

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**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**CHICAGO, IL 60606-6402**

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

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Common Stock, par value \$0.01 per share									15,036 <sup>(2)</sup> <u>(5)</u>			See footnote <u>(13)</u>		
Common Stock, par value \$0.01 per share	08/11/2008	J <sup>(1)</sup>							89,849 <sup>(2)</sup> <u>(6)</u>	D	\$ 0	303,282 <sup>(2)</sup> <u>(10)</u>	I	See footnote <u>(14)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEMMER VINCENT J C/O GTCR GOLDR RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402	X	X		

## Signatures

/s/ Dennis M. Myers under a Power of Attorney  
Date: 08/12/2008

        \*\*Signature of Reporting Person

Date

## 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.

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.
  - (2) 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.
  - (3) 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.
  - (4) 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.
  - (5) 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.
  - (6) 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.
  - (7) 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.
  - (8) 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.
  - (9) 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.
  - (10) 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.
  - (11)
  - (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.

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