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

Prestige Brands Holdings, Inc.

Form 4	2000										
September 03										PROVAL	
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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						January 3 Expires: 200 Estimated average burden hours per response 0					
(Print or Type R	Responses)										
GTCR PARTNERS VIII L P Symbol				r Name and Ticker or Trading e Brands Holdings, Inc.				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[PBH]								
(Last)	(First)	(First) (Middle) 3. Date of Ea (Month/Day/			ansaction			DirectorX_10% Owner Officer (give title Other (specify below) below)			
	GOLDER RA S TOWER #6		08/29/20	800				below)	below)		
	(Street)			ndment, Da th/Day/Year)	-			6. Individual or Jo Applicable Line) Form filed by O _X_ Form filed by M	ne Reporting Per	son	
CHICAGO,	IL 60606-640)2						Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock, par value \$0.01 per share	08/29/2008			S	54,919 (1)	D	\$ 9.53 (2)	220,279	D		
Common Stock, par value \$0.01 per share	09/02/2008			S	69,772 (1)	D	\$ 9.3 (2)	150,507	D		
Common								11,122,046	I	See	

Stock, par value \$0.01

Reporting Owners

per share

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.

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					,,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

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		Х				
GTCR GOLDER RAUNER II LLC C/O GTCR GOLDER RAUNER, LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402		Х				
Signatures						
/s/ Dennis M. Myers under a Power of Attorney	09/03/2008					
**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).

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

Reflects shares received by GTCR Partners VIII, L.P. ("GTCR Partners VIII") as a result of pro rata distributions from GTCR Fund VIII,
 (1) 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.

Represents the weighted average price of the shares sold. The prices actually received ranged from (i) \$9.66 to \$9.41 for sales occurring on August 29, 2008 and (ii) \$9.72 to \$9.10 for sales occurring on September 2, 2008. The Reporting Person will provide to the issuer, any

(2) Sin August 29, 2008 and (in \$9.72 to \$9.10 for sales occurring on september 2, 2008. The Reporting reason will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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.

(3) 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. 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.