

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2008-08-29** | Period of Report: **2008-08-27**

SEC Accession No. **0001104659-08-056205**

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REPORTING OWNER

GTCR GOLDR RAUNER II LLC

CIK: **1262953**

Type: **4** | Act: **34** | File No.: **001-32433** | Film No.: **081050180**

Business Address

*GTCR GOLDR RAUNER LLC
SUITE 6100, SEARS TOWER
CHICAGO IL 60606*

ISSUER

Prestige Brands Holdings, Inc.

CIK: **1295947** | IRS No.: **201297589** | Fiscal Year End: **0331**

SIC: **2834** Pharmaceutical preparations

Mailing Address

*90 NORTH BROADWAY
IRVINGTON NY 10533*

Business Address

*90 NORTH BROADWAY
IRVINGTON NY 10533
(914) 524-6810*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden
 hours per response 0.5

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

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

| | | | | | | | | |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person GTCR GOLDER RAUNER II LLC | | | 2. Issuer Name and Ticker or Trading Symbol Prestige Brands Holdings, Inc. [PBH] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/27/2008 | | | | | |
| C/O GTCR GOLDER RAUNER, LLC, SEARS TOWER #6100 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| (Street) CHICAGO, IL 60606-6402 | | | | | | | | |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 08/27/2008 | | S | | 50 ⁽¹⁾ | D | \$9.55 ⁽²⁾ | 198 | D | |
| Common Stock, par value \$0.01 per share | 08/28/2008 | | S | | 61 ⁽¹⁾ | D | \$9.58 ⁽²⁾ | 137 | D | |
| Common Stock, par value \$0.01 per share | | | | | | | | 50,499 | I | See footnote ⁽³⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Reflects shares received by GTCR Golder Rauner II, L.L.C ("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. Represents the weighted average price of the shares sold. The prices actually received ranged from (i) \$9.64 to \$9.40 for sales occurring on August 27, 2008 and (ii) \$9.68 to \$9.38 for sales occurring on August 28, 2008. The reporting person 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.
3. Reflects 50,499 shares held directly by Co-Invest II. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be a beneficial owner of the 50,499 shares reported in Table I. GTCR II expressly disclaims beneficial ownership of such shares reported in Table I, except to the extent of its pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR II is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of its pecuniary interest therein.

Signatures

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

** Signature of Reporting Person

08/29/2008

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.