals	45,650	1,238	—	46,888
Oral Care	48,179	5,037	—	53,216
Other OTC	3,024	10	—	3,034
Household Cleaning	—	—	45,492	45,492
Total segment revenues	$344,527	$ 34,608	$ 45,492	$ 424,627

	Three Months Ended September 30, 2015			
(In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Analgesics	$29,694	$ 688	$ —	$ 30,382
Cough & Cold	24,456	4,746	—	29,202
Women's Health	33,607	804	—	34,411
Gastrointestinal	19,061	5,342	—	24,403
Eye & Ear Care	24,163	3,578	—	27,741
Dermatologicals	23,197	611	—	23,808
Oral Care	9,733	189	—	9,922
Other OTC	1,503	2	—	1,505
Household Cleaning	—	—	24,691	24,691
Total segment revenues	$165,414	$ 15,960	$ 24,691	$ 206,065

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(In thousands)	Six Months Ended September 30, 2015 North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Analgesics	$56,542	$ 1,218	$ —	$ 57,760
Cough & Cold	44,215	9,252	—	53,467
Women's Health	66,515	1,504	—	68,019
Gastrointestinal	39,381	9,150	—	48,531
Eye & Ear Care	49,223	6,780	—	56,003
Dermatologicals	43,292	1,145	—	44,437
Oral Care	19,710	383	—	20,093
Other OTC	2,915	9	—	2,924
Household Cleaning	—	—	46,963	46,963
Total segment revenues	$321,793	$ 29,441	$ 46,963	$ 398,197

During the three months ended September 30, 2016 and 2015, approximately 85.8% of our total segment revenues were from customers in the United States. During the six months ended September 30, 2016 and 2015, approximately 86.7% and 86.5%, respectively, of our total segment revenues were from customers in the United States. Other than the United States, no individual geographical area accounted for more than 10% of net sales in any of the periods presented. During the three months ended September 30, 2016, our Canada and Australia sales accounted for approximately 5.4% and 5.9%, respectively, of our total segment revenues, while during the three months ended September 30, 2015, approximately 5.5% and 6.8%, respectively, of our total segment revenues were attributable to sales to Canada and Australia. During the six months ended September 30, 2016, our Canada and Australia sales accounted for approximately 5.1% and 5.5%, respectively, of our total segment revenues, while during the six months ended September 30, 2015, approximately 5.3% and 6.3%, respectively, of our total segment revenues were attributable to sales to Canada and Australia.

At September 30, 2016 and March 31, 2016, approximately 95.7% of our consolidated goodwill and intangible assets were located in the United States and approximately 4.3% were located in Australia and the United Kingdom. These consolidated goodwill and intangible assets have been allocated to the reportable segments as follows:

September 30, 2016 (In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Goodwill	$322,945	$ 22,472	$ 6,245	$ 351,662
Intangible assets				
Indefinite-lived	1,755,636	85,520	101,262	1,942,418
Finite-lived	215,817	1,087	21,806	238,710
Intangible assets, net	1,971,453	86,607	123,068	2,181,128
Total	$2,294,398	$ 109,079	$ 129,313	$ 2,532,790

March 31, 2016 (In thousands)	North American OTC Healthcare	International OTC Healthcare	Household Cleaning	Consolidated
Goodwill	$330,615	$ 22,776	$ 6,800	$ 360,191
Intangible assets				

Indefinite-lived	1,823,873	85,901	110,272	2,020,046
Finite-lived	277,762	2,237	22,678	302,677
Intangible assets, net	2,101,635	88,138	132,950	2,322,723
Total	$2,432,250	$ 110,914	$ 139,750	$ 2,682,914

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20. Condensed Consolidating Financial Statements

