

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 *
GTCR FUND VIII LP

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 ___X___ 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
X 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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	08/11/2008		J ⁽¹⁾		2,886,191	D	\$ 0
					9,461,583	D	⁽²⁾
							⁽³⁾

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

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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 9,461,583 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.

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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