

Prestige Brands Holdings, Inc.
Form SC 13G/A
February 13, 2008

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
OMB Number:
3235-0145

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February 28, 2009
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**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Prestige Brands Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

74112D 10 1

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 74112D 10 1

1. Names of Reporting Persons
GTCR Fund VIII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
12,347,774
6. Shared Voting Power
-0- (see Item 4)
7. Sole Dispositive Power
12,347,774
8. Shared Dispositive Power
-0- (see Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
(see Item 4) 12,347,774
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
24.7%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 74112D 10 1

1. Names of Reporting Persons
GTCR Fund VIII/B, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
2,166,976
6. Shared Voting Power
-0- (see Item 4)
7. Sole Dispositive Power
2,166,976
8. Shared Dispositive Power
-0- (see Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
(see Item 4) 2,166,976
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
4.3%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 74112D 10 1

1. Names of Reporting Persons
GTCR Co-Invest II, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
65,904
6. Shared Voting Power
-0- (see Item 4)
7. Sole Dispositive Power
65,904
8. Shared Dispositive Power
-0- (see Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
(see Item 4) 65,904
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
0.1%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 74112D 10 1

1. Names of Reporting Persons
GTCR Capital Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
393,131
6. Shared Voting Power
-0- (see Item 4)
7. Sole Dispositive Power
393,131
8. Shared Dispositive Power
-0- (see Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
(see Item 4) 393,131
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
0.8%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 74112D 10 1

1. Names of Reporting Persons
GTCR Partners VIII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
-0-
6. Shared Voting Power
14,514,750 (see Item 4)
7. Sole Dispositive Power
-0-
8. Shared Dispositive Power
14,514,750 (see Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
(see Item 4) 14,514,750
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
29.0%
12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 74112D 10 1

1. Names of Reporting Persons
GTCR Golder Rauner II, L.L.C.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
14,580,654 (see Item 4) |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
14,580,654 (see Item 4) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
(see Item 4) 14,580,654
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
29.2%
 12. Type of Reporting Person (See Instructions)
00

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CUSIP No. 74112D 10 1

1. Names of Reporting Persons
GTCR Mezzanine Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
-0-
6. Shared Voting Power
393,131 (see Item 4)
7. Sole Dispositive Power
-0-
8. Shared Dispositive Power
393,131 (see Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
(see Item 4) 393,131
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
0.8%
12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 74112D 10 1

- | | | | |
|---|---|----------------------------------|--|
| 1. | Names of Reporting Persons
GTCR Partners VI, L.P. | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input checked="" type="radio"/> | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization
Delaware | | |
| | 5. | | Sole Voting Power
-0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
393,131 (see Item 4) |
| | 7. | | Sole Dispositive Power
-0- |
| | 8. | | Shared Dispositive Power
393,131 (see Item 4) |