

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 \*  
Donnini David

(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)  
08/19/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

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

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

| 1. Title of<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                   |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008                              |                                                             | S                                       | 1                                                                          | (1)<br>D<br>\$<br>9.78                                                                                             | 344                                                                  | I<br><br>See<br>footnote (2)<br>(3)                               |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008                              |                                                             | S                                       | 1                                                                          | (1)<br>D<br>\$<br>9.65                                                                                             | 343                                                                  | I<br><br>See<br>footnote (2)<br>(3)                               |
| Common<br>Stock, par<br>value \$0.01              | 08/20/2008                              |                                                             | S                                       | 1                                                                          | (1)<br>D<br>\$<br>9.73                                                                                             | 342                                                                  | I<br><br>See<br>footnote (2)<br>(3)                               |

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per share

|                                                   |            |   |                  |   |            |     |   |                                              |
|---------------------------------------------------|------------|---|------------------|---|------------|-----|---|----------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 5 <sup>(1)</sup> | D | \$<br>9.76 | 337 | I | See<br>footnote <sup>(2)</sup><br><u>(3)</u> |
|---------------------------------------------------|------------|---|------------------|---|------------|-----|---|----------------------------------------------|

|                                                   |            |   |                  |   |            |     |   |                                              |
|---------------------------------------------------|------------|---|------------------|---|------------|-----|---|----------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 2 <sup>(1)</sup> | D | \$<br>9.75 | 335 | I | See<br>footnote <sup>(2)</sup><br><u>(3)</u> |
|---------------------------------------------------|------------|---|------------------|---|------------|-----|---|----------------------------------------------|

|                                                   |  |  |  |  |  |           |   |                                              |
|---------------------------------------------------|--|--|--|--|--|-----------|---|----------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share |  |  |  |  |  | 9,461,583 | I | See<br>footnote <sup>(2)</sup><br><u>(4)</u> |
|---------------------------------------------------|--|--|--|--|--|-----------|---|----------------------------------------------|

|                                                   |  |  |  |  |  |           |   |                                              |
|---------------------------------------------------|--|--|--|--|--|-----------|---|----------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share |  |  |  |  |  | 1,660,463 | I | See<br>footnote <sup>(2)</sup><br><u>(5)</u> |
|---------------------------------------------------|--|--|--|--|--|-----------|---|----------------------------------------------|

|                                                   |  |  |  |  |  |        |   |                                              |
|---------------------------------------------------|--|--|--|--|--|--------|---|----------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share |  |  |  |  |  | 50,499 | I | See<br>footnote <sup>(2)</sup><br><u>(6)</u> |
|---------------------------------------------------|--|--|--|--|--|--------|---|----------------------------------------------|

|                                                   |  |  |  |  |  |         |   |                                              |
|---------------------------------------------------|--|--|--|--|--|---------|---|----------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share |  |  |  |  |  | 301,240 | I | See<br>footnote <sup>(2)</sup><br><u>(7)</u> |
|---------------------------------------------------|--|--|--|--|--|---------|---|----------------------------------------------|

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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|---------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                      | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number                                                      |

of  
Shares

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                             | Director      | 10% Owner | Officer | Other |
| Donnini David<br>C/O GTCR GOLDER RAUNER, LLC<br>SEARS TOWER #6100<br>CHICAGO, IL 60606-6402 | X             | 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).

(1) Reflects shares received by GTCR Golder Rauner II, LLC ("GTCR II") as a result of pro rata distributions from GTCR Co-Invest II, L.P. ("Co-Invest II") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

(2) The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

(3) Reflects shares held directly by GTCR II. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR II to the extent of the Reporting Person's indirect proportionate interest in GTCR II.

(4) GTCR Fund VIII, LP ("Fund VIII") is the direct beneficial owner of such shares. GTCR Partners VIII, LP ("GTCR Partners VIII") is the general partner of Fund VIII and 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 such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by Fund VIII to the extent of the Reporting Person's indirect proportionate interest in Fund VIII.

(5) GTCR Fund VIII/B, LP ("Fund VIII/B") is the direct beneficial owner of such shares. GTCR Partners VIII is the general partner of Fund VIII/B and 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 such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by Fund VIII/B to the extent of the Reporting Person's indirect proportionate interest in Fund VIII/B.

(6) Co-Invest II is the direct beneficial owner of such shares. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be a beneficial owner of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by Co-Invest II to the extent of the Reporting Person's indirect proportionate interest in Co-Invest II.

(7) GTCR Capital Partners, LP ("Capital Partners") is the direct beneficial owner of such shares. GTCR Mezzanine Partners, LP ("Mezzanine Partners") is the general partner of Capital Partners. GTCR Partners VI, LP ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, LLC ("GTCR") is the general partner of GTCR Partners VI. As such, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR, Mezzanine Partners and GTCR Partners VI and may be deemed to have an indirect pecuniary interest in the shares owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

**Remarks:**

Remarks: This is 4 of 4 reports relating to sale transactions occurring on August 19, 2008 and August 20, 2008.

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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