

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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
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1. Name and Address of Reporting Person* <u>GTCR CO INVEST II LP</u> (Last) (First) (Middle) <u>C/O GTCR GOLDR RAUNER, L.L.C.</u> <u>300 N. LASALLE STREET, SUITE 5600</u> (Street) <u>CHICAGO IL 60654</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Prestige Brands Holdings, Inc. [PBH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/18/2009		J ⁽¹⁾		19,806	D	\$0	30,693 ⁽²⁾	D ⁽³⁾	

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	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)
				Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
GTCR CO INVEST II LP
 (Last) (First) (Middle)
C/O GTCR GOLDR RAUNER, L.L.C.
300 N. LASALLE STREET, SUITE 5600
 (Street)
CHICAGO IL 60654
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GTCR GOLDR RAUNER II LLC
 (Last) (First) (Middle)
C/O GTCR GOLDR RAUNER, L.L.C.
300 N. LASALLE STREET, SUITE 5600
 (Street)
CHICAGO IL 60654
 (City) (State) (Zip)

Explanation of Responses:

- Reflects a pro rata distribution of such shares by GTCR Co-Invest II, L.P. ("Co-Invest II") to its partners, including 475 shares distributed to GTCR Golder Rauner II, L.L.C. ("GTCR II"). The distribution of shares from Co-Invest II to GTCR II was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.
- Does not include the 475 shares distributed to GTCR II, which are beneficially owned by GTCR II.
- Co-Invest II is the direct beneficial owner of the shares reported in Table I. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be beneficial owner of the 30,693 shares reported in Table I. GTCR II expressly disclaims beneficial ownership of the 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 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.

/s/ Dennis M. Myers under a 05/20/2009
Power of Attorney

** 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.