FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Domnini David Prestige Brands Holdings, Inc. [PBH]						OI .	occion .	30(11) 01 111	o ilivoot	illelit v	Sompany Act	01 1540							
Class (First) (Modulle)	1. Name and Address of Reporting Person* <u>Donnini David</u>													X Director X 10% Owner					
Common Stock, par value \$0.01 per share 08/29/2008 S 1936 D \$9.330 110.507 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.350 011 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 27/80 D \$9.250 75 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 35/80 D \$9.250 75 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 35/80 D \$9.250 75 I Second Common Stock, par value \$0.01 per share 08/29/2008 S 35/80 D \$9.250 75 I Second Common Stock, par value \$0.01 per share 09/02/2008 S S S S S S S S S	C/O GTCR GOLDER RAUNER, LLC)	` ' '													er (specify ow)
CHICAGO II. 60606-6402 Cap Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned to Person From flied by More than One Reporting Person From flied by More than One Reporting Person From flied by More than One Report Person From Flied By One Cap In Fig. 1	, DEPTING	TOWER #0				4. I	f Amend	ment, Date	iled (Month/Da		6. Individual or Joint/Group Filing (Check Applicable								
Table - Non-Derivative Securities Acquired Disposed of, or Beneficially Owned	-	GO IL		60606	-6402									,	Form	i filed by			
Title of Security (Instr. 3) Common Stock, par value \$0.01 per share 08/29/2008 S 09/02/2008 S	(City) (State) (Zip)																		
Date Oktorhibay/Year Okto			Tab	le I - I	Non-Deriv	ative	e Secu	rities A	cquire	ed, D	isposed o	f, or B	enefic	iall	y Owne	d			
Code V	Date					Execution Date, ear) if any		Transaction Code (Instr.		Disposed Of (D) (Instr. 3,				Securities Beneficially Owned Following		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership	
Common Stock, par value \$0.01 per share 09/02/2008 S 69,772(0) D \$9,3(0) 150,507 I See footr									Code	v	Amount	(A) or (D)	Price	- -	Transactio	on(s) id 4)			(5 4)
Common Stock, par value \$0.01 per share	Common	Stock, par v	value \$0.01 per	share	08/29/20	80			S		54,919(1)	D	\$9.53	(2)	220,2	279			See footnote ⁽³⁾⁽⁴⁾
Common Stock, par value \$0.01 per share O9/02/2008	Common	Stock, par v	value \$0.01 per	share	09/02/20	08			S		69,772(1)	D	\$9.30	(2)	150,5	507			See footnote ⁽³⁾⁽⁴⁾
Common Stock, par value \$0.01 per share	Common	Stock, par v	value \$0.01 per	share	08/29/20	80			S		152 ⁽⁵⁾	D	\$9.53	(6)	611	1			See footnote ⁽³⁾⁽⁷⁾
Common Stock, par value \$0.01 per share Security (Instr. 3) Securities Conversion Securities Conversion Securities Code (Instr. 6) Derivative Securities Code (Instr. 6) Securities Code (Instr. 6) Securitie	Common	Stock, par v	value \$0.01 per	share	09/02/20	08			S		193 ⁽⁵⁾	D	\$9.30	(6)	418	В			See footnote ⁽³⁾⁽⁷⁾
Common Stock, par value \$0.01 per share Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired (A) or Securities (Month/Day/Year) Security Securities Acquired (A) or Beneficially Owned (Exp., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (Month/Day/Year) Securities (Month/Day/Year) Securities (Month/Day/Year) Securities (Month/Day/Year) Securities (B) Sumber of Derivative Securities (Month/Day/Year) Securities (Month/Day/Ye	Common	Stock, par v	value \$0.01 per	share	08/29/20	08			S		27(8)	D	\$9.54	(9)	110)	:		See footnote ⁽³⁾⁽¹⁰⁾
Common Stock, par value \$0.01 per share Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 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) Conversion or Exercise Price of Date Price of Date (Month/Day/Year) Securities Acquired (A) or Derivative Security (Instr. 3) Derivative Security (Instr. 3) Amount of Securities Derivative Securities Securities (Instr. 4) Ownership Form: Disposed of Owned (A) or Disposed of Owned (Instr. 4) Ownership Form: Direct (D) Owned (I	Common	Stock, par v	value \$0.01 per	share	09/02/20	08			S		35 ⁽⁸⁾	D	\$9.25	(9)	75	,			See footnote ⁽³⁾⁽¹⁰⁾
Common Stock, par value \$0.01 per share Common Stock, par value \$0.01 per share Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 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) Table II - Derivative Securities Acquired (A) or Derivative Securities (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Derivative Securities (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Derivative Securities (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Derivative Securities (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Derivative Securities (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Derivative Securities (Month/Day/Year) Table II - Derivative Securities (Month/Day/Year)	Common	Stock, par v	value \$0.01 per	share											9,461,	.583			See footnote ⁽³⁾⁽¹¹⁾
Common Stock, par value \$0.01 per share Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion or Exercise Price of Derivative Price of Derivative Security (Instr. 3) See Footn Stock, par value \$0.01 per share Supposed Su	Common	Stock, par v	value \$0.01 per	share											1,660,	,463			See footnote ⁽³⁾⁽¹²⁾
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 Security Security (Instr. 3) 3. Transaction Date (Instr. 2) 4. Transaction Date Expiration Date (Instr. 2) Code (Instr. 3) 5. Number of Code (Instr. 2) Code (Instr. 3) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Security Securities Underlying Derivative Security (Instr. 3) 8. Price of Derivative Security (Instr. 3) 9. Number of Amount of Security (Instr. 5) 9. Ownership Form: Beneficially Owned (A) or Disposed	Common	Stock, par v	value \$0.01 per	share											50,4	99			See footnote ⁽³⁾⁽¹³⁾
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) Price of Derivative Security S	Common	Stock, par v	value \$0.01 per	share											301,240		I		See footnote ⁽³⁾⁽¹⁴⁾
1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security																			
(Instr. 3, 4 and 5)	Derivative Conversion or Exercise (Month/Day/Year) if any (Month Day/Year) Execution or Exercise (Month/Day/Year) if any (Month Derivative Price of Derivative		eemed 4. Ition Date, Trans. Code		5. Number of Operivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		6. Date Exe		rcisable and Date	7. Title and Amount of Securities Underlying Derivative Security (Instr.		8. De Se (Ir	erivative ecurity	derivative Securities Beneficial Owned Followin Reported Transact	ive jest over the control of the con		Beneficial Ownership ct (Instr. 4)		
Code V (A) (D) Exercisable Expiration Date Expiration Date Title Shares						Code	v	(A) (D)		cisable		Title	or Number of						

