

PLAYTEX PRODUCTS INC
Form 5
February 08, 2005

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
EISENSON MICHAEL R

(Last) (First) (Middle)

CHARLESBANK CAPITAL PARTNERS, 600 ATLANTIC AVENUE, 26TH FLOOR

(Street)

BOSTON, MA 02110-2203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PLAYTEX PRODUCTS INC [PYX]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/25/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/12/2004	Â	J4 ⁽¹⁾	2,915,963 ⁽¹⁾	A \$ 0	2,915,963 ^{(2) (3) (4)}	I See Footnotes ^{(2) (3) (4)}

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

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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. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EISENSON MICHAEL R CHARLESBANK CAPITAL PARTNERS 600 ATLANTIC AVENUE, 26TH FLOOR BOSTON, MA 02110-2203	Â X	Â	Â	Â

Signatures

/s/ Tami E. Nason, Attorney-in-Fact of the Reporting Person
Date: 02/07/2005

**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).

On October 12, 2004, HWH Surplus Valentine Partners, L.P. ("HWHSVP"), a limited partnership in which Charlesbank Equity Fund II, Limited Partnership was a limited partner, dissolved and distributed the 2,915,963 shares of the Issuer's common stock previously held by HWHSVP to its partners, and its partners contributed such shares of Common Stock to a newly-formed limited liability company, Surplus Valentine, LLC, of which Charlesbank Equity Fund II, Limited Partnership is the managing member. The number of shares of the Issuer's common stock which Charlesbank Equity Fund II, Limited Partnership received upon dissolution of HWHSVP and subsequently contributed to Surplus Valentine, LLC was 2,886,803.3. No consideration was paid in connection with the distribution or received in connection with the contribution.

(1) Michael R. Eisenson is a non-employee director of the Issuer and is also a managing director and Chief Executive Officer of Charlesbank Capital Partners, LLC, which is the general partner of Charlesbank Equity Fund II GP, Limited Partnership. Charlesbank Equity Fund II GP, Limited Partnership is the general partner of Charlesbank Equity Fund II, Limited Partnership. Charlesbank Equity Fund II, Limited Partnership is the managing member of Surplus Valentine, LLC.

(3) In addition to Michael R. Eisenson, Kim G. Davis, Andrew S. Janower, Tim R. Palmer and Mark A. Rosen (collectively, the "Managing Directors") are managing directors of Charlesbank Capital Partners, LLC. The Managing Directors have shared voting and investment power with respect to the shares of common stock held by Surplus Valentine, LLC (together with Charlesbank Capital Partners, LLC, Charlesbank Equity Fund II GP, Limited Partnership and Charlesbank Equity Fund II, Limited Partnership, the "Charlesbank Entities").

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- The Managing Directors and the Charlesbank Entities may be deemed to share beneficial ownership of the shares of common stock, or portions thereof, and each of them disclaims his or its beneficial ownership, other than his or its pecuniary interest, therein. Pursuant to (4) Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Act"), this filing shall not be deemed an admission that any of them is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities of the issuer in excess of his or its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.