

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>GTCR MEZZANINE PARTNERS LP</u> (Last) (First) (Middle) <u>C/O GTCR GOLDR RAUNER, LLC</u> <u>SEARS TOWER #6100</u> (Street) <u>CHICAGO IL 60606-6402</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Prestige Brands Holdings, Inc. [PBH]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/19/2008</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 3 ⁽¹⁾ | D | \$10.03 | 2,039 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 6 ⁽¹⁾ | D | \$10.05 | 2,033 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 11 ⁽¹⁾ | D | \$10.04 | 2,022 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 4 ⁽¹⁾ | D | \$10.06 | 2,018 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 1 ⁽¹⁾ | D | \$9.98 | 2,017 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 2 ⁽¹⁾ | D | \$9.95 | 2,015 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 1 ⁽¹⁾ | D | \$9.92 | 2,014 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 2 ⁽¹⁾ | D | \$9.93 | 2,012 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 8 ⁽¹⁾ | D | \$9.88 | 2,004 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 3 ⁽¹⁾ | D | \$9.87 | 2,001 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 7 ⁽¹⁾ | D | \$9.9 | 1,994 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 7 ⁽¹⁾ | D | \$9.84 | 1,987 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 12 ⁽¹⁾ | D | \$9.83 | 1,975 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 3 ⁽¹⁾ | D | \$9.82 | 1,972 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 6 ⁽¹⁾ | D | \$9.86 | 1,966 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 7 ⁽¹⁾ | D | \$9.85 | 1,959 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 16 ⁽¹⁾ | D | \$9.81 | 1,943 | D | |
| Common Stock, par value \$0.01 per share | 08/19/2008 | | S | | 4 ⁽¹⁾ | D | \$9.8 | 1,939 | D | |
| Common Stock, par value \$0.01 per share | | | | | | | | 301,240 | I | See footnote ⁽²⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

1. Name and Address of Reporting Person*
GTCR MEZZANINE PARTNERS LP

(Last) (First) (Middle)
C/O GTCR GOLDER RAUNER, LLC
SEARS TOWER #6100

(Street)
CHICAGO IL 60606-6402

(City) (State) (Zip)

1. Name and Address of Reporting Person*
GTCR PARTNERS VI L P

(Last) (First) (Middle)
C/O GTCR GOLDER RAUNER, LLC
SEARS TOWER #6100

(Street)
CHICAGO IL 60606-6402

(City) (State) (Zip)

1. Name and Address of Reporting Person*
GTCR GOLDER RAUNER LLC

(Last) (First) (Middle)
C/O GTCR GOLDER RAUNER, LLC
SEARS TOWER #6100

(Street)
CHICAGO IL 60606-6402

(City) (State) (Zip)

Explanation of Responses:

1. 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.
2. Reflects 301,240 shares held directly by Capital Partners. Mezzanine Partners is the general partner of Capital Partners, GTCR Partners VI, L.P. ("Partners VI") is the general partner of Mezzanine Partners, and GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of Partners VI. As such, Mezzanine Partners, Partners VI and GTCR may be deemed to be beneficial owners of the 301,240 shares reported in Table I. Mezzanine Partners, Partners VI and GTCR 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 Mezzanine Partners, Partners VI or GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.

/s/ Dennis M. Myers under a
Power of Attorney 08/21/2008

** 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.

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