As described in Note 10, Prestige Brands Holdings, Inc., together with certain of our 100% owned subsidiaries, has fully and unconditionally guaranteed, on a joint and several basis, the obligations of Prestige Brands, Inc. (a 100% owned subsidiary of the Company) set forth in the indentures governing the 2016 Senior Notes and the 2013 Senior Notes, including the obligation to pay principal and interest with respect to the 2016 Senior Notes and the 2013 Senior Notes. The 100% owned subsidiaries of the Company that have guaranteed the 2016 Senior Notes and the 2013 Senior Notes are as follows: Prestige Services Corp., Prestige Brands Holdings, Inc. (a Virginia corporation), Prestige Brands International, Inc., Medtech Holdings, Inc., Medtech Products Inc., The Cutex Company, The Spic and Span Company, Blacksmith Brands, Inc., Insight Pharmaceuticals Corporation, Insight Pharmaceuticals, LLC, Practical Health Products, Inc., and DenTek Holdings, Inc. (collectively, the "Subsidiary Guarantors"). A significant portion of our operating income and cash flow is generated by our subsidiaries. As a result, funds necessary to meet Prestige Brands, Inc.'s debt service obligations are provided in part by distributions or advances from our subsidiaries. Under certain circumstances, contractual and legal restrictions, as well as the financial condition and operating requirements of our subsidiaries, could limit Prestige Brands, Inc.'s ability to obtain cash from our subsidiaries for the purpose of meeting our debt service obligations, including the payment of principal and interest on the 2016 Senior Notes and the 2013 Senior Notes. Although holders of the 2016 Senior Notes and the 2013 Senior Notes will be direct creditors of the guarantors of the 2016 Senior Notes and the 2013 Senior Notes by virtue of the guarantees, we have indirect subsidiaries located primarily in the United Kingdom, the Netherlands and Australia (collectively, the "Non-Guarantor Subsidiaries") that have not guaranteed the 2016 Senior Notes or the 2013 Senior Notes, and such subsidiaries will not be obligated with respect to the 2016 Senior Notes or the 2013 Senior Notes. As a result, the claims of creditors of the Non-Guarantor Subsidiaries will effectively have priority with respect to the assets and earnings of such companies over the claims of the holders of the 2016 Senior Notes and the 2013 Senior Notes.

Presented below are supplemental Condensed Consolidating Balance Sheets as of September 30, 2016 and March 31, 2016, Condensed Consolidating Statements of Income and Comprehensive Income for the three and six months ended September 30, 2016 and 2015, and Condensed Consolidating Statements of Cash Flows for the six months ended September 30, 2016 and 2015. Such consolidating information includes separate columns for:

a) Prestige Brands Holdings, Inc., the parent,
b) Prestige Brands, Inc., the Issuer or the Borrower,
c) Combined Subsidiary Guarantors,
d) Combined Non-Guarantor Subsidiaries, and
e) Elimination entries necessary to consolidate the Company and all of its subsidiaries.

The Condensed Consolidating Financial Statements are presented using the equity method of accounting for investments in our 100% owned subsidiaries. Under the equity method, the investments in subsidiaries are recorded at cost and adjusted for our share of the subsidiaries' cumulative results of operations, capital contributions, distributions and other equity changes. The elimination entries principally eliminate investments in subsidiaries and intercompany balances and transactions. The financial information in this note should be read in conjunction with the Consolidated Financial Statements presented and other notes related thereto contained in this Quarterly Report on Form 10-Q.

In the second quarter of fiscal 2017, the Company determined that it had incorrectly recorded certain intercompany transactions relating to the first quarter of fiscal 2017 in the condensed consolidating financial statements. This resulted in an overstatement of equity in earnings of subsidiaries for Prestige Brands, Inc. (the “Issuer”) of $44.6 million and a net understatement of equity in earnings of subsidiaries for the eliminations of $44.6 million for the three months ended June 30, 2016.This item also resulted in corresponding adjustments to the investments in subsidiaries on the condensed consolidating balance sheet as of June 30, 2016 and adjustments to net income (loss) and equity in income of subsidiaries in the condensed consolidating statement of cash flows, although net cash provided by (used in) operating activities for the three months ended June 30, 2016 remained unchanged. These errors had no impact to the Company's consolidated balance sheet, consolidated statement of income or consolidated statement of cash flows.

The Company assessed the materiality of these errors on the previously issued interim financial statements in accordance with SEC Staff Accounting Bulletin No. 99 and No. 108, and concluded that the errors were not material to the consolidated financial statements for the three months ended June 30, 2016. The Company appropriately reflected the intercompany transactions in the condensed consolidating financial statements for the six months ended September 30, 2016 and plans to revise the comparative presentation of the condensed consolidating financial statements for the period ended June 30, 2016 in future filings.