- 1. Reflects shares received by GTCR Partners VIII, L.P. ("GTCR Partners VIII") as a result of pro rata distributions from GTCR Fund VIII, L.P. ("Fund VIII") and GTCR Fund VIIII/B, L.P. ("Fund VIIII/B") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
- 2. Reflects the weighted average price of the shares sold. The prices actually received ranged from (i) \$9.66 to \$9.41 for sales occurring on August 29, 2008 and (ii) \$9.72 to \$9.10 for sales occurring on September 2, 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
- 3. The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. The filling of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
- 4. Reflects shares held directly by GTCR Partners VIII. GTCR Golder Rauner II, LLC ("GTCR II") is the general partner of GTCR Partners VIII. As such, GTCR II may be deemed to be the beneficial owner of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR Partners VIII to the

extent of the Reporting Person's indirect proportionate interest in GTCR Partners VIII.

- 5. Reflects shares received by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") as a result of pro rata distributions from GTCR Capital Partners, L.P. ("Capital Partners") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
- 6. Represents the weighted average price of the shares sold. The prices actually received ranged from (i) \$9.64 to \$9.41 for sales occurring on August 29, 2008 and (ii) \$9.67 to \$9.13 for sales occurring on September 2, 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.
- 7. Reflects shares held directly by Mezzanine Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VI. As such, GTCR may be deemed to be the beneficial owner of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by Mezzanine Partners to the extent of the Reporting Person's indirect proportionate interest in Mezzanine Partners.
- 8. Reflects shares received by 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.
- 9. Represents the weighted average price of the shares sold. The prices actually received ranged from (i) \$9.63 to \$9.45 for sales occurring on August 29, 2008 and (ii) \$9.67 to \$9.13 for sales occurring on September 2, 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.
- 10. Reflects shares held directly by GTCR II. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR II to the extent of the Reporting Person's indirect proportionate interest in GTCR II.
- 11. Fund VIII is the direct beneficial owner of such shares. 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 owners of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and GTCR Partners VIII and may be deemed to have an indirect pecuniary interest in the shares owned by Fund VIII to the extent of the Reporting Person's indirect proportionate interest in Fund VIII.
- 12. Fund VIII/B is the direct beneficial owner of such shares. GTCR Partners VIII is the general partner of Fund VIII/B 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 owners of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and GTCR Partners VIII and may be deemed to have an indirect pecuniary interest in the shares owned by Fund VIII/B to the extent of the Reporting Person's indirect proportionate interest in Fund VIII/B.
- 13. Co-Invest II is the direct beneficial owner of such shares. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be a beneficial owner of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by Co-Invest II to the extent of the Reporting Person's indirect proportionate interest in Co-Invest II.
- 14. Capital Partners is the direct beneficial owner of such shares. Mezzanine Partners is the general partner of Capital Partners. GTCR Partners VI is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR, Mezzanine Partners and GTCR Partners VI and may be deemed to have an indirect pecuniary interest in the shares owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

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

09/03/2008

** Signature of Reporting Person

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.