

Prestige Brands Holdings, Inc.
Form SC TO-C
April 27, 2012

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

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

PRESTIGE BRANDS HOLDINGS, INC.

(Name of Subject Company (Issuer))

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

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

74112D101
(CUSIP Number of Class of Securities)

Oscar Villalobos Torres
Chief Financial Officer
Genomma Lab Internacional, S.A.B. de C. V.
Edificio Samara, Antonio Dovalí Jaime #70 Piso 2
Colonia Santa Fe, Delegación Álvaro Obregón
C.P. 01210, Ciudad de México, Distrito Federal,
Telephone: +52 (55) 5081-0000
(Name, address and telephone number of person
authorized to receive notices and communications on behalf of filing persons)

Copies to:

Michael L. Fitzgerald, Esq.
Joy K. Gallup, Esq.
Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, New York 10019
Telephone: (212) 259-6888

CALCULATION OF FILING FEE

Transaction Valuation
Not Applicable*

Amount Of Filing Fee*
Not Applicable*

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

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

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

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

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

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

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

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

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

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

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

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

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

Forward-looking Statements

This communication may contain certain forward-looking statements and information relating to Genomma Lab Internacional, S.A.B. de C.V. ("Genomma") that reflect the current views and/or expectations of Genomma and its management with respect to its performance, business and future events. Forward looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like "believe," "anticipate," "expect," "envisages," "will likely result," or any other words or phrases of similar meaning. Such statements are subject to a number of risks, uncertainties and assumptions. These risks and uncertainties include, but are not limited to, the possibility that Genomma will not pursue a transaction with Prestige Brands Holdings, Inc. ("Prestige"), the timing to consummate a potential transaction between Genomma and Prestige, the ability and timing to obtain required regulatory approvals, Genomma's ability to realize the synergies contemplated by a potential transaction and Genomma's ability to promptly and effectively integrate the businesses of Prestige and Genomma. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in this communication and in oral statements made by authorized officers of Genomma. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Except as otherwise provided by law, Genomma undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Important Additional Information

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. No tender offer for the shares of Prestige has commenced at this time. In connection with the proposed transaction, Genomma intends to file tender offer documents with the U.S. Securities and Exchange Commission ("SEC"). Any definitive tender offer documents will be mailed to stockholders of Prestige. **INVESTORS AND SECURITY HOLDERS OF PRESTIGE ARE URGED TO READ THESE AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and security holders of Prestige will be able to obtain free copies of these documents (when available) and other documents filed with the SEC by Genomma through the web site maintained by the SEC at <http://www.sec.gov>.

On April 26, 2012, Genomma Lab Internacional, S.A.B. de C.V. issued the following press release and filed it with the Comisión Nacional Bancaria y de Valores (Mexican National Banking and Securities Commission):

**GENOMMA LAB INTERNACIONAL'S BOARD OF DIRECTORS
UNANIMOUSLY REAFFIRMS ITS INTEREST TO ACQUIRE PRESTIGE BRANDS HOLDINGS FOR \$16.60
PER SHARE IN CASH**

Genomma Lab Internacional, S.A.B. de C.V. ("Genomma") (BMV: LAB.B.) today announced that its Board of Directors has unanimously reaffirmed Genomma's interest to acquire all of the outstanding shares of Prestige Brands Holdings, Inc. ("Prestige") (NYSE: PBH) common stock for \$16.60 per share in cash.

Genomma's offer represents a 23% premium over Prestige's closing stock price and a 47% premium to the three-month historical average of Prestige's stock price, both as of February 17, 2012 – the last trading day prior to Genomma announcing its plan to acquire all issued and outstanding shares of Prestige. The offer also represents an EV/EBITDA 2012e multiple of 9.3x.

Since Genomma's initial proposal to Prestige on February 21, 2012, Genomma has satisfied Prestige's conditions by:

- Securing an understanding with regards to committed financing for the transaction from prominent financial institutions; and
 - Receiving approval for the offer from Genomma's shareholders.

Genomma intends to make public in short order a presentation highlighting the compelling value proposition it has presented to Prestige's shareholders and rebutting the unfounded and unsubstantiated allegations Prestige management has made in respect of Genomma's proposal intended to entrench the position of management at the expense of shareholders.

Rodrigo Herrera, Genomma's chief executive officer, said, "We remain firmly committed to pursuing a transaction to acquire all of the outstanding shares of common stock of Prestige. As I have said before, we are fully prepared at any time to meet with representatives of Prestige to negotiate a mutually acceptable transaction. I am completely convinced that meeting will prove to be highly beneficial to both Prestige and Genomma as the combination of our two companies offers compelling value to shareholders and provides a unique opportunity to bring together two world-class brand portfolios under our proven ability to market and develop brands and products."