Condensed Consolidating Statements of Income and Comprehensive Income
Three Months Ended September 30, 2016

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues						
Net sales	$—	$26,013	$171,791	$ 17,358	$ (145)	$ 215,017
Other revenues	—	72	33	494	(564)	35
Total revenues	—	26,085	171,824	17,852	(709)	215,052
Cost of Sales						
Cost of sales (exclusive of depreciation shown below)	—	11,066	74,380	6,478	(837)	91,087
Gross profit	—	15,019	97,444	11,374	128	123,965
Operating Expenses						
Advertising and promotion	—	3,751	21,619	3,222	—	28,592
General and administrative	1,801	1,762	13,302	1,930	—	18,795
Depreciation and amortization	832	151	4,917	116	—	6,016
(Gain) loss on sale of assets		—	(496)	—	—	(496)
Total operating expenses	2,633	5,664	39,342	5,268	—	52,907
Operating income (loss)	(2,633)	9,355	58,102	6,106	128	71,058
Other (income) expense						
Interest income	(12,077)	(21,459)	(1,292)	(156)	34,938	(46)
Interest expense	8,502	20,882	25,138	1,292	(34,938)	20,876
Equity in (income) loss of subsidiaries	(32,028)	(27,020)	(3,601)	—	62,649	—
Total other expense (income)	(35,603)	(27,597)	20,245	1,136	62,649	20,830
Income (loss) before income taxes	32,970	36,952	37,857	4,970	(62,521)	50,228
Provision for income taxes	775	3,526	12,363	1,369	—	18,033
Net income (loss)	$32,195	$33,426	$25,494	$ 3,601	$ (62,521)	$ 32,195
Comprehensive (loss) income, net of tax:						
Currency translation adjustments	2,703	2,703	2,703	2,703	(8,109)	2,703
Total other comprehensive (loss) income	2,703	2,703	2,703	2,703	(8,109)	2,703
Comprehensive (loss) income	$34,898	$36,129	$28,197	$ 6,304	$ (70,630)	$ 34,898

Condensed Consolidating Statements of Income and Comprehensive Income
Six Months Ended September 30, 2016

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues						
Net sales	$—	$53,972	$339,996	$ 31,184	$ (1,365)	$ 423,787
Other revenues	—	147	834	980	(1,121)	840
Total revenues	—	54,119	340,830	32,164	(2,486)	424,627
Cost of Sales						
Cost of sales (exclusive of depreciation shown below)	—	23,152	145,842	12,478	(2,401)	179,071
Gross profit	—	30,967	194,988	19,686	(85)	245,556
Operating Expenses						
Advertising and promotion	—	8,496	42,423	5,308	—	56,227
General and administrative	3,738	3,950	27,616	2,948	—	38,252
Depreciation and amortization	1,752	302	10,550	244	—	12,848
Loss on sale of assets		—	54,957	—	—	54,957
Total operating expenses	5,490	12,748	135,546	8,500	—	162,284
Operating income (loss)	(5,490)	18,219	59,442	11,186	(85)	83,272
Other (income) expense						
Interest income	(24,044)	(42,721)	(2,566)	(315)	69,543	(103)
Interest expense	16,942	42,056	50,039	2,566	(69,543)	42,060
Equity in (income) loss of subsidiaries	(26,290)	(13,761)	(6,677)	—	46,728	—
Total other expense (income)	(33,392)	(14,426)	40,796	2,251	46,728	41,957
Income (loss) before income taxes	27,902	32,645	18,646	8,935	(46,813)	41,315
Provision for income taxes	1,238	6,704	4,451	2,258	—	14,651
Net income (loss)	$26,664	$25,941	$14,195	$ 6,677	$ (46,813)	$ 26,664
Comprehensive (loss) income, net of tax:						
Currency translation adjustments	(3,121)	(3,121)	(3,121)	(3,121)	9,363	(3,121)
Total other comprehensive (loss) income	(3,121)	(3,121)	(3,121)	(3,121)	9,363	(3,121)
Comprehensive (loss) income	$23,543	$22,820	$11,074	$ 3,556	$ (37,450)	$ 23,543

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Condensed Consolidating Statements of Income and Comprehensive Income
Three Months Ended September 30, 2015

