

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

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O GTCR GOLDR 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 Ownership (Instr. 4) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|  |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Stock, par value \$0.01 per share | 08/20/2008                           |  | S                              | 1 <sup>(1)</sup>  | D   | \$ 9.79  | 1,938                             | D |
| Common Stock, par value \$0.01 per share | 08/20/2008                           |  | S                              | 3 <sup>(1)</sup>  | D   | \$ 9.86  | 1,935                             | D |
| Common Stock, par value \$0.01           | 08/20/2008                           |  | S                              | 9 <sup>(1)</sup>  | D   | \$ 9.87  | 1,926                             | D |

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|   |            |   |               |   |            |       |   |
|---|------------|---|---------------|---|------------|-------|---|
| per share   |            |   |               |   |            |       |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 4 <u>(1)</u>  | D | \$<br>9.84 | 1,922 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 2 <u>(1)</u>  | D | \$<br>9.82 | 1,920 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 2 <u>(1)</u>  | D | \$<br>9.81 | 1,918 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 7 <u>(1)</u>  | D | \$ 9.8     | 1,911 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 2 <u>(1)</u>  | D | \$<br>9.74 | 1,909 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 4 <u>(1)</u>  | D | \$<br>9.78 | 1,905 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 4 <u>(1)</u>  | D | \$<br>9.65 | 1,901 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 1 <u>(1)</u>  | D | \$ 9.7     | 1,900 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 2 <u>(1)</u>  | D | \$<br>9.69 | 1,898 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 1 <u>(1)</u>  | D | \$<br>9.68 | 1,897 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 13 <u>(1)</u> | D | \$<br>9.73 | 1,884 | D |

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|  |            |   |                   |   |         |         |   |                             |
|--|------------|---|-------------------|---|---------|---------|---|-----------------------------|
| 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.

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>C/O GTCR GOLDBERGER RAUNER, LLC |               | X         |         |       |

SEARS TOWER #6100  
CHICAGO, IL 60606-6402

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

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

## 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 GTCR 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, GTCR Partners VI, L.P. ("Partners VI") is the general partner of Mezzanine Partners, and GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of Partners VI. As such, Mezzanine Partners, Partners VI and GTCR may be deemed to be beneficial owners of the 301,240 shares reported in Table I. Mezzanine Partners, Partners VI and GTCR 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 GTCR 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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