GTCR PARTNERS VIII L P

Form 4

August 27, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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

(Last)

(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

(Middle)

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

08/25/2008

Director Officer (give title below)

_X__ 10% Owner _ Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

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response...

Estimated average

burden hours per

C/O GTCR GOLDER RAUNER, LLC, SEARS TOWER #6100

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

CHICAGO, IL 60606-6402

							reison		
(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	f, 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	08/25/2008		S	41,265 (1)	D	\$ 9.59 (2)	532,887	D	
Common Stock, par value \$0.01 per share	08/26/2008		S	37,067 (1)	D	\$ 9.52 (2)	495,820	D	
Common Stock, par value \$0.01							11,122,046	I	See footnote (3)

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per share

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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)	of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivati Security (Instr. 5)
				Code V	(Instr. 3, 4, and 5) (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 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	08/27/2008						
**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).

Reporting Owners 2

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- 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) \$9.75 to \$9.50 for sales occurring on August 25, 2008 and (ii) \$9.63 to \$9.41 for sales occurring on August 26, 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.
 - 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.