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues						
Net sales	$—	$27,957	$164,772	$14,005	$(1,472)	$205,262
Other revenues	—	79	798	543	(617)	803
Total revenues	—	28,036	165,570	14,548	(2,089)	206,065
Cost of Sales						
Cost of sales (exclusive of depreciation shown below)	—	10,868	72,120	4,952	(1,815)	86,125
Gross profit	—	17,168	93,450	9,596	(274)	119,940
Operating Expenses						
Advertising and promotion	—	3,204	21,933	2,756	—	27,893
General and administrative	1,199	1,300	12,912	1,051	—	16,462
Depreciation and amortization	1,030	147	4,447	63	—	5,687
Total operating expenses	2,229	4,651	39,292	3,870	—	50,042
Operating income (loss)	(2,229)	12,517	54,158	5,726	(274)	69,898
Other (income) expense						
Interest income	(12,161)	(21,607)	(1,169)	(126)	35,030	(33)
Interest expense	8,964	20,303	25,294	1,169	(35,030)	20,700
Equity in (income) loss of subsidiaries	(31,441)	(19,746)	(3,385)	—	54,572	—
Total other (income) expense	(34,638)	(21,050)	20,740	1,043	54,572	20,667
Income (loss) before income taxes	32,409	33,567	33,418	4,683	(54,846)	49,231
Provision for income taxes	606	4,892	10,632	1,298	—	17,428
Net income (loss)	$31,803	$28,675	$22,786	$3,385	$(54,846)	$31,803
Comprehensive (loss) income, net of tax:						
Currency translation adjustments	(11,079)	(11,079)	(11,079)	(11,079)	33,237	(11,079)
Total other comprehensive (loss) income	(11,079)	(11,079)	(11,079)	(11,079)	33,237	(11,079)
Comprehensive income (loss)	$20,724	$17,596	$11,707	$(7,694)	$(21,609)	$20,724

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Condensed Consolidating Statements of Income and Comprehensive Income
Six Months Ended September 30, 2015

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues						
Net sales	$—	$55,840	$317,296	$ 25,613	$ (2,200)	$ 396,549
Other revenues	—	175	1,617	1,041	(1,185)	1,648
Total revenues	—	56,015	318,913	26,654	(3,385)	398,197
Cost of Sales						
Cost of sales (exclusive of depreciation shown below)	—	21,309	138,498	9,360	(3,146)	166,021
Gross profit	—	34,706	180,415	17,294	(239)	232,176
Operating Expenses						
Advertising and promotion	—	5,721	43,161	5,433	—	54,315
General and administrative	2,514	3,855	24,863	2,819	—	34,051
Depreciation and amortization	2,019	293	8,892	203	—	11,407
Total operating expenses	4,533	9,869	76,916	8,455	—	99,773
Operating income (loss)	(4,533)	24,837	103,499	8,839	(239)	132,403
Other (income) expense						
Interest income	(24,210)	(43,015)	(2,389)	(238)	69,792	(60)
Interest expense	17,454	42,211	50,349	2,389	(69,792)	42,611
Loss on extinguishment of debt	—	451	—	—	—	451
Equity in (income) loss of subsidiaries	(56,747)	(36,701)	(4,835)	—	98,283	—
Total other (income) expense	(63,503)	(37,054)	43,125	2,151	98,283	43,002
Income (loss) before income taxes	58,970	61,891	60,374	6,688	(98,522)	89,401
Provision for income taxes	994	8,917	19,661	1,853	—	31,425
Net income (loss)	$57,976	$52,974	$40,713	$ 4,835	$ (98,522)	$ 57,976
Comprehensive (loss) income, net of tax:						
Currency translation adjustments	(11,484)	(11,484)	(11,484)	(11,484)	34,452	(11,484)
Total other comprehensive (loss) income	(11,484)	(11,484)	(11,484)	(11,484)	34,452	(11,484)
Comprehensive income (loss)	$46,492	$41,490	$29,229	$ (6,649)	$ (64,070)	$ 46,492

Condensed Consolidating Balance Sheet
September 30, 2016

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Assets						
Current assets						
Cash and cash equivalents	$8,168	$—	$292	$21,998	$—	$30,458
Accounts receivable, net	—	11,677	67,356	13,836	—	92,869
Inventories	—	12,910	75,088	10,578	(617)	97,959
Deferred income tax assets	297	807	8,652	890	—	10,646
Prepaid expenses and other current assets	2,189	546	7,926	680	—	11,341
Assets held for sale	—	—	36,400	—	—	36,400
Total current assets	10,654	25,940	195,714	47,982	(617)	279,673
Property and equipment, net	7,963	314	4,889	566	—	13,732
Goodwill	—	66,007	263,183	22,472	—	351,662
Intangible assets, net	—	191,521	1,901,899	87,708	—	2,181,128
Other long-term assets	2,500	2,283	—	—	—	4,783
Intercompany receivables	1,478,481	2,573,184	1,461,115	12,506	(5,525,286)	—
Investment in subsidiary	1,665,764	1,538,358	83,983	—	(3,288,105)	—
Total Assets	$3,165,362	$4,397,607	$3,910,783	$171,234	$(8,814,008)	$2,830,978
Liabilities and Stockholders' Equity						
Current liabilities						
Accounts payable	$2,643	$9,422	$24,097	$2,879	$—	$39,041
Accrued interest payable	—	8,264	—	—	—	8,264
Other accrued liabilities	11,731	1,841	47,137	6,297	—	67,006
Total current liabilities	14,374	19,527	71,234	9,176	—	114,311
Long-term debt						
Principal amount	—	1,502,000	—	—	—	1,502,000
Less unamortized debt costs	—	(22,337)	—	—	—	(22,337)
Long-term debt, net	—	1,479,663	—	—	—	1,479,663
Deferred income tax liabilities	—	61,046	398,108	373	—	459,527
Other long-term liabilities		—	2,682	155	—	2,837
Intercompany payables	2,376,348	1,246,668	1,821,773	80,497	(5,525,286)	—
Total Liabilities	2,390,722	2,806,904	2,293,797	90,201	(5,525,286)	2,056,338
Stockholders' Equity						
Common stock	532	—	—	—	—	532
Additional paid-in capital	453,336	1,280,947	1,359,921	78,774	(2,719,642)	453,336
Treasury stock, at cost	(6,558)	—	—	—	—	(6,558)
	(26,646)	(26,646)	(26,646)	(26,646)	79,938	(26,646)

