

Prestige Brands Holdings, Inc.
Form 4
August 13, 2008

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEMMER VINCENT J

(Last) (First) (Middle)

C/O GTCR GOLDR RAUNER,
L.L.C., SEARS TOWER #6100

(Street)

CHICAGO, IL 60606-6402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Prestige Brands Holdings, Inc.
[PBH]

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2008

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 Filing(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 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	08/11/2008		J ⁽¹⁾		2,259,182 <u>(2)</u> <u>(3)</u>	D	\$ 0
							10,088,592 <u>(2)</u> <u>(7)</u>
						I	See footnote <u>(11)</u>
Common Stock, par value \$0.01 per share	08/11/2008		J ⁽¹⁾		396,361 <u>(2)</u> <u>(4)</u>	D	\$ 0
							1,770,615 <u>(2)</u> <u>(8)</u>
						I	See footnote <u>(12)</u>
	08/11/2008		J ⁽¹⁾			D	\$ 0
							50,868 <u>(2)</u> <u>(9)</u>
						I	

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).
- (1) Reflects a pro rata distribution of such shares by the fund to its partners.
The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. The filing 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.
 - (3) Excludes 627,009 shares, which is the number of shares in column 4 that were distributed to GTCR Partners VIII, L.P. ("GTCR Partners VIII"), the general partner of GTCR Fund VIII, L.P. ("Fund 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 (the "Exchange Act"), promulgated by Rule 16a-13 thereunder.
Excludes 110,152 shares, which is the number of shares in column 4 that were distributed to GTCR Partners VIII, the general partner of GTCR Fund VIII/B, L.P. ("Fund VIII/B"). The distribution of shares from Fund VIII/B to GTCR Partners VIII was exempt from Section 16 of the Exchange Act, promulgated by Rule 16a-13 thereunder.
 - (4) Excludes 369 shares, which is the number of shares in column 4 that were distributed to GTCR Golder Rauner II, L.L.C. ("GTCR II"), the general partner of GTCR Co-Invest II, L.P. ("Co-Invest II"). The distribution of shares from Co-Invest II to GTCR II was exempt from Section 16 of the Exchange Act, promulgated by Rule 16a-13 thereunder.
 - (5) Excludes 2,042 shares, which is the number of shares in column 4 that were distributed to GTCR Mezzanine Partners, L.P. ("Mezzanine Partners"), the general partner of GTCR Capital Partners, L.P. ("Capital Partners"). The distribution of shares from Capital Partners to Mezzanine Partners was exempt from Section 16 of the Exchange Act, promulgated by Rule 16a-13 thereunder.
 - (6) Includes 9,461,583 shares held directly by Fund VIII and the 627,009 shares distributed by it to GTCR Partners VIII. GTCR Partners VIII is the direct beneficial owner of the 627,009 shares reported in Table I. GTCR II is the general partner of GTCR Partners VIII. As such, GTCR II may be deemed to be beneficial owners of the shares reported in Table I by GTCR Partners VIII. 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 issuer's Common Stock owned by GTCR Partners VIII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VIII.
 - (7) Includes the 1,660,463 shares held directly by Fund VIII/B and the 110,152 shares distributed by it to GTCR Partners VIII. GTCR Partners VIII is the direct beneficial owner of the 110,152 shares reported in Table I. GTCR II is the general partner of GTCR Partners VIII. As such, GTCR II may be deemed to be beneficial owners of the shares reported in Table I by GTCR Partners VIII. 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 issuer's Common Stock owned by GTCR Partners VIII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VIII.
 - (8) Includes the 50,499 shares held directly by Co-Invest II and the 369 shares distributed by it to GTCR II. GTCR II is the direct beneficial owner of the 369 shares reported in Table I. 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 issuer's Common Stock owned by GTCR II to the extent of the Reporting Person's indirect proportionate interest in GTCR II.
 - (9) Includes the 301,240 shares held directly by Capital Partners and the 2,042 shares distributed by it to Mezzanine Partners. Mezzanine Partners is the direct beneficial owner of the 2,042 shares reported in Table I. 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 Partners VI and GTCR may be deemed to be beneficial owners of the shares reported in Table I by Mezzanine Partners. 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 issuer's Common Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Mezzanine Partners.
 - (10) Fund VIII is the direct beneficial owner of the 9,461,583 shares reported in this row of 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 9,461,583 shares reported in Table I. 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 issuer's Common Stock owned by Fund VIII to the extent of the Reporting Person's indirect proportionate interest in Fund VIII.
 - (11) Fund VIII/B is the direct beneficial owner of the 1,660,463 shares reported in this row of Table I. 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 the 1,660,463 shares reported in Table I. 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 issuer's Common Stock owned by Fund VIII/B to the extent of the Reporting Person's indirect proportionate interest in Fund VIII/B.
 - (12)

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(13) Co-Invest II is the direct beneficial owner of the 50,499 shares reported in this row of Table I. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be a beneficial owner of the 50,499 shares reported in Table I. 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 issuer's Common Stock 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 the 301,240 shares reported in this row of Table I. 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 the 301,240 shares reported in Table I. 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 issuer's Common Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

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