

GTCR PARTNERS VIII L P
 Form 4
 September 14, 2009

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 FUND VIII LP

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)

3. Date of Earliest Transaction (Month/Day/Year)
 09/10/2009

____ Director _____ 10% Owner
 ____ Officer (give title below) X Other (specify below)
 See remarks below

C/O GTCR GOLDR RAUNER,
 L.L.C., 300 N. LASALLE STREET,
 SUITE 5600

(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 Person

CHICAGO, IL 60654

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.01 per share | 09/10/2009 | | J ⁽¹⁾ | 3,298,505 D | \$ 0 2,452,261 ⁽²⁾ | D ⁽³⁾ | |

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

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number.

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (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 FUND VIII LP
C/O GTCR GOLDBER RAUNER, L.L.C.
300 N. LASALLE STREET, SUITE 5600
CHICAGO, IL 60654

See remarks below

GTCR PARTNERS VIII L P
C/O GTCR GOLDBER RAUNER, L.L.C.
300 N. LASALLE STREET, SUITE 5600
CHICAGO, IL 60654

See remarks below

GTCR GOLDBER RAUNER II LLC
C/O GTCR GOLDBER RAUNER, L.L.C.
300 N. LASALLE STREET, SUITE 5600
CHICAGO, IL 60654

See remarks below

Signatures

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

09/14/2009

**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 a pro rata distribution of such shares by GTCR Fund VIII, L.P. ("Fund VIII") to its partners, including 89,793 shares distributed to GTCR Partners VIII, L.P. ("GTCR Partners VIII"). The distribution of shares from Fund VIII to GTCR Partners VIII was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.

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- Does not include the 89,793 shares distributed to GTCR Partners VIII, which are beneficially owned by GTCR Partners VIII. GTCR Golder Rauner II, L.L.C. ("GTCR II") is the general partner of GTCR Partners VIII. As such, GTCR II may be deemed to be beneficial
- (2) owner of such shares. GTCR II expressly disclaims beneficial ownership of such shares, 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.

- Fund VIII is the direct beneficial owner of the shares reported in Table I. 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
- (3) owners of the 2,452,261 shares reported in Table I. GTCR Partners VIII and GTCR II expressly disclaim beneficial ownership of the 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.

Remarks:

The Reporting Person may be deemed a director by virtue of a Fund VIII member serving on the board of directors of Prestige

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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