Accumulated other comprehensive (loss) income, net of tax						
Retained earnings (accumulated deficit)	353,976	336,402	283,711	28,905	(649,018)	353,976
Total Stockholders' Equity	774,640	1,590,703	1,616,986	81,033	(3,288,722)	774,640
Total Liabilities and Stockholders' Equity	$3,165,362	$4,397,607	$3,910,783	$ 171,234	$(8,814,008)	$2,830,978

Condensed Consolidating Balance Sheet
March 31, 2016

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Assets						
Current assets						
Cash and cash equivalents	$4,440	$—	$2,899	$19,891	$—	$27,230
Accounts receivable, net	—	12,025	74,446	8,776	—	95,247
Inventories	—	9,411	72,296	10,088	(532)	91,263
Deferred income tax assets	316	681	8,293	818	—	10,108
Prepaid expenses and other current assets	15,311	257	8,379	1,218	—	25,165
Total current assets	20,067	22,374	166,313	40,791	(532)	249,013
Property and equipment, net	9,166	210	5,528	636	—	15,540
Goodwill	—	66,007	271,409	22,775	—	360,191
Intangible assets, net	—	191,789	2,042,640	88,294	—	2,322,723
Other long-term assets	—	1,324	—	—	—	1,324
Intercompany receivables	1,457,011	2,703,192	1,083,488	10,738	(5,254,429)	—
Investment in subsidiary	1,641,477	1,527,718	81,545	—	(3,250,740)	—
Total Assets	$3,127,721	$4,512,614	$3,650,923	$163,234	$(8,505,701)	$2,948,791
Liabilities and Stockholders' Equity						
Current liabilities						
Accounts payable	$2,914	$7,643	$24,437	$3,302	$—	$38,296
Accrued interest payable	—	8,664	—	—	—	8,664
Other accrued liabilities	12,285	1,714	38,734	6,991	—	59,724
Total current liabilities	15,199	18,021	63,171	10,293	—	106,684
Long-term debt						
Principal amount	—	1,652,500	—	—	—	1,652,500
Less unamortized debt costs	—	(27,191)	—	—	—	(27,191)
Long-term debt, net	—	1,625,309	—	—	—	1,625,309
Deferred income tax liabilities	—	60,317	408,893	412	—	469,622
Other long-term liabilities	—	—	2,682	158	—	2,840
Intercompany payables	2,368,186	1,241,084	1,570,265	74,894	(5,254,429)	—
Total Liabilities	2,383,385	2,944,731	2,045,011	85,757	(5,254,429)	2,204,455
Stockholders' Equity						
Common stock	530	—	—	—	—	530
Additional paid-in capital	445,182	1,280,947	1,359,921	78,774	(2,719,642)	445,182
Treasury stock, at cost	(5,163)	—	—	—	—	(5,163)
Accumulated other comprehensive income (loss), net of tax	(23,525)	(23,525)	(23,525)	(23,525)	70,575	(23,525)
	327,312	310,461	269,516	22,228	(602,205)	327,312

Retained earnings (accumulated deficit)						
Total Stockholders' Equity	744,336	1,567,883	1,605,912	77,477	(3,251,272)	744,336
Total Liabilities and Stockholders' Equity	$3,127,721	$4,512,614	$3,650,923	$ 163,234	$(8,505,701)	$2,948,791

