

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GTCR MEZZANINE PARTNERS  
LP

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60606-6402

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/20/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	08/20/2008		S	1	(1) D	\$ 9.79	1,938 D
Common Stock, par value \$0.01 per share	08/20/2008		S	3	(1) D	\$ 9.86	1,935 D
Common Stock, par value \$0.01	08/20/2008		S	9	(1) D	\$ 9.87	1,926 D

Edgar Filing: Prestige Brands Holdings, Inc. - Form 4

per share

Common Stock, par value \$0.01 per share	08/20/2008	S	4 <u>(1)</u>	D	\$ 9.84	1,922	D
---	------------	---	--------------	---	------------	-------	---

Common Stock, par value \$0.01 per share	08/20/2008	S	2 <u>(1)</u>	D	\$ 9.82	1,920	D
---	------------	---	--------------	---	------------	-------	---

Common Stock, par value \$0.01 per share	08/20/2008	S	2 <u>(1)</u>	D	\$ 9.81	1,918	D
---	------------	---	--------------	---	------------	-------	---

Common Stock, par value \$0.01 per share	08/20/2008	S	7 <u>(1)</u>	D	\$ 9.8	1,911	D
---	------------	---	--------------	---	--------	-------	---

Common Stock, par value \$0.01 per share	08/20/2008	S	2 <u>(1)</u>	D	\$ 9.74	1,909	D
---	------------	---	--------------	---	------------	-------	---

Common Stock, par value \$0.01 per share	08/20/2008	S	4 <u>(1)</u>	D	\$ 9.78	1,905	D
---	------------	---	--------------	---	------------	-------	---

Common Stock, par value \$0.01 per share	08/20/2008	S	4 <u>(1)</u>	D	\$ 9.65	1,901	D
---	------------	---	--------------	---	------------	-------	---

Common Stock, par value \$0.01 per share	08/20/2008	S	1 <u>(1)</u>	D	\$ 9.7	1,900	D
---	------------	---	--------------	---	--------	-------	---

Common Stock, par value \$0.01 per share	08/20/2008	S	2 <u>(1)</u>	D	\$ 9.69	1,898	D
---	------------	---	--------------	---	------------	-------	---

Common Stock, par value \$0.01 per share	08/20/2008	S	1 <u>(1)</u>	D	\$ 9.68	1,897	D
---	------------	---	--------------	---	------------	-------	---

Common Stock, par value \$0.01 per share	08/20/2008	S	13 <u>(1)</u>	D	\$ 9.73	1,884	D
---	------------	---	---------------	---	------------	-------	---

# Edgar Filing: Prestige Brands Holdings, Inc. - Form 4

Common Stock, par value \$0.01 per share	08/20/2008	S	17 <sup>(1)</sup>	D	\$ 9.76	1,867	D	
Common Stock, par value \$0.01 per share	08/20/2008	S	1 <sup>(1)</sup>	D	\$ 9.77	1,866	D	
Common Stock, par value \$0.01 per share	08/20/2008	S	10 <sup>(1)</sup>	D	\$ 9.75	1,856	D	
Common Stock, par value \$0.01 per share						301,240	I	See footnote <sup>(2)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GTCR MEZZANINE PARTNERS LP C/O GTCR GOLDBERGER RAUNER, LLC	X

SEARS TOWER #6100  
CHICAGO, IL 60606-6402

GTGR PARTNERS VI L P  
C/O GTGR GOLDER RAUNER, LLC  
SEARS TOWER #6100  
CHICAGO, IL 60606-6402

X

GTGR GOLDER RAUNER LLC  
C/O GTGR GOLDER RAUNER, LLC  
SEARS TOWER #6100  
CHICAGO, IL 60606-6402

X

## Signatures

/s/ Dennis M. Myers under a Power of  
Attorney

08/21/2008

\_\_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 GTGR Mezzanine Partners, L.P. ("Mezzanine Partners") as a result of pro rata distributions from GTCR Capital Partners, L.P. ("Capital Partners") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

Reflects 301,240 shares held directly by Capital Partners. Mezzanine Partners is the general partner of Capital Partners, GTGR Partners VI, L.P. ("Partners VI") is the general partner of Mezzanine Partners, and GTGR Golder Rauner, L.L.C. ("GTGR") is the general partner of Partners VI. As such, Mezzanine Partners, Partners VI and GTGR may be deemed to be beneficial owners of the 301,240 shares reported in Table I. Mezzanine Partners, Partners VI and GTGR 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 Mezzanine Partners, Partners VI or GTGR 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.