## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subjording Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	ect to
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 burd	en									

hours per response: 0.5	Estimated average burden	
	hours per response:	0.5

1. Name and Addr		5	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Prestige Brands Holdings, Inc.</u> [PBH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
<u>GTCR PARTNERS VIII L P</u>				1	Director	Х	10% Owner				
(Last) (First) (Middle) C/O GTCR GOLDER RAUNER, LLC SEARS TOWER #6100			3. Date of Earliest Transaction (Month/Day/Year) 08/19/2008		Officer (give title below)		Other (specify below)				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street) CHICAGO	IL	60606-6402	_	X	Form filed by One Form filed by Mor Person	•	•				
(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 Disposed Of 5)	Acquired (D) (Instr.	(A) or 3, 4 and	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, par value \$0.01 per share	08/19/2008		S		<b>997</b> <sup>(1)</sup>	D	\$10.03	736,164	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		34(1)	D	\$10.13	736,130	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		2,291(1)	D	\$10.05	733,839	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		<b>3,751</b> <sup>(1)</sup>	D	\$10.04	730,088	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		1,541(1)	D	\$10.06	728,547	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		<b>399</b> <sup>(1)</sup>	D	\$9.98	728,148	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		<b>598</b> <sup>(1)</sup>	D	\$9.95	727,550	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		357(1)	D	<b>\$9.92</b>	727,193	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		898(1)	D	\$9.93	726,295	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		100(1)	D	\$9.89	726,195	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		2,791 <sup>(1)</sup>	D	\$9.88	723,404	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		<b>997</b> <sup>(1)</sup>	D	\$9.87	722,407	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		2,292 <sup>(1)</sup>	D	\$ <mark>9.</mark> 9	720,115	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		2,650 <sup>(1)</sup>	D	\$9.84	717,465	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		4,334(1)	D	\$9.83	713,131	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		1,038(1)	D	\$9.82	712,093	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		2,293(1)	D	\$9.86	709,800	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		2,392 <sup>(1)</sup>	D	\$9.85	707,408	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		6,030 <sup>(1)</sup>	D	<b>\$9.81</b>	701,378	D	
Common Stock, par value \$0.01 per share	08/19/2008		S		1,395 <sup>(1)</sup>	D	\$ <mark>9.8</mark>	699,983	D	
Common Stock, par value \$0.01 per share								11,122,046	Ι	See footnote <sup>(2</sup>

## 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) 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 and 4)	8. Price of Derivative Security (Instr. 5) 3	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)	
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		Ta	ble II - Deriva (e.g., p					ired, Disp options,							
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed	Code	V	(A)NL	1 <b>m(150e)</b> r	ExDectisEblero	is Calute and	7itlētle Amou	a Sollodares	8. Price of	9. Number of derivative	10. Ownership	11. Nature of Indirect
Security (instr. 3) an	or Exercise Address of	(Month/Day/Year) Reporting Person RS VIII L P	if any (Month/Day/Year)	Code 8)	(Instr.	Deriv Secu Acqu (A) o Disp	r	(Month/Day/		Securi Under Deriva	ities lying itive ity (Instr. 3	Security (Instr. 5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
	1	(First) R RAUNER, LI	(Middle)			of (D (Inst and !	r. 3, 4						Transaction(s) (Instr. 4)		
SEARS	FOWER #6	100													
(Street) CHICAC	 60	IL	60606-6402	   2 							Amount or Number				
(City)		(State)	(Zip)	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	of Shares				
		Reporting Person <sup>*</sup> R RAUNER I	<u>I LLC</u>		_										
(Last)		(First)	(Middle)												
C/O GTC	CR GOLDE	R RAUNER, LI	.C												
SEARS 1	FOWER #6	100													
(Street)															
CHICAC	GO	IL	60606-6402	2											
(City)		(State)	(Zip)												

## Explanation of Responses:

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 VIII/B, L.P. ("Fund VIII/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 9,461,583 shares held directly by Fund VIII and 1,660,463 shares held directly by Fund VIII/B. GTCR Partners VIII is the general partner of Fund VIII and Fund VIII/B, and GTCR Golder Rauner II, L.L.C. ("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 11,122,046 shares reported in Table I. GTCR Partners VIII and GTCR II 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 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.

<u>/s/ Dennis M. Myers under a</u> Power of <u>Attorney</u>

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.

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.