Condensed Consolidating Statement of Cash Flows
Six Months Ended September 30, 2016

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating Activities						
Net income (loss)	$ 26,664	$ 25,941	$ 14,195	$ 6,677	$ (46,813)	$ 26,664
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:						
Depreciation and amortization	1,752	302	10,550	244	—	12,848
Loss on sales of intangible assets and property and equipment		—	55,112	—	—	55,112
Deferred income taxes	19	603	(11,144)	(80)	—	(10,602)
Amortization of debt origination costs	—	5,097	—	—	—	5,097
Stock-based compensation costs	3,933	—	—	—	—	3,933
Equity in income of subsidiaries	(26,290)	(13,761)	(6,677)	—	46,728	—
Changes in operating assets and liabilities, net of effects from acquisitions:						
Accounts receivable	—	348	7,090	(7,082)	—	356
Inventories	—	(3,499)	(6,596)	(653)	85	(10,663)
Prepaid expenses and other current assets	10,622	(289)	(735)	514	—	10,112
Accounts payable	(297)	1,779	(164)	(498)	—	820
Accrued liabilities	(554)	(273)	8,284	(852)	—	6,605
Net cash provided by (used in) operating activities	15,849	16,248	69,915	(1,730)	—	100,282
Investing Activities						
Purchases of property and equipment	(395)	(138)	(785)	(86)	—	(1,404)
Proceeds from sales of intangible assets	—	—	52,353	—	—	52,353
Proceeds from the sale of property and equipment	—	—	75	—	—	75
Net cash provided by (used in) investing activities	(395)	(138)	51,643	(86)	—	51,024
Financing Activities						
Term loan repayments	—	(130,500)	—	—	—	(130,500)
Borrowings under revolving credit agreement	—	20,000	—	—	—	20,000
Repayments under revolving credit agreement	—	(40,000)	—	—	—	(40,000)
Payments of debt origination costs	—	(9)	—	—	—	(9)
Proceeds from exercise of stock options	3,423	—	—	—	—	3,423
Excess tax benefits from share-based awards	800	—	—	—	—	800
Fair value of shares surrendered as payment of tax withholding	(1,395)	—	—	—	—	(1,395)
Intercompany activity, net	(14,554)	134,399	(124,165)	4,320	—	—
	(11,726)	(16,110)	(124,165)	4,320	—	(147,681)

Net cash (used in) provided by financing activities						
Effect of exchange rate changes on cash and cash equivalents	—	—	—	(397)	—	(397)
Increase (decrease) in cash and cash equivalents	3,728	—	(2,607)	2,107	—	3,228
Cash and cash equivalents - beginning of period	4,440	—	2,899	19,891	—	27,230
Cash and cash equivalents - end of period	$ 8,168	$ —	$ 292	$ 21,998	$ —	$ 30,458

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Condensed Consolidating Statement of Cash Flows
Six Months Ended September 30, 2015

(In thousands)	Prestige Brands Holdings, Inc.	Prestige Brands, Inc., the issuer	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating Activities						
Net income (loss)	$ 57,976	$ 52,974	$ 40,713	$ 4,835	$ (98,522)	$ 57,976
Adjustments to reconcile net income (loss) to net cash provided by operating activities:						
Depreciation and amortization	2,019	293	8,892	203	—	11,407
Gain on sale of property and equipment	—	—	—	(36)	—	(36)
Deferred income taxes	171	254	21,506	54	—	21,985
Amortization of debt origination costs	—	4,055	—	—	—	4,055
Stock-based compensation costs	4,993	—	—	41	—	5,034
Loss on extinguishment of debt	—	451	—	—	—	451
Equity in income of subsidiaries	(56,747)	(36,701)	(4,835)	—	98,283	—
Changes in operating assets and liabilities, net of effects from acquisitions:						
Accounts receivable	—	1,729	(3,550)	(2,097)	—	(3,918)
Inventories	—	(1,017)	(2,177)	(883)	239	(3,838)
Prepaid expenses and other current assets	3,166	(402)	660	12	—	3,436
Accounts payable	269	624	(3,343)	(2,069)	—	(4,519)
Accrued liabilities	(2,503)	(1,094)	1,012	1,142	—	(1,443)
Net cash provided by operating activities	9,344	21,166	58,878	1,202	—	90,590
Investing Activities						
Purchases of property and equipment	(1,107)	(93)	(103)	(380)	—	(1,683)
Proceeds from the sale of property and equipment	—	—	—	344	—	344
Net cash used in investing activities	(1,107)	(93)	(103)	(36)	—	(1,339)
Financing Activities						
Term loan repayments	—	(50,000)	—	—	—	(50,000)
Borrowings under revolving credit agreement	—	15,000	—	—	—	15,000
Repayments under revolving credit agreement	—	(55,000)	—	—	—	(55,000)
Payments of debt origination costs	—	(4,211)	—	—	—	(4,211)
Proceeds from exercise of stock options	6,398	—	—	—	—	6,398
Proceeds from restricted stock exercises	544	—	—	—	—	544
Excess tax benefits from share-based awards	1,850	—	—	—	—	1,850
Fair value of shares surrendered as payment of tax withholding	(2,187)	—	—	—	—	(2,187)
Intercompany activity, net	(15,675)	73,138	(58,775)	1,312	—	—
	(9,070)	(21,073)	(58,775)	1,312	—	(87,606)