About Genomma

Genomma is one of the fastest growing over-the-counter pharmaceutical and personal care products companies in Mexico, offering more than 73 brands, many of which are leaders in their product categories. Genomma has extensive in-house product development capabilities that it uses to develop trusted and established brands. Genomma's top-selling brands occupy a "top-of-mind" position for many consumers. These top-selling brands are supported by a broad portfolio of products which largely target large, high-growth over-the-counter pharmaceutical and personal care markets. For more information, visit www.genommalab.com.

Forward-looking Statements

This communication may contain certain forward-looking statements and information relating to Genomma that reflect the current views and/or expectations of Genomma and its management with respect to its performance, business and future events. Forward looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like "believe," "anticipate," "expect," "envisages," "will likely result," or any other words or phrases of similar meaning. Such statements are subject to a number of risks, uncertainties and assumptions. These risks and uncertainties include, but are not limited to, the possibility that Genomma will not pursue a transaction with Prestige, the timing to consummate a potential transaction between Genomma and Prestige, the ability and timing to obtain required regulatory approvals, Genomma's ability to realize the synergies contemplated by a potential transaction and Genomma's ability to promptly and effectively integrate the businesses of Prestige and Genomma. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in this communication and in oral statements made by authorized officers of Genomma. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Except as otherwise provided by law, Genomma undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Important Additional Information

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. No tender offer for the shares of Prestige has commenced at this time. In connection with the proposed transaction, Genomma may file tender offer documents with the U.S. Securities and Exchange Commission ("SEC"). Any definitive tender offer documents will be mailed to stockholders of Prestige. **INVESTORS AND SECURITY HOLDERS OF PRESTIGE ARE URGED TO READ THESE AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and security holders of Prestige will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by Genomma through the web site maintained by the SEC at <http://www.sec.gov>.

###

Contacts:

Genomma Lab Internacional, S.A.B. de C.V.
Óscar Villalobos Torres
Vice President and Chief Financial Officer
Tel: 011 (5255) 5081-0083
ovillalobos@genommalab.com

The Abernathy MacGregor Group
Tom Johnson / Michael Pascale
Tel: (212) 371-5999

Innisfree M&A Incorporated
Arthur Crozier / Jennifer Shotwell /
Scott Winter
Tel: (212) 750-5833

Forward-looking Statements

This communication may contain certain forward-looking statements and information relating to Genomma Lab Internacional, S.A.B. de C.V. ("Genomma") that reflect the current views and/or expectations of Genomma and its management with respect to its performance, business and future events. Forward looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like believe," "anticipate," "expect," "envisages," "will likely result," or any other words or phrases of similar meaning. Such statements are subject to a number of risks, uncertainties and assumptions. These risks and uncertainties include, but are not limited to, the possibility that Genomma will not pursue a transaction with Prestige Brands Holdings, Inc. ("Prestige"), the timing to consummate a potential transaction between Genomma and Prestige, the ability and timing to obtain required regulatory approvals, Genomma's ability to realize the synergies contemplated by a potential transaction and Genomma's ability to promptly and effectively integrate the businesses of Prestige and Genomma. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in this communication and in oral statements made by authorized officers of Genomma. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Except as otherwise provided by law, Genomma undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Important Additional Information

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. No tender offer for the shares of Prestige has commenced at this time. In connection with the proposed transaction, Genomma intends to file tender offer documents with the U.S. Securities and Exchange Commission ("SEC"). Any definitive tender offer documents will be mailed to stockholders of Prestige. **INVESTORS AND SECURITY HOLDERS OF PRESTIGE ARE URGED TO READ THESE AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and security holders of Prestige will be able to obtain free copies of these documents (when available) and other documents filed with the SEC by Genomma through the web site maintained by the SEC at <http://www.sec.gov>.

In connection with the proposed transaction, Genomma intends to file a proxy statement with the SEC. Any definitive proxy statement will be mailed to stockholders of Prestige. **INVESTORS AND SECURITY HOLDERS OF PRESTIGE ARE URGED TO READ THESE AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and security holders of Prestige will be able to obtain free copies of these documents (when available) and other documents filed with the SEC by Genomma through the web site maintained by the SEC at <http://www.sec.gov>.

Certain Information Regarding Participants

Genomma, certain of its directors and executive officers and the individuals nominated by Genomma for election to Prestige's board of directors (the "Genomma Nominees") may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction under the rules of the SEC. As of the date of this communication, Genomma is the owner of 100 shares of common stock of Prestige. No additional compensation will be paid to Genomma's directors and executive officers in connection with such solicitation of proxies. Investors and security holders can obtain additional information regarding the direct and indirect interests of the Genomma Nominees and other participants in the additional soliciting material filed by Genomma with the SEC on April 2, 2012 and by reading the definitive proxy statement when it becomes available.

On April 26, 2012, Genomma Lab Internacional, S.A.B. de C.V. posted the following presentation on its website:
