### Edgar Filing: GTCR GOLDER RAUNER II LLC - Form 4

#### GTCR GOLDER RAUNER II LLC

Form 4 June 01, 2009

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

to

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response... 0.5

X\_\_ 10% Owner

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GTCR GOLDER RAUNER II LLC	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer			
	Prestige Brands Holdings, Inc. [PBH]	(Check all applicable)			

(Last) (First) (Middle) 3. Date of Earliest Transaction Director

Officer (give title Other (specify (Month/Day/Year) below)

300 N. LASALLE STREET, SUITE 05/29/2009

5600

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

CHICAGO, IL 60654

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(City)	(State)	(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow	ned
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	 3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or	Securities Fo Beneficially (D Owned Ind	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount (D) Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	05/29/2009	S	475 (1) D 8.12 (2)	0	D	
Common						

Stock, par See 30,693 I value \$0.01 footnote (3)

per share

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GTCR GOLDER RAUNER II LLC 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654

X

**Signatures** 

/s/ Dennis M. Myers under a Power of Attorney

06/01/2009

\*\*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).
- Reflects shares received by GTCR Golder Rauner II, L.L.C ("GTCR II LLC") as a result of pro rata distributions from GTCR Co-Invest (1) II, L.P. ("Co-Invest II") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
- Reflects the weighted average price of the shares sold. The prices actually received ranged from \$6.12 to \$6.15. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) Reflects 30,693 shares held directly by Co-Invest II. GTCR II LLC is the general partner of Co-Invest II. As such, GTCR II LLC may be deemed to be a beneficial owner of the 30,693 shares reported in Table I. GTCR II LLC expressly disclaims beneficial ownership of such shares reported in Table I, except to the extent of its pecuniary interest therein. The filing of this form shall not be deemed an admission

Reporting Owners 2

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that GTCR II LLC is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of its 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. 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.