

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 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 GOLDR RAUNER, LLC, SEARS TOWER #6100
 (Street)

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

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

CHICAGO, IL 60606-6402

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

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

(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 ⁽¹⁾ D | \$ 10.03 736,164 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | 34 ⁽¹⁾ D | \$ 10.13 736,130 | D | |
| Common Stock, par value \$0.01 | 08/19/2008 | | S | 2,291 ⁽¹⁾ 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 |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | <u>1,541</u> (1) | D | \$ 10.06 | 728,547 | D |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 399 <u>(1)</u> | D | \$ 9.98 | 728,148 | D |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 598 <u>(1)</u> | D | \$ 9.95 | 727,550 | D |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 357 <u>(1)</u> | D | \$ 9.92 | 727,193 | D |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 898 <u>(1)</u> | D | \$ 9.93 | 726,295 | D |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 100 <u>(1)</u> | D | \$ 9.89 | 726,195 | D |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | <u>2,791</u> (1) | D | \$ 9.88 | 723,404 | D |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 997 <u>(1)</u> | D | \$ 9.87 | 722,407 | D |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | <u>2,292</u> (1) | D | \$ 9.9 | 720,115 | D |
| 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 <u>(2)</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 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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | | |
|------|---------------------|--------------------|-------|--|--|
| | | | | | 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

__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.

(1) 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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