

Prestige Brands Holdings, Inc.  
Form 4  
August 21, 2008

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GTCR PARTNERS VIII L P

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GTCR GOLDBERGER RAUNER,  
LLC, SEARS TOWER #6100

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/19/2008

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

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

CHICAGO, IL 60606-6402

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	08/19/2008		S		997 <sup>(1)</sup> D	\$ 10.03	736,164 D
Common Stock, par value \$0.01 per share	08/19/2008		S		34 <sup>(1)</sup> D	\$ 10.13	736,130 D
Common Stock, par value \$0.01	08/19/2008		S		2,291 <sup>(1)</sup> D	\$ 10.05	733,839 D

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per share

Common Stock, par value \$0.01 per share	08/19/2008	S	<u>3,751</u> (1)	D	\$ 10.04	730,088	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	<u>1,541</u> (1)	D	\$ 10.06	728,547	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	399 <u>(1)</u>	D	\$ 9.98	728,148	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	598 <u>(1)</u>	D	\$ 9.95	727,550	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	357 <u>(1)</u>	D	\$ 9.92	727,193	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	898 <u>(1)</u>	D	\$ 9.93	726,295	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	100 <u>(1)</u>	D	\$ 9.89	726,195	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	<u>2,791</u> (1)	D	\$ 9.88	723,404	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	997 <u>(1)</u>	D	\$ 9.87	722,407	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	<u>2,292</u> (1)	D	\$ 9.9	720,115	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	<u>2,650</u> (1)	D	\$ 9.84	717,465	D
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Common Stock, par value \$0.01 per share	08/19/2008	S	<u>4,334</u> (1)	D	\$ 9.83	713,131	D	
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>1,038</u> (1)	D	\$ 9.82	712,093	D	
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>2,293</u> (1)	D	\$ 9.86	709,800	D	
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>2,392</u> (1)	D	\$ 9.85	707,408	D	
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>6,030</u> (1)	D	\$ 9.81	701,378	D	
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>1,395</u> (1)	D	\$ 9.8	699,983	D	
Common Stock, par value \$0.01 per share						11,122,046	I	See footnote (2)

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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					Amount or Number of Shares
	Date Exercisable	Expiration Date	Title		
Code	V	(A)	(D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GTCR PARTNERS VIII L P C/O GTCR GOLDER RAUNER, LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402		X		
GTCR GOLDER RAUNER II LLC C/O GTCR GOLDER RAUNER, LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402		X		

## Signatures

/s/ Dennis M. Myers under a Power of Attorney	08/21/2008
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\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reflects shares received by GTCR Partners VIII, L.P. ("GTCR Partners VIII") as a result of pro rata distributions from GTCR Fund VIII, L.P. ("Fund VIII") and GTCR Fund VIII/B, L.P. ("Fund VIII/B") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

Reflects 9,461,583 shares held directly by Fund VIII and 1,660,463 shares held directly by Fund VIII/B. GTCR Partners VIII is the general partner of Fund VIII and Fund VIII/B, and GTCR Golder Rauner II, L.L.C. ("GTCR II") is the general partner of GTCR Partners VIII. As such, GTCR Partners VIII and GTCR II may be deemed to be beneficial owners of the 11,122,046 shares reported in Table I.

(2) GTCR Partners VIII and GTCR II expressly disclaim beneficial ownership of such shares reported in Table I, except to the extent of their pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR Partners VIII or GTCR II is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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