

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 | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>GTCR FUND VIII LP</u> (Last) (First) (Middle) <u>C/O GTCR GOLDER RAUNER, L.L.C.</u> <u>300 N. LASALLE STREET, SUITE 5600</u> (Street) <u>CHICAGO IL 60654</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>05/18/2009</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 | 05/18/2009 | | J ⁽¹⁾ | | 3,710,817 | D | \$0 | 5,750,766 ⁽²⁾ | D ⁽³⁾ | |

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) | | 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 | Date Exercisable | Expiration Date | | | | | |

1. Name and Address of Reporting Person*
GTCR FUND VIII LP
 (Last) (First) (Middle)
C/O GTCR GOLDER RAUNER, L.L.C.
300 N. LASALLE STREET, SUITE 5600
 (Street)
CHICAGO IL 60654
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GTCR PARTNERS VIII L P
 (Last) (First) (Middle)
C/O GTCR GOLDER RAUNER, L.L.C.
300 N. LASALLE STREET, SUITE 5600
 (Street)
CHICAGO IL 60654
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GTCR GOLDER RAUNER II LLC
 (Last) (First) (Middle)
C/O GTCR GOLDER RAUNER, L.L.C.

300 N. LASALLE STREET, SUITE 5600

(Street)
CHICAGO IL 60654

(City) (State) (Zip)

Explanation of Responses:

1. Reflects a pro rata distribution of such shares by GTCR Fund VIII, L.P. ("Fund VIII") to its partners, including 101,017 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.
2. Does not include the 101,017 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 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.
3. 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 owners of the 5,750,766 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:

/s/ Dennis M. Myers under a
Power of Attorney. 05/20/2009

** 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.