Net cash (used in) provided by financing activities						
Effect of exchange rate changes on cash and cash equivalents	—	—	—	(811)	—	(811)
Increase (decrease) in cash and cash equivalents	(833)	—	—	1,667	—	834
Cash and cash equivalents - beginning of period	11,387	—	—	9,931	—	21,318
Cash and cash equivalents - end of period	$ 10,554	$ —	$ —	$ 11,598	$ —	$ 22,152

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read together with the Consolidated Financial Statements and the related notes included in this Quarterly Report on Form 10-Q, as well as our Annual Report on Form 10-K for the fiscal year ended March 31, 2016. This discussion and analysis may contain forward-looking statements that involve certain risks, assumptions and uncertainties. Future results could differ materially from the discussion that follows for many reasons, including the factors described in Part I, Item 1A., “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016, as well as those described in Part II, Item 1A, "Risk Factors" in this Quarterly Report on Form 10-Q and in future reports filed with the Securities and Exchange Commission (the "SEC").
See also “Cautionary Statement Regarding Forward-Looking Statements” on page 62 of this Quarterly Report on Form 10-Q.

General
We are engaged in the marketing, sales and distribution of well-recognized, brand name OTC healthcare and household cleaning products to mass merchandisers, drug stores, supermarkets, and club, convenience, and dollar stores in North America (the United States and Canada) and in Australia and certain other international markets. We use the strength of our brands, our established retail distribution network, a low-cost operating model and our experienced management team to our competitive advantage.

We have grown our brand portfolio both organically and through acquisitions. We develop our existing brands by investing in new product lines, brand extensions and strong advertising support. Acquisitions of OTC brands have also been an important part of our growth strategy. We have acquired strong and well-recognized brands from consumer products, pharmaceutical and private equity companies. While many of these brands have long histories of brand development and investment, we believe that, at the time we acquired them, most were considered “non-core” by their previous owners. As a result, these acquired brands did not benefit from adequate management focus and marketing support during the period prior to their acquisition, which created opportunities for us to reinvigorate these brands and improve their performance post-acquisition. After adding a core brand to our portfolio, we seek to increase its sales, market share and distribution in both existing and new channels through our established retail distribution network. We pursue this growth through increased spending on advertising and promotional support, new sales and marketing strategies, improved packaging and formulations, and innovative development of brand extensions.

Acquisitions

Acquisition of DenTek
On February 5, 2016, we completed the acquisition of DenTek Holdings, Inc. ("DenTek"), a privately-held marketer and distributor of specialty oral care products. The closing was finalized pursuant to the terms of the merger agreement, announced November 23, 2015, under which we agreed to acquire DenTek from its stockholders for a purchase price of $228.3 million. The acquisition expands our portfolio of brands, strengthens our existing oral care platform and increases our geographic reach in parts of Europe. We financed the transaction with a combination of available cash on hand, available cash from our Asset Based Loan revolver, and financing of an additional unsecured bridge loan. The DenTek brands are primarily included in our North American and International OTC Healthcare segments.

The DenTek acquisition was accounted for in accordance with the Business Combinations topic of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 805, which requires that the total cost of an acquisition be allocated to the tangible and intangible assets acquired and liabilities assumed based upon their respective fair values at the date of acquisition.

We prepared an analysis of the fair values of the assets acquired and liabilities assumed as of the date of acquisition. The following table summarizes our preliminary allocation of the assets acquired and liabilities assumed as of the February 5, 2016 acquisition date.

(In thousands)	February 5, 2016
Cash acquired	$1,359
Accounts receivable	9,187
Inventories	14,304
Deferred income taxes	3,303
Prepaids and other current assets	6,728
Property, plant and equipment, net	3,555
Goodwill	76,529
Intangible assets, net	206,700
Total assets acquired	321,665
Accounts payable	3,261
Accrued expenses	16,488
Deferred income tax liabilities - long term	73,573
Total liabilities assumed	93,322
Total purchase price	$228,343

Based on this preliminary analysis, we allocated $179.8 million to non-amortizable intangible assets and $26.9 million to amortizable intangible assets. We are amortizing the purchased amortizable intangible assets on a straight-line basis over an estimated weighted average useful life of 18.5 years. The weighted average remaining life for amortizable intangible assets at September 30, 2016 was 18.0 years.

We also recorded goodwill of $76.5 million based on the amount by which the purchase price exceeded the fair value of the net assets acquired. Goodwill is not deductible for income tax purposes.

The pro forma effect of this acquisition on revenues and earnings was not material.

Divestitures

Late in the first quarter of fiscal 2017, the Company was approached and discussed the potential to sell certain assets. Prior to these discussions, the Company did not contemplate any divestitures, and the Company did not commit to any course of action to divest any of the assets until entering into an agreement on June 29, 2016 to sell Pediacare, New Skin and Fiber Choice, which were reported under the North American OTC Healthcare segment in the Cough & Cold, Dermatologicals and Gastrointestinal product groups, respectively.

On July 7, 2016, we completed the sale of the Pediacare, New Skin and Fiber Choice brands for $40.0 million plus the cost of inventory. As a result, we received approximately $40.1 million including the cost of preliminary inventory of $2.6 million, less certain immaterial holdbacks, which will be paid upon meeting certain criteria as defined in the agreement and within approximately 18 months following the closing date of the transaction. During the six months ended September 30, 2016, we recorded a preliminary pre-tax loss on sale of $56.2 million. The proceeds were used to repay debt and related income taxes due on the disposition.

The following table sets forth the components of the assets sold and the pre-tax loss recognized on the sale.

(In thousands)	July 7, 2016
Components of assets sold:	
Inventory	$2,380
Intangible assets, net	91,208
Goodwill	2,920
Assets sold	96,508
Total purchase price to be received	42,380
	54,128
Costs to sell	2,018
Pre-tax loss on sale	$56,146

Concurrent with the completion of the sale of these brands, we entered into a transitional services agreement with the buyer, whereby we agreed to provide the buyer with various services, including marketing, operations, finance and other services, from the date of the acquisition through January 7, 2017. We also entered into an option agreement with the buyer to purchase Dermoplast at a specified earnings multiple as defined in the agreement. The buyer paid a $1.25 million deposit in September 2016, and has recently notified us of their election to exercise the option. We currently expect that this transaction will be completed by March 31, 2017, although the buyer has until December 31, 2017 to complete the transaction. Accordingly, the Dermoplast transaction is not included in the table above and the $1.25 million option deposit is included in our other accrued liabilities at September 30, 2016. The inventory and other assets related to Dermoplast are included as assets held for sale as of September 30, 2016.

Sale of license rights

Historically, we received royalty income from the licensing of the names of certain of our brands in geographic areas or markets in which we do not directly compete. We have had royalty agreements for our Comet brand for several years, which included options on behalf of the licensee to purchase license rights in certain geographic areas and markets in perpetuity. In December 2014, we amended these agreements and we sold rights to use of the Comet brand in certain Eastern European countries to a third-party licensee in exchange for $10.0 million as a partial early buyout. The amended agreement provided that we would continue to receive royalty payments of $1.0 million per quarter for the remaining geographic areas and also granted the licensee an option to acquire the license rights in the remaining geographic areas anytime after June 30, 2016. In July 2016, the licensee elected to exercise its option. In August 2016, we received $11.0 million for the purchase of the remaining license rights and, as a result, we recorded a pre-tax gain of $1.2 million and reduced our indefinite-lived trademarks by $9.0 million. Furthermore, the licensee is no longer required to make additional royalty payments to us, and as a result, our future royalty income will be reduced accordingly.

Results of Operations

Three Months Ended September 30, 2016 compared to the Three Months Ended September 30, 2015

Total Segment Revenues

The following table represents total revenue by segment, including product groups, for the three months ended September 30, 2016 and 2015.

	Three Months Ended September 30,				Increase (Decrease)	
(In thousands)	2016	%	2015*	%	Amount	%
North American OTC Healthcare						
Analgesics	